



HEALTH INSURANCE

NOTICE

NOTICE is hereby given that the **16th Annual General Meeting** of Care Health Insurance Limited will be held on *Thursday, September 14, 2023*, at *10:30 A.M.* through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Revenue Account, Profit & Loss Statement of the Company for the financial year ended March 31, 2023 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Sunish Sharma (DIN: 00274432), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. REMUNERATION OF MR. ANUJ GULATI, MANAGING DIRECTOR & CEO 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 in accordance with the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company ("the Board") and pursuant to the provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), Articles of Association of the Company and subject to the provisions of Section 34A of Insurance Act, 1938 and Insurance Law (Amendment) Act, 2015, if applicable, Guidelines issued by Insurance Regulatory and Development Authority of India ("IRDAI") from time to time, and subject to the approval of IRDAI and any other authority(ies) or such other approval(s) or sanction(s) as may be required, if any, the approval of the shareholders of the Company be and is hereby accorded to increase the fixed remuneration of Mr. Anuj Gulati, Managing Director & CEO of the Company to Rs. 3,84,34,116/- per annum with effect from April 1, 2023 on the following terms and conditions :

- i) **Basic Salary** : Rs. 12,81,137/-per month
- ii) **Allowances**: Following allowances shall be allowed:
 1. House Rent Allowance: Rs. 6,40,568/-per month
 2. Additional Allowance: Rs. 11,01,602/- per month
 3. Education Allowance: Rs. 18,000/-per month
 4. Car Running Expenses: NIL
- iii) **Contribution to Provident Fund**: Rs. 1,53,736/-per month
- iv) **Leave**: According to Rules of the Company



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- v) **Perquisites:** Following perquisite shall be allowed as per the norms of the Company:-
1. Leave Travel Allowance: Rs. 6,250/- per month
 2. Medical Reimbursement: NIL
 3. Car EMI: NIL
 4. Group Mediclaim Coverage: Rs. 1,550/- per month
 5. Leave Encashment: As per the leave policy of the Company
 6. Gratuity :- As per Law

In case of any change in contribution towards Group Mediclaim Coverage, opting for Car Lease, NPS or any other employee benefits, the corresponding amount shall be adjusted with the Additional and Education Allowance.

Mr. Anuj Gulati shall also be entitled to the facility of Car, to be used for official purposes.

RESOLVED FURTHER THAT the Shareholders be and hereby approves that, with every increase in the paid-up share capital of the Company, the ESOPs shall be proportionately granted to the CEO.

RESOLVED FURTHER THAT Mr. Pankaj Gupta, Chief Financial Officer and Head-HR be and are hereby severally authorized to issue grant letters to Mr. Anuj Gulati, Managing Director & CEO and to do all such acts things and deeds as may be deemed necessary to pass the resolution.

RESOLVED FURTHER THAT Mr. Pankaj Gupta, Chief Financial Officer, Mr. Anoop Singh, Chief Compliance Officer and Mr. Yogesh Kumar, Company Secretary of the Company be and are hereby severally authorized to sign, execute and file all such forms, returns, certificates, papers and documents, to provide certified true copy of the resolution, as may be considered necessary or expedient with the Ministry of Corporate Affairs, Insurance Regulatory and Development Authority of India, Central Government or to delegate the authority to any other official of the Company 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."

4. PERFORMANCE BONUS (VARIABLE PAY) OF MANAGING DIRECTOR & CEO 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 as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company ("the Board"), the shareholders be and hereby approves the payment of bonus of Rs. 3,55,87,140/- for the performance year 2022-23 to Mr. Anuj Gulati, Managing Director & CEO.

RESOLVED FURTHER THAT Mr. Pankaj Gupta, Chief Financial Officer, Mr. Anoop Singh, Chief Compliance Officer and Mr. Yogesh Kumar, Company Secretary of the Company be and are hereby severally authorized to sign, execute and file all such forms, returns,



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certificates, papers and documents, to provide certified true copy of the resolution, as may be considered necessary or expedient with the Ministry of Corporate Affairs, Insurance Regulatory and Development Authority of India, Central Government or to delegate the authority to any other official of the Company 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."

5. APPOINTMENT OF MR. PRATAP VENUGOPAL (DIN: 06812788) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolutions as **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Insurance Act, 1938 (including any statutory modification(s) or re-enactment thereof for the time being in force), Guidelines issued by Insurance Regulatory and Development Authority of India ("IRDAI") from time to time, in terms of Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company ("the Board"), Mr. Pratap Venugopal (DIN: 06812788), who was appointed as an Additional Non-Executive Independent Director on the Board of the Company w.e.f. September 26, 2022 has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and who shall hold office for a period of five years from the date of appointment.

RESOLVED FURTHER THAT, Mr. Anuj Gulati, Managing Director & CEO, Mr. Pankaj Gupta, Chief Financial Officer, Mr. Anoop Singh, Chief Compliance Officer and Mr. Yogesh Kumar, Company Secretary be and are hereby severally authorized to sign such documents/agreements/papers relating to the aforesaid appointment and to do all such acts and deeds and file all such forms, returns, documents and letters with the appropriate authorities, as may be required to be done or filed to give effect to the said Resolution.

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

6. APPOINTMENT OF MR. PRAVEEN KUMAR TRIPATHI (DIN: 02167497) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR



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To consider and if thought fit, to pass with or without modification(s), the following resolutions as **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Insurance Act, 1938 (including any statutory modification(s) or re-enactment thereof for the time being in force), Guidelines issued by Insurance Regulatory and Development Authority of India (“IRDAI”) from time to time, in terms of Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company (“the Board”), Mr. Praveen Kumar Tripathi (DIN: 02167497), who was appointed as an Additional Non-Executive Independent Director on the Board of the Company w.e.f. September 26, 2022 has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and who shall hold office for a period of five years from the date of appointment.

RESOLVED FURTHER THAT, Mr. Anuj Gulati, Managing Director & CEO, Mr. Pankaj Gupta, Chief Financial Officer, Mr. Anoop Singh, Chief Compliance Officer and Mr. Yogesh Kumar, Company Secretary be and are hereby severally authorized to sign such documents/agreements/papers relating to the aforesaid appointment and to do all such acts and deeds and file all such forms, returns, documents and letters with the appropriate authorities, as may be required to be done or filed to give effect to the said Resolution.

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

7. RE-APPOINTMENT OF MR. MALAY KUMAR SINHA (DIN: 08140223) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolutions as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Insurance Act, 1938 (including any statutory modification(s) or re-enactment thereof for the time being in force), Guidelines issued by Insurance Regulatory and Development Authority of India (“IRDAI”) from time to time and as recommended by the Nomination



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and Remuneration Committee and Board of Directors of the Company ("the Board"), Mr. Malay Kumar Sinha (DIN: 08140223), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from October 4, 2018 upto October 3, 2023 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from October 4, 2023 upto October 3, 2028 (both days inclusive).

RESOLVED FURTHER THAT, Mr. Anuj Gulati, Managing Director & CEO, Mr. Pankaj Gupta, Chief Financial Officer, Mr. Anoop Singh, Chief Compliance Officer and Mr. Yogesh Kumar, Company Secretary be and are hereby severally authorized to sign such documents/agreements/papers relating to the aforesaid reappointment and to do all such acts and deeds and file all such forms, returns, documents and letters with the appropriate authorities, as may be required to be done or filed to give effect to the said Resolution.

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

8. RE-APPOINTMENT OF MRS. ASHA NAIR (DIN: 06363501) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolutions as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Insurance Act, 1938 (including any statutory modification(s) or re-enactment thereof for the time being in force), Guidelines issued by Insurance Regulatory and Development Authority of India ("IRDAI") from time to time and as recommended by the Nomination and Remuneration Committee and Board of Directors of the Company ("the Board"), Mrs. Asha Nair (DIN: 06363501), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from September 19, 2018 upto September 18, 2023 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of



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Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 1 (one) year on the Board of the Company commencing from September 19, 2023 upto September 18, 2024 (both days inclusive).

RESOLVED FURTHER THAT, Mr. Anuj Gulati, Managing Director & CEO, Mr. Pankaj Gupta, Chief Financial Officer, Mr. Anoop Singh, Chief Compliance Officer and Mr. Yogesh Kumar, Company Secretary be and are hereby severally authorized to sign such documents/agreements/papers relating to the aforesaid reappointment and to do all such acts and deeds and file all such forms, returns, documents and letters with the appropriate authorities, as may be required to be done or filed to give effect to the said Resolution.

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

Place: Gurugram
Date: July 31, 2023

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

Yogesh Kumar
Company Secretary



NOTES

1. The Ministry of Corporate Affairs ("MCA") in terms of the General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circulars No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 2/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 28, 2022 (collectively referred to as "**MCA Circulars**") issued by the Ministry of Corporate Affairs ("**MCA**"), permitted companies to conduct the Annual General Meeting through Video Conferencing / Other Audio Visual Means ("**VC**" / "**OAVM**") till September 30, 2023, 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 16th Annual General Meeting ("**AGM / Meeting**") of the Company is being held through VC /OAVM on Thursday, September 14, 2023 at 10: 30 A.M. (IST). 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 AGM along with Annual Report for FY 2022-23 have 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 16th AGM 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 16th AGM 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 AGM.
6. Since the AGM 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 AGM through e-voting facility during the AGM.
8. The Company has enabled the Members to participate at the 16th AGM through the VC facility provided by KFin Technologies Limited (*Formerly Known as KFin Technologies*



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Private Limited), Registrar and Share Transfer Agents. The instructions for participation by Members are given in the subsequent paragraphs. Participation at the AGM 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 casted 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 Limited (*Formerly Known as KFin Technologies Private Limited*), Registrars and Transfer Agent (hereinafter called "**KFintech**"), for conducting the AGM and for voting through remote e-voting or through e-voting at the AGM. 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. 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 AGM without any restriction on account of a first-come-first-served basis principle.
12. The facility to join the meeting shall be opened 15 minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM. The meeting may be joined by following the procedure mentioned in the Notice.
13. Pursuant to the provisions of the MCA Circulars on convening AGM 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 AGM 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 AGM 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 AGM through **remote e-voting** facility.
15. **Voting at the AGM:** 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 casted their vote by remote e-voting prior to



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the AGM may also join the AGM through VC but shall not be entitled to cast their vote again

16. In case of joint holders attending the AGM, 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 AGM.
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 AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 3 (three) days of conclusion of the AGM, 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.
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 AGM i.e. *Thursday, September 14, 2023*.
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 AGM.
22. The Company has designated an exclusive Email ID secretarial@careinsurance.com for redressal of shareholders complaints/grievances. For any investor related queries, you are requested to please write to us at the above Email ID.



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

Item no. 2

Mr. Sunish Sharma, whose office of directorship is liable to retire at the ensuing AGM, being eligible, seeks reappointment as a director. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his reappointment as a director.

Additional Information for seeking approval at the AGM as per the Secretarial standards as on March 31, 2023

Name	Mr. Sunish Sharma
Age	48 years
Qualifications	<ul style="list-style-type: none">• Master's in Business Administration from the Indian Institute of Management, Calcutta• Institute of Cost Accountant's of India• Bachelor's degree in Commerce from Delhi University
Experience	<p>Mr. Sunish Sharma is the Co-CEO and the Managing Partner of Kedaara Capital and founded the firm in 2012. Prior to co-founding Kedaara, he served as a Managing Director at the global private equity firm, General Atlantic (GA).</p> <p>He has over 25 years of industry experience primarily encompassing the full life-cycle of private equity in India across financial services, consumer, business services & technology, healthcare, and industrial sectors, and across private and public markets. He has led investments, managed the portfolio and successfully divested investments over this period. Prior to GA, he worked as a management consultant at McKinsey in India for over six years. He spent the majority of his time on strategic issues serving several Indian and multi-corporation clients on multiple engagements and M&A transactions.</p>
Terms and conditions of appointment/ re-appointment	The roles and responsibilities will be such as prescribed under the Companies Act, 2013 read with Rules, Corporate Governance Guidelines issued by IRDAI, and Shareholders' Agreement ("Agreement") dated February 06, 2020 entered into between M/s Kedaara Capital Fund II LLP, M/s Trishikhar Ventures LLP("Investor"), Religare Enterprises Limited and the Company
Remuneration proposed to be paid and remuneration last drawn	No remuneration has been paid
Date of first appointment on the Board	August 02, 2021



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Shareholding in the Company	NIL		
Relationship with other directors, managers and KMPs	NIL		
No. of meetings attended during the year	<ul style="list-style-type: none"> • Board Meeting- 4/4 • Nomination & Remuneration Committee Meeting- 2/2 		
Directorships in other Companies	<ul style="list-style-type: none"> • Spandana Sphoorty Financial Limited • Vedant Fashions Limited 		
Memberships/ Chairmanship of Committees of Others Boards	Spandana Sphoorty Financial Limited	Corporate Social Responsibility Committee	Member
	Vedant Fashions Limited	1.Nomination & Remuneration Committee; 2.Initial Public Offering (IPO) Committee	Member

Item Nos. 3 and 4

Mr. Anuj Gulati is Graduate in Chemical Engineering from IIT, Delhi and also completed Post Graduate Diploma in Business Management from IIM, Bangalore. He has over 25 years of experience. Before joining the Company, he worked with ICICI Lombard General Insurance Company Limited as Director for Services and Business Development. Previously, he has been an entrepreneur and started his career as a financial analyst with Procter & Gamble India Ltd.

Mr. Anuj Gulati was re-appointed as Managing Director & CEO of the Company by the Board of Directors in terms of the provisions of the Companies Act, 2013 w.e.f April 26, 2020, duly approved by the shareholders at their meeting held on March 13, 2020 for a period of 5 years.

Insurance Regulatory and Development Authority of India ("IRDAI") had approved the appointment of Mr. Anuj Gulati for a period of five years w.e.f. April 26, 2020.

The members are further apprised that based on the recommendations of the Nomination & Remuneration Committee, the Board at its meeting held on April 27, 2023 approved and further recommended to the Shareholders to increase the remuneration of Mr. Anuj Gulati, Managing Director & CEO of the Company to Rs. 3,84,34,116/- per annum with effect from April 1, 2023 subject to Terms and Conditions as stated in the resolution. The said remuneration is also subject to the approval of IRDAI in accordance to the provisions of Section 34 A of the Insurance Act, 1938.

I. GENERAL INFORMATION:

1. Nature of Industry:

The Company is incorporated with the objective of carrying on Insurance Business.



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2. Date or expected date of commencement of commercial production:

The Company is engaged in the Health Insurance Business.

The Company obtained R3 license from Insurance Regulatory and Development Authority on April 26, 2012. It commenced its operations in July 2012.

3. Expected date of commencement of activities as per project approved by financial institutions:

Not Applicable

4. Financial performance:

During the financial year 2022-23, total Gross Written Premium of the Company is Rs. 5237.69 Crores and net profit (after tax)/Loss is Rs. 245.84 Crores.

5. Export performance and net foreign exchange collaborations:

The Foreign Exchange earned in terms of actual inflows during the year 2022-23 is Rs. 78.64 crores and the Foreign Exchange outgo in terms of actual outflows during the year 2022-23 is Rs. 70.85 crores.

6. Foreign Investments or collaborators:

None

II. INFORMATION ABOUT THE APPOINTEE:

1. Background Details:

Mr. Anuj Gulati, aged 49 years, is a Graduate in Chemical Engineering from IIT, Delhi and also completed Post Graduate Diploma in Business Management from IIM, Bangalore.

Mr. Anuj Gulati has over 25 years of experience. Before joining the Company, he worked with ICICI Lombard General Insurance Company Limited as Director for Services and Business Development. Previously, he has been an entrepreneur and started his career as a financial analyst with Procter & Gamble India Ltd.

Mr. Anuj Gulati is responsible for setting up this business and working towards making Care Health Insurance Limited as one of the dominant players in the Indian Health Insurance industry. He has around 21 years of experience in the Insurance Industry.

Besides his qualifications, he is a person of outstanding caliber and possesses vast experience and capabilities for managing the increasing business activities of the Company.

2. Recognition or Awards:

None



3. Job Profile and Suitability of the Appointee:

Mr. Anuj Gulati has around 21 years of relevant experience in the Insurance Industry. Accordingly, Mr. Anuj Gulati, with his qualifications & experiences in the Insurance industry, is best suited to the said position.

4. Remuneration Proposed:

Remuneration forms part of the resolution. Further Mr. Gulati may be granted ESOPs under the "Religare Health Insurance CEO Stock Option Scheme 2014" read with amendments thereof. The Nomination & Remuneration Committee is authorized to grant ESOPs with every increase in the paid-up share capital of the Company, the ESOPs shall be proportionately granted to the CEO.

5. Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person:

Taking into account the future growth plans of the Company, industry benchmark in general, profile, position, responsibilities, capabilities and invaluable contribution of Mr. Anuj Gulati in growth of the Company, the proposed remuneration to the appointee is reasonable and in line with the remuneration levels in the Industry, across the Country and benefits his position.

6. Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel, if any:

Except for the proposed remuneration, Mr. Anuj Gulati does not have any pecuniary relationship with the Company or with any Managerial Personnel except that Mr. Anuj Gulati currently holds Employee Stock Options under Religare Health Insurance CEO Stock Option Scheme 2014" and various amendments thereof.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:

The Company was incorporated with the objective of carrying on Insurance Business and had applied with the Insurance Regulatory and Development Authority of India (IRDAI) for registration as an insurance company and in the financial year 2022-23, Company has net profit after tax of Rs. 245.84 crores.

2. Steps taken or proposed to be taken for improvement:

The Company has been taking all the necessary steps for further improvement and is expected to grow in the coming years.

3. Expected increase in productivity and profits:

The Company has been making profits since 2019 and is expected to grow in the coming years.

Additional Information for seeking approval at the AGM as per the Secretarial standards as on March 31, 2023



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Name	Mr. Anuj Gulati
Age	49 years
Qualifications	Graduate in Chemical Engineering from IIT, Delhi and also completed Post Graduate Diploma in Business Management from IIM, Bangalore
Experience	Mr. Anuj Gulati has over 25 years of experience. Before joining the Company, he worked with ICICI Lombard General Insurance Company Limited as Director for Services and Business Development. Previously, he has been an entrepreneur and started his career as a financial analyst with Procter & Gamble India Ltd.
Terms and conditions of appointment/re-appointment	The role and responsibilities will be such as prescribed under the Companies Act, 2013 read with the Rules and as per IRDAI Corporate Governance Guidelines issued by IRDAI as notified in this regard from time to time.
Remuneration proposed to be paid and remuneration last drawn.	The Proposed Remuneration is in accordance to the Resolution No. 3 and 4. Resolution covers the remuneration in detail. The Total last paid Remuneration (Fixed plus Variable) is Rs. 6,52,43,088/- for FY 2022-23
Date of first appointment on the Board	23.12.2011
Shareholding in the Company	3,65,08,412 Equity Shares (as on March 31, 2023)
Relationship with other directors, managers and KMPs	NIL
No. of meetings attended during the year	Board - 4/4 Policyholder's Protection Committee - 4/4 Risk Management Committee - 4/4 Investment Committee - 4/4 Allotment Committee- 2/2 Corporate social Responsibility(CSR) Committee-1/1 Initial Public Offering Committee-1/1 Stakeholder Relationship Committee-1/1
Directorships in other Companies	<ul style="list-style-type: none">• GAPL Agencies Private Limited• GAPL Automotive Private Limited• Gulati Agencies Private Limited
Memberships/ Chairmanship of Committees of Others Boards	NIL



The Board accordingly recommends the Special resolutions set out at Item No. 3 and 4 of the accompanying Notice for the approval of the Members.

None of the other Directors, Key Managerial Personnel and their relatives is in any way concerned or interested in this Resolution, except Mr. Anuj Gulati to the extent of his remuneration.

Item No. 5

Mr. Pratap Venugopal is BSc. (Microbiology), L.L. B, diploma in Cyber Law, Certificate in Electronic Commerce and Intellectual Property, World Intellectual Property Organization Academy, Certificate in Insurance Laws, Insurance Arbitration Certificate. He commenced practice as an Advocate at New Delhi in the year 1990. After being enrolled as an Advocate-on-Record of the Supreme Court of India, he was inducted as Partner in the Law Firm KJJOHN & Professional Experience Co. He has an extensive experience of over 31 years in litigation before Supreme Court of India, Delhi High Court, Competition Commission of India, National Commission, National Company Law Appellate Tribunal, National Green Tribunal, Customs, Excise & Service Tax Appellate Tribunal. He also has extensive experience in arbitrations involving commercial contracts' Engineering and Building Contracts, Maritime contracts etc. He holds membership of Supreme Court Bar Association, Supreme Court AOR Association, Delhi High Court Bar Association, Indian Law Institute and Indian Council of Arbitration.

Mr. Pratap Venugopal was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors w.e.f. September 26, 2022 under section 161(1) of the Companies Act 2013. It is recommended to the Shareholders to consider and approve the appointment of Mr. Pratap Venugopal as a Non-Executive Independent Director on the Board of Directors of the Company whose office is not liable to retire by rotation for a period of 5 years from the date of appointment.

The Company is in receipt of Notice under Section 160 of the Act proposing his candidature as director of the Company. Also, the Company has received all the requisite disclosures as required under the Companies Act and Corporate Governance Guidelines as issued by IRDAI.

Additional Information for seeking approval at the AGM as per the Secretarial standards as on March 31, 2023

Name	Mr. Pratap Venugopal
Age	60 years
Qualifications	BSc. (Microbiology), L.L. B, diploma in Cyber Law, Certificate in Electronic Commerce and Intellectual Property, World Intellectual Property Organization Academy, Certificate in Insurance Laws, Insurance Arbitration Certificate



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Experience	Mr. Pratap Venugopal commenced practice as an Advocate at New Delhi in the year 1990. After being enrolled as an Advocate-on Record of the Supreme Court of India, he was inducted as Partner in the Law Firm KJJOHN & Professional Experience Co. He has an extensive experience of over 31 years in litigation before Supreme Court of India, Delhi High Court, Competition Commission of India, National Commission, National Company Law Appellate Tribunal, National Green Tribunal, Customs, Excise & Service Tax Appellate Tribunal. He also has extensive experience in arbitrations involving commercial contracts' Engineering and Building Contracts, Maritime contracts etc. He holds membership of Supreme Court Bar Association, Supreme Court AOR Association, Delhi High Court Bar Association, Indian Law Institute and Indian Council of Arbitration.
Terms and conditions of appointment/ re-appointment	The role and responsibilities, as an Independent Director, will be such as prescribed under the Companies Act, 2013 read with the Rules, Schedule IV of the Companies Act and as per IRDAI Corporate Governance Guidelines issued by IRDAI as notified in this regard
Remuneration proposed to be paid and remuneration last drawn	Only Sitting Fees is payable
Date of first appointment on the Board	Appointed w.e.f. September 26, 2022
Shareholding in the Company	NIL
Relationship with other directors, managers and KMPs	NIL
No. of meetings attended during the year	Board – 2/4 Audit Committee- 1/4 Policyholder's Protection Committee – 1/4 Risk Management Committee – 1/4 Investment Committee – 1/4 Nomination & Remuneration Committee- 0/2 Allotment Committee- 0/2 Corporate social Responsibility(CSR) Committee-0/1 Initial Public Offering Committee-0/1 Stakeholder Relationship Committee-1/1 Independent Director's Meeting- 0/1 Note: Appointment w.e.f. September 26, 2022
Directorships in other companies	<ul style="list-style-type: none">• ASEAN Arbitration Foundation
Memberships/ Chairmanship of Committees of others Boards	NIL
Justification of Appointment of the Independent Director	Considering his Qualification & Experience



The Board accordingly recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives is in any way concerned or interested in the proposed resolution, except Mr. Pratap Venugopal to the extent of his appointment.

Item No. 6

Mr. Praveen Kumar Tripathi is Post graduate in Political Science from Allahabad University and a Gold Medalist for securing highest marks in political science at under-graduate level in the University. He is a retired IAS officer. During his illustrious career, as an IAS officer, spanning over 40 years in public service 1977 to 2017 December (including 5 years as Chairman - Public Grievances Commission & Police Complaints Authority), he held various key senior positions at State and Centre level such as Principal Secretary to Chief Minister, Govt. of NCT Delhi; Chief Secretary – Govt. of NCT Delhi; Joint Secretary - Ministry of Information & Broadcasting, Govt. of India; Director - Indian Institute of Mass Communication; CEO - Delhi Jal Board, NCT Delhi; Commissioner Sales Tax - NCT Delhi; Development Commissioner & Chief Electoral Officer - A&N Islands; Director Total Literacy Campaign (National Literacy Mission) - Department of Education, Ministry of HRD; Commissioner Land - Delhi Development Authority; Commissioner Excise & Entertainment Tax – NCT Delhi; Secretary - New Delhi Municipal Committee; Deputy Commissioner and Secretary to Lt. Governor in Arunachal Pradesh etc. He has also been on the Board / Governing Council of Indraprastha Apollo Hospital, Delhi Metro Rail Corporation, TATA Power Ltd., BSES Rajdhani Power Ltd., BSES Yamuna Power Ltd., Institute of Biliary and Livery Sciences, Delhi, and National Law School, Delhi.

Mr. Praveen Kumar Tripathi was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors w.e.f. September 26, 2022 under section 161(1) of the Companies Act 2013. It is recommended to the Shareholders to consider and approve the appointment of Mr. Praveen Kumar Tripathi as a Non-Executive Independent Director on the Board of Directors of the Company whose office is not liable to retire by rotation for a period of 5 years from the date of appointment.

The Company is in receipt of Notice under Section 160 of the Act proposing his candidature as director of the Company. Also, the Company has received all the requisite disclosures as required under the Companies Act and Corporate Governance Guidelines as issued by IRDAI.

Additional Information for seeking approval at the AGM as per the Secretarial standards as on March 31, 2023

Name	Mr. Praveen Kumar Tripathi
Age	70 years
Qualifications	Post graduate in Political Science from Allahabad University and a Gold Medalist for securing highest marks in political science at under-graduate level in the University



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Experience	<p>Mr. Tripathi is a retired IAS officer. During his illustrious career, as an IAS officer, spanning over 40 years in public service 1977 to 2017 December (including 5 years as Chairman - Public Grievances Commission & Police Complaints Authority), he held various key senior positions at State and Centre level such as Principal Secretary to Chief Minister, Govt. of NCT Delhi; Chief Secretary – Govt. of NCT Delhi; Joint Secretary - Ministry of Information & Broadcasting, Govt. of India; Director - Indian Institute of Mass Communication; CEO - Delhi Jal Board, NCT Delhi; Commissioner Sales Tax - NCT Delhi; Development Commissioner & Chief Electoral Officer - A&N Islands; Director Total Literacy Campaign (National Literacy Mission) - Department of Education, Ministry of HRD; Commissioner Land - Delhi Development Authority; Commissioner Excise & Entertainment Tax – NCT Delhi; Secretary - New Delhi Municipal Committee; Deputy Commissioner and Secretary to Lt. Governor in Arunachal Pradesh etc. He has also been on the Board / Governing Council of Indraprastha Apollo Hospital, Delhi Metro Rail Corporation, TATA Power Ltd., BSES Rajdhani Power Ltd., BSES Yamuna Power Ltd., Institute of Biliary and Livery Sciences, Delhi, and National Law School, Delhi.</p>
Terms and conditions of appointment/ re-appointment	<p>The role and responsibilities, as an Independent Director, will be such as prescribed under the Companies Act, 2013 read with the Rules, Schedule IV of the Companies Act and as per IRDAI Corporate Governance Guidelines issued by IRDAI as notified in this regard.</p>
Remuneration proposed to be paid and remuneration last drawn	<p>Only Sitting Fees is payable</p>
Date of first appointment on the Board	<p>Appointed w.e.f. September 26, 2022</p>
Shareholding in the Company	<p>NIL</p>
Relationship with other directors, managers and KMPs	<p>NIL</p>
No. of meetings attended during the year	<p>Board – 2/4 Audit Committee- 1/4 Allotment Committee- 0/2 Corporate social Responsibility(CSR) Committee-0/1 Stakeholder Relationship Committee-1/1 Independent Director's Meeting- 0/1</p> <p>Note: Appointment w.e.f. September 26, 2022</p>



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Directorships in other companies	<ul style="list-style-type: none"> • Indiabulls Real Estate Limited • Yaari Digital Integrated Services Limited • JBM Auto Limited • Religare Enterprises Limited • Indiabulls General Insurance Limited • Religare Housing Development Finance Corporation Limited • Religare Finvest Limited 		
Memberships/ Chairmanship of Committees of others Boards	Indiabulls Real Estate Limited	1. Audit Committee 2. Nomination and Remuneration committee	Chairperson
		3. Risk Management Committee 4. Re-organisation Committee	Member
	Yaari Digital Integrated Services Limited	1. Risk Management Committee	Member
		2. Nomination and Remuneration committee	Chairperson
	JBM Auto Limited	Audit Committee	Member
	Religare Enterprises Limited	1. Audit & Governance Committee	Chairperson
		2. Nomination & Remuneration Committee	Member
	Religare Housing Development Finance Corporation Limited	Audit Committee	Member
	Religare Finvest Limited	1. Audit Committee	Member
		2. Nomination & Remuneration Committee	Member
Justification of Appointment of the Independent Director	Considering his Qualification & Experience		

The Board accordingly recommends the Ordinary Resolution set out at Item No. 6 of the accompanying Notice for the approval of the Members.



None of the Directors, Key Managerial Personnel and their relatives is in any way concerned or interested in the proposed resolution, except Mr. Praveen Kumar Tripathi to the extent of his appointment.

Item no. 7

Mr. Malay Kumar Sinha is B.A.(Hons) and M.A. in Humanities from Delhi University and M.Phil in Strategic Studies from Madras University. He started his career as an Executive in TISCO, Jamshedpur and in 1981 joined the Indian Police Service. He worked as a Joint Secretary in the MEA and finally as Secretary Security, Cabinet Secretariat, Rashtrapati Bhawan, from where he superannuated in September 2016.

Mr. Malay Kumar Sinha was appointed as Independent Director w.e.f. October 04, 2018 on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act and his tenure as an Independent Director of the Company will expire on October 03, 2023 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination & Remuneration Committee on the basis of the report of performance evaluation of Independent Directors, recommended the reappointment of Mr. Malay Kumar Sinha as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company from October 04, 2023 to October 03, 2028.

The Board, on the basis of the performance evaluation of the Independent Director, and the recommendation of the Nomination & Remuneration Committee and in accordance to the Policy, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Malay Kumar Sinha would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Additional Information for seeking approval at the AGM as per the Secretarial standards as on March 31, 2023

Name	Mr. Malay Kumar Sinha
Age	66 years
Qualifications	<ul style="list-style-type: none">▪ B.A.(Hons) and M.A. in Humanities from Delhi University▪ M.Phil in Strategic Studies from Madras University
Experience	He started his career as an Executive in TISCO, Jamshedpur and in 1981 joined the Indian Police Service. He worked as a Joint Secretary in the MEA and finally as Secretary Security, Cabinet Secretariat, Rashtrapati Bhawan, from where he superannuated in September 2016
Terms and conditions of appointment/ re-appointment	The role and responsibilities will be such as prescribed under the Companies Act, 2013 read with the Rules, Schedule IV of the Companies Act and as per IRDAI Corporate Governance Guidelines issued by IRDAI as notified in this regard.



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Remuneration proposed to be paid and remuneration last drawn	Only Sitting Fees is payable		
Date of first appointment on the Board	October 04, 2018		
Shareholding in the Company	NIL		
Relationship with other directors, managers and KMPs	NIL		
No. of meetings attended during the year	Board – 4/4 Audit Committee- 4/4 Policyholder’s Protection Committee – 4/4 Risk Management Committee – 4/4 Investment Committee – 4/4 Nomination & Remuneration Committee- 2/2 Allotment Committee- 2/2 Corporate social Responsibility(CSR) Committee-1/1 Initial Public Offering Committee-1/1 Stakeholder Relationship Committee-1/1 Independent Director meeting- 1/1		
Directorships in other Companies	<ul style="list-style-type: none"> • Religare Enterprises Limited • Religare Finvest Limited • Religare Housing Development Finance Corporation limited • Religare Broking Limited • Religare Commodities Limited • Delhi Gymkhana Club Limited 		
Memberships/ Chairmanship of Committees of Others Boards	Religare Enterprises Limited	1. Nomination & Remuneration Committee 2. Stakeholder Relationship Committee 3. Group Risk Management Committee 4. IT Strategy Committee	Chairperson
		5. Audit and Governance Committee 6. Investment, Borrowing and Share Allotment Committee 7. Corporate Social Responsibility Committee 8. RPT Sub Committee 9. Asset Liability Committee	Member
		1. IT Strategy Committee 2. Nomination and Remuneration Committee	Chairperson



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	Corporation Limited	3. Audit Committee 4. Loan/Investment and Borrowing Committee 5. Review Committee 6. Risk Management Committee 7. Corporate Social Responsibility Committee	Member
	Religare Finvest Limited	1. IT Strategy Committee 2. Audit Committee 3. Nomination and Remuneration Committee 4. Loan/Investment and Borrowing Committee 5. Corporate Social Responsibility Committee 6. Risk Management Committee 7. Share Allotment Committee 8. Review Committee for the identification of non-cooperative borrowers	Member
	Religare Broking Limited	Audit Committee	Member

In the opinion of the Board, Mr. Malay Kumar Sinha, fulfils the conditions specified in the Act and the rules made thereunder and he is independent of the management. The Board accordingly recommends the Special Resolution set out at Item No. 7 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the proposed resolution, except Mr. Malay Kumar Sinha to the extent of his re-appointment.

Item No. 8

Mrs. Asha Nair is MA (Social Work) from Delhi School of Social Work, BA (Eco. Hons.) from Lady Shri Ram College for Women, Delhi and Fellow of Insurance Institute of India University. She joined the Insurance Industry in 1980 as a Direct Recruit Officer and has worked for 30 years in New India Assurance Company in different capacities and rose to the level of General Manager. She has even handled the roll-out of the first comprehensive insurance software, Genisys, in Delhi Region in 1998. She has also supervised the foreign operations of the said Company which had offices in more than 12 countries including UK, Japan and Australia.



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In 2010, she was transferred to United India Insurance Co. Ltd as General Manager and became Whole-time Director in 2012. She also became a Board member VST Industries, Agriculture Corporation of India and was Member of the Board of Education of Insurance Institute of India.

Mrs. Asha Nair was appointed as Independent Director w.e.f. September 19, 2018 on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act and her tenure as an Independent Director of the Company will expire on September 18, 2023 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Members are informed that it was proposed to appoint Mrs. Asha Nair as a Non-Executive Independent Director, on the Board for the "second term" of 5 (five) consecutive years, however, Mrs. Asha Nair stated that due to some personal reasons, she would not be able to continue for a period of 5 (five) years and agreed for 1 (one) more year.

The Nomination & Remuneration Committee on the basis of the report of performance evaluation of Independent Directors, recommended the reappointment of Mrs. Asha Nair as an Independent Director for a second term of 1 (one) year on the Board of the Company from September 19, 2023 to September 18, 2024.

The Board, on the basis of the performance evaluation of the Independent Director and the recommendation of the Nomination & Remuneration Committee and in accordance to the Policy, considers that, given her background and experience and contributions made by her during her tenure, the continued association of Mrs. Asha Nair would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director.

Additional Information for seeking information at the AGM as per the Secretarial Standards as on March 31, 2023

Name	Mrs. Asha Nair
Age	67 years
Qualifications	<ul style="list-style-type: none">▪ MA (Social Work) from Delhi School of Social Work▪ BA (Eco. Hons.) from Lady Shri Ram College for Women, Delhi▪ Fellow of Insurance Institute of India University
Experience	She has more than 30 years of experience in the Insurance Sector
Terms and conditions of appointment/ re-appointment	The role and responsibilities will be such as prescribed under the Companies Act, 2013 read with the Rules, Schedule IV of the Companies Act and as per IRDAI Corporate Governance Guidelines issued by IRDAI as notified in this regard.
Remuneration proposed to be paid and	Only Sitting Fees is payable



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remuneration last drawn	
Date of first appointment on the Board	September 19, 2018
Shareholding in the Company	NIL
Relationship with other directors, managers and KMPs	NIL
No. of meetings attended during the year	Board - 4/4 Audit Committee- 4/4 Policyholder's Protection Committee - 4/4 Independent Director meeting- 1/1
Directorships in other Companies	NIL
Memberships/ Chairmanship of Committees of Others Boards	NIL

In the opinion of the Board, Mrs. Asha Nair, fulfils the conditions specified in the Act and the rules made thereunder and she is independent of the management. The Board accordingly recommends the Special Resolution set out at Item No. 8 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the proposed resolution, except Mrs. Asha Nair to the extent of her re-appointment.

Place: Gurugram
Date: July 31, 2023

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

Yogesh Kumar
Company Secretary



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PROCEDURE FOR OBTAINING THE ANNUAL REPORT, AGM NOTICE AND E-VOTING INSTRUCTIONS BY THE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES

In terms of the MCA Circulars, the Company has sent the Annual Report, Notice of AGM 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 the Annual Report, Notice of AGM 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 Annual Report and Notice of the AGM.

PROCEDURE AND INSTRUCTIONS FOR e-VOTING:

A. Instructions for the Remote e-voting for the 16th Annual 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 AGM scheduled to be held on Thursday, September 14, 2023, at 10: 30 A.M. (IST).

The Board of Directors of the Company has 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 AGM in a fair and transparent manner. In terms of the requirements of the Act and the rules made there under, the Company has fixed Thursday, September 07, 2023 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. Thursday, September 07, 2023. The Company has engaged the services of KFin Technologies Limited(Formerly Known as KFin Technologies Private Limited) (KFin) to provide VC facility, remote e-voting and voting in the AGM in a secure manner.

The remote e-voting facility begins on Monday, September 11, 2023 (09:00 A.M. IST) and ends on Wednesday, September 13, 2023 (5:00 P.M. IST). During this period, the



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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, the member shall not be allowed to change it subsequently or cast the vote again.

- B. Submission of questions prior to AGM:** 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 answered only if the member continues to hold the shares as of cut-off date. The facility for posting questions will be open from Monday, September 11, 2023 at 09:00 A.M. (IST) till Tuesday, September 12, 2023 at 05:00 P.M. (IST)
- C. Registration as a speaker at the AGM:** Members who wish to speak at the AGM 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 Monday, September 11, 2023 at 09:00 A.M. (IST) till Tuesday, September 12, 2023 at 05:00 P.M. (IST). The company reserves the right to limit the number of members asking questions depending on the availability of time at the AGM.

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	<ol style="list-style-type: none">1. User already registered for Internet-based Demat Account Statement (IDeAS) facility:<ol style="list-style-type: none">i. Visit URL: https://eservices.nsdl.comii. 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.2. User not registered for IDeAS e-Services<ol style="list-style-type: none">i. To register click on link : https://eservices.nsdl.comii. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspiii. Proceed with completing the required fields.iv. Follow steps given in point 1.3. Alternatively by directly accessing the e-Voting website of NSDL<ol 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



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	<p>(i.e. your sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.</p> <p>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.</p> <p>V. On successful selection, you will be redirected to KFin e-Voting page for casting your vote during the remote e-Voting period.</p>
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For CDSL:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <p>i. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>ii. Click on New System Myeasi.</p> <p>iii. Login with your registered user id and password.</p> <p>iv. The user will see the e-Voting Menu. The menu will have links of ESP i.e. KFin e-Voting portal.</p> <p>v. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>i. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>ii. Proceed with completing the required fields.</p> <p>iii. Follow the steps given in point 1.</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>i. Visit URL: www.cdslindia.com</p> <p>ii. Provide your demat account number and PAN.</p> <p>iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat account.</p> <p>iv. After successful authentication, user will be provided links for the respective ESP, i.e KFin where the e-Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>i. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</p> <p>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.</p> <p>iii. Click on options available against 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.</p>

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.



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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 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 Event No. 7549 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.



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- xii. 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.
 - xiii. 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 16th AGM of the Company through VC:

1. Members can attend the AGM through the link <https://emeetings.kfintech.com/> by using their remote e-voting credentials.
2. The facility for joining the AGM 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 AGM 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 AGM 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/
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HEALTH INSURANCE

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 AGM session:

Members who have not casted their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM 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 AGM.
- 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 Company as on the cut-off date, Thursday, September 07, 2023.
- IV. The members, whose names appear in the Register of Members / list of beneficial owners as on Thursday, September 07, 2023, 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 AGM 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 homepage 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.



HEALTH INSURANCE

- VII. Members who have casted their votes through remote e-voting may also attend the AGM. However, those members are not entitled to cast their vote again in the AGM.
- VIII. A member can opt for only one mode of voting, i.e., either through remote e-voting or voting at the AGM. Thus, voting facility at the AGM 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, not later than 3 (three) days of conclusion of the meeting, 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.

care

HEALTH
INSURANCE

**BEST HEALTH INSURANCE
COMPANY OF THE YEAR**
INDIA INSURANCE SUMMIT & AWARDS 2023

**16TH
ANNUAL
REPORT**

2022-23



www.careinsurance.com



Dear Shareholders,

I trust you and your cared ones are in good health & spirits.

It gives me immense pleasure to address you as shareholders of India's second largest standalone health insurance (SAHI) company. Your company is a subsidiary of Religare Enterprises Limited (REL) which is a Core Investment Company (CIC) registered with the Reserve Bank of India (RBI) and is also listed on the BSE and NSE in India. REL is a diversified financial services company and offers loans to SMEs, Affordable Housing Finance and Retail Broking through its other subsidiaries. This strategic advantage helps us create synergies and wider scale of operations. Though the fourth to launch operations in the category, your Company, by way of its inherently efficient processes, novel product & service offerings and zeal for customer centricity, is now placed second among leading SAHI companies.

We, at Care Health, have always believed that it is of pivotal importance to garner distributor & consumer confidence to build a long term, balanced growth trajectory; and a highly favorable solvency ratio of 1.82 is testament of our commitment towards this objective.

Significant investments in product & process innovation, technology and servicing parameters over more than a decade have culminated in your Company recording a formidable topline of Rs.5,238 cr. (Gross Written Premium), posting a growth of ~33% over the previous fiscal.

Needless to say, futurescaping continues to be a constant at Care Health. From the advent of digital platforms that facilitate business sourcing by partners and enable swifter delivery by servicing network providers to solutions that assist customers in managing and utilizing their policies effectively, your Company is driven by the belief that it is these multifaceted, superlative experiences that will render it being an 'insurer of choice' among stakeholders.

Industry recognitions are distinguished laurels, and Care Health has been conferred some of the most prestigious amongst them in FY 22-23. It was awarded 'Best Health Insurance Company of the Year' at the India Insurance Summit & Awards 2023 and received the 'Smart Insurer of the Year' & 'Sales Champion of the Year' awards at The Economic Times Insurance Summit & Awards 2022.

Oneness with society is a sustained ethos and commitment for your Company. Led by Religare Group, your company has undertaken renovation, construction and restoration of the famed & historically relevant Prem Mahavidhyalay Inter College, Vrindavan, Mathura, Uttar Pradesh (ongoing project) and also supports Army Wives Welfare Association (AWWA) in running the noble ventures of Asha Schools for differently abled students in six locations, namely Delhi, Pune, Bangalore, Secunderabad, Lucknow and Udhamapur.

My note will be incomplete without specific mention of Religare Enterprises Limited, promoter and principal shareholder of Care which has stood behind it during the sectoral and macro headwinds and ensured its unhindered growth strategically.



In conclusion, I would like to convey my sincere gratitude to every stakeholder who has contributed to your Company becoming the organization that it is today, and wish Team Care all the very best in the year ahead.

With best regards,

Dr. Rashmi Saluja
Non -Executive Chairperson



Dear Shareholder,

At the outset, we thank you for the continued belief and confidence in our organization and sincerely appreciate your able guidance in steering us along the path of stable, sustainable growth. I am glad to share that your organization grew by over 30% in the last fiscal, crossing the milestone Rs.5,000 crore mark in Gross Written Premium in FY 22-23.

While catastrophic impact of the pandemic is now thankfully a fading memory, we carry forth imperative learnings from that era in the context of health, healthcare and insurance coverage.

From a business standpoint, the above stands further ratified as we transitioned from a 103% Combined Ratio to 93%, a clear manifestation of recovering efficiencies. This, in summation with other factors including continued underwriting discipline have significantly contributed to your Company recording pre-tax retained earnings (PBT) of Rs.328 crores; a healthy ROE of ~17%.

Meanwhile, continually fostering a customer-centric environment is a way of life at Care Health. The customer mobile app, self-help portal and WhatsApp interface are few among many notable initiatives that have enabled a seamless customer experience and settlement of over 36 lakh claims.

Our deep investments across an array of multi-channel, valued partnerships have and continue to collaborate on our discovery of newer avenues, geographies and consumer segments, all of which are pivotal drivers for growth and brand affinity.

As always, we are sincerely thankful for the impetus given to 'ease-of-doing-business' initiatives by the honorable regulator, from time to time.

I wish you & your family good tidings in the year ahead and look forward to another milestone year @Care Health.

Warmly,

Anuj Gulati
Managing Director & CEO



Care Health Insurance Limited

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DIRECTOR'S REPORT

Dear Members,

Care Health Insurance Limited

Your Directors have the pleasure of presenting the 16th Annual Report together with Audited Financial Statements of the Company for the financial year ended March 31, 2023.

FINANCIAL RESULTS



Particulars	(Rs. in Crores)	
	2022-23	2021-22
Gross Written Premium	5237.69	3,947.44
Net Written Premium	4590.88	3,088.42
Net Earned Premium (A)	3932.04	2,510.84
Net Incurred Claims (B)	2116.18	1,633.73
Net Commission (C)	442.71	110.17
Expenses (D)	1329.36	1,077.92
Premium Deficiency (E)	0.00	(135.88)
Investment & Other Income (F)	284.17	190.65
Profit / (Loss) Before Tax (A-B-C-D-E+F)	327.96	15.55
Provision for tax	88.98	1.84
Deferred Tax Expense/(Income)	-6.86	2.21
Profit / (Loss) After Tax	245.84	11.50



HEALTH INSURANCE

INSURANCE PRODUCTS



With awareness and demand of health insurance growing significantly, the industry has realized that a 'one size fits all' approach will not work and therefore your Company has designed specialized products for every segment.



Products	Description
Retail Health Indemnity Products	
care	A comprehensive Health Insurance plan that addresses an array of healthcare needs, CARE, has been our flagship product since inception. What makes it popular is the flexibility to choose your cover from a range of optional benefits, as per your requirements.
care advantage	A Comprehensive Health Insurance that provides higher Sum insured options at affordable premiums.
Care Supreme	Comprehensive Health Hospitalization product that offers exclusive benefits such as unlimited recharge for same illness, Cumulative bonus option up to 500% etc. along with zone based premium.
care classic	Comprehensive Hospitalization cover with zone-based pricing targeting customers of Tier 2 and Tier 3 cities.
care freedom	A comprehensive Health Insurance Plan for senior citizens and individuals with pre-existing medical conditions. It is offered without pre-policy medical check-ups and there is no loading based on the individual's health condition.
care heart	Specifically designed for persons with a pre-existing heart disease i.e. someone who has undergone a heart surgery in the last 7 years. Doesn't require the proposer to undergo a pre-policy Medical Check-up.
care plus	An ideal Comprehensive Health Coverage plan specifically designed for youth. Includes features such as unlimited e - consultations, early bird discount etc.
enhance	A Super-Top Health Insurance plan that offers high sum insured option at competitive prices. Enhance is most popular among those who already have a health insurance policy with a lower sum insured, and would want to enhance their sum insured to address future healthcare needs .
super mediclaim	Indemnity Coverage for specific critical illnesses and surgeries at highly affordable premiums (Premium Instalment options) with IPD as well as OPD coverage & lifelong renewability.



HEALTH INSURANCE

JÖY	A Maternity Health Insurance product specially designed for young couples who are planning a family. While the focus is on maternity related hospitalization, this product also covers any hospitalization during the policy tenure.
Senior Health Advantage	Comprehensive Health Hospitalization cover for senior citizens above 60 years.
Arogya Sanjeevani Policy-Care Health Insurance	Standard retail indemnity product which is simple, affordable and designed to meet customers' basic Insurance Needs.
covid care	Indemnity-based health insurance policy that covers individuals & families for COVID-19 related medical expenses.
Domestic Staff Add-on	Add-on product that offers health coverage to the domestic staff of existing Policyholders of retail Health Products.
corona kavach Care Health Insurance	A standardised short term indemnity health insurance plan designed to safeguard you and your family from COVID-19 treatment expenses. Period of coverage ranges from 3 ½ to 9 ½ months.
care shield add-on	Add-on product which offers protection against inflation, NCB reduction and provides coverage for typically non-payable consumables as well.
Care OPD	Add -on product that offers OPD cover which can be opted along with base Products.
Instant Care	Add -on product that offers Instant cover where PED wait period for Asthama, BP, Cholestrol, Diabetes will be reduced to 90 days.
Protect Plus	Add -on product that offers Global cover which can be opted along with base Products.
Group Health Products	
group care 360°	A comprehensive offering for groups including employer-employee and affinity groups, providing a wide range of benefits on both Fixed Benefit as well as Indemnity basis, while also offering innovative Wellness and Value Added Services.



Group Credit Protection Product	A highly flexible Group product specially designed for credit protection of loan customers with coverage tenure up to 5 years, offering fixed benefits like critical illness and personal accident as well as health indemnity cover.
Grameen care	A micro-insurance product, which is a comprehensive Group Health Insurance plan to meet rural India's healthcare needs.
Group care	With adherence to the belief that human capital is an enterprise's most valuable asset, Group Care spans an array of treatment modalities – from intensive in-patient care to primary healthcare and from maternity related treatment to organ transplantation. With a bouquet of optional services to choose from and customize, Group Care is a straightforward plan designed to offer comprehensive coverage with maximum convenience.
Group Global care	A comprehensive Global Insurance product that offers wide range of benefits on Indemnity as well as Fixed Benefit basis to eligible Groups.
Group Arogya Sanjeevani policy- Care Health Insurance	Standard group indemnity product which is simple, affordable and designed to meet customers' basic insurance needs. This product will be offered to employer-employee and affinity groups.
Grameen care Plus	Group micro-insurance product with a bouquet of optional benefits which offers a comprehensive Health Insurance cover to meet rural India's healthcare needs.
Travel Products	
explore	A comprehensive International Travel Insurance which covers emergency hospitalization and out-patient treatment, Explore also provides other travel related coverage for events such as delay/loss of baggage, loss of passport, trip cancellation among others.
student explore	A comprehensive Insurance plan for students studying abroad, Student Explore covers hospitalization as well as out-patient treatment and provides other features such as delay/loss of baggage, loss of passport, trip cancellation, study interruption, sponsor protection among others.
Group explore	This product provides coverage for emergency care of any illness or Injury during overseas travel. Policyholder further has the choice to opt for any of the 38



	optional benefits.
Add-on-explorē plus	An add-on offering additional features to existing Group Travel benefits
Fixed Benefit Products	
secure	A Fixed Benefit product against Accidental Death and Disabilities, Secure offers a host of optional benefits like Temporary Total Disability, Common Carrier Mishap, PTD improvement and PPD Improvement etc.
assure	A Fixed Benefit product which provides coverage against 20 major critical illnesses, the key USP for Assure is Zero Day Survival Period. Assure also comes with a Personal Accident cover.
Group secure	A Fixed Benefit product that covers Accidental Death and Disabilities with a customization option.
Saral Suraksha Bima	Standard PA product which is simple, affordable and designed to meet customers' basic requirements for accidental coverage
Group Saral Suraksha Bima	Standard PA product that offers accidental coverage to Employer-Employee and Affinity groups

As the organization grows from strength to strength, the product portfolio has also diversified and now comprises of a comprehensive range of products in the health, critical illness, travel and personal accident categories. With due focus on specialization, your Company has worked towards creating new product categories and enriching existing categories.

BUSINESS PERFORMANCE

In the financial year ended March 2023, our Gross Domestic Premium Income (GDPI) rose to Rs. 5,142 Crores from Rs. 3,881 Crores registering a growth of 32.48 % over financial year 2021-22.

Since the inception of the business, the Company has first time earned underwriting profit of Rs. 50.44 crores in the financial year 2022-23. The Profit Before Tax (PBT) of the Company for the year is Rs. 327.96 crores and the Profit After Tax (PAT) for the year increased to Rs. 245.84 Crores, registering a growth of 2038 %. Solvency ratio is at 1.82, which is above the minimum regulatory requirement of 1.50x. The combined ratio as on March 31, 2023 is 92 %. The Net worth of the Company at the end of financial year March 31, 2023 is Rs. 1,749.17 Crores. The Net worth of the Company at the end of financial year March 31, 2023 is Rs. 1,749.17 Crores. With continuous profitability since last many years, the Company has been able to clear all the accumulated losses and as on March 31, 2023 a profit reserve of Rs. 164 crores is created. The

Company has launched a few new products namely Care Supreme, Senior Health Advantage, Protect Plus (Add-on). During the last year, 42 new branches have been opened. The agent strength, which is back bone of our distribution, has increased from 197,806 to 239901 as compared to last financial year.

FUTURE OUTLOOK

Post COVID-19 pandemic, the awareness level for health insurance has increased, which is also reflected in the industry growth, a trend that is expected to continue in the coming period. In order to achieve growth objectives, your Company plans to focus on increasing its distribution footprint through various Channels such as Agency, Banks, Brokers, Digital etc. and shall further intensify distribution in all these channels through efficient application of technology.



INVESTMENTS

Your Company has made Investments in compliance with the IRDAI Investment Regulations and total Assets under management as on March 31, 2023 stands at Rs. 5,081.95 Crores excluding fair value change account. Further, the total investment portfolio of Rs. 5,081.95 Crores has been bifurcated between Shareholders portfolio of Rs. 1,926.76 Crores and Policyholders portfolio of Rs. 3,155.19 Crores. The return generated in Shareholder portfolio was 6.97 % and in Policyholder portfolio return is 6.47 %. Overall 36.63 % of the portfolio has been invested in Sovereign securities. The MTM as on March 31, 2023 stands at Rs. (84.08) crores. Further, 96.06 % of the portfolio is rated AAA and A1+. The Company has invested Rs. 101.60 crores in equity shares as on March 31, 2023.



TRANSFER TO RESERVES



Your Company has transferred Rs. 164 Crores towards the reserves and surplus during the financial year 2022-23. Also, the Company has created a reserve for employee stock option expenses amounting to Rs. 0.21 Crores during the financial year 2022-23 and have transferred Rs. 2.59 crores to Securities Premium against the exercise of shares.

SHARE CAPITAL



The authorized share capital of your Company as on March 31, 2023 is Rs. 1300,00,00,000/- (Rupees Thirteen Hundred Crores only) divided into 130,00,00,000 (One Hundred and Thirty Crores only) equity shares of Rs. 10/- (Rupees Ten only) each.

During the financial year 2022-23, the Company has raised capital as below:

Type of Allotment	No. of shares	Face value per share (in Rs.)	Premium per share (in Rs.)	Capital raised (in Rs.)	premium received (in Rs.)	Total Raised (in Rs.)
Rights Issue	2,50,90,003.00	10.00	100.00	25,09,00,030.00	2,50,90,00,300.00	2,75,99,00,330.00
ESOPs	85,72,871.00	10.00	as applicable	8,57,28,710.00	11,18,28,905.78	19,75,57,615.78
TOTAL	3,36,62,874.00			33,66,28,740.00	2,62,08,29,205.78	2,95,74,57,945.78

The paid-up equity share capital of your Company as on March 31, 2023 is Rs. 942,23,06,100/- (Rupees Nine Hundred Forty Two Crore Twenty Three Lakh Six Thousand and One Hundred only) divided into 94,22,30,610 (Ninety Four Crore Twenty Two Lakh Thirty Thousand Six Hundred and Ten only) equity shares of Rs. 10/- (Rupees Ten only) each. The Share premium amount in Share premium account as on March 31, 2023 is Rs. 6,415,991,054/- (Rupees Six Hundred and Forty one Crore Fifty Nine Lakh Ninty One Thousand Fifty Four only).

ISSUE OF SWEAT EQUITY SHARES

During the financial year, your company has not issued any sweat equity shares.

RURAL & SOCIAL SECTOR OBLIGATION

Your Company has complied with the requirements of the IRDAI Regulations on Rural and Social Sector obligations.

DIVIDEND

Your Company has earned a profit (after tax) of Rs. 245.84 Crores in FY 2022-23. Further, since the Company is in the growing phase and requires funds for expansion, the Company has not proposed any dividend for the financial year 2022-23.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There has been no material change and commitment which will affect the financial position of the Company.

STATEMENT ON THE AFFAIRS OF THE COMPANY





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- Section 3A of the Insurance Act, 1938 has been amended by the Insurance Laws (Amendment) Act, 2015 to remove the process of annual renewal of the Certificate of Registration issued to Insurers under Section 3 of the Insurance Act, 1938. However, it has been stated that Insurers shall continue to pay such annual fee as may be prescribed by the Regulations. Insurance Regulatory Development Authority of India ("IRDAI") in line with the above amendment issued a general circular stating that Certificate of Registration of the Insurers renewed in 2014, expiring in March 2015, shall continue to be in force from April 1, 2015 subject to payment of renewal fee. Your Company had paid the renewal fee.
 - During its Eleventh year and tenth full fiscal year of operations, your Company has continued to focus on developing its personnel and management strength, customer-led processes, scalable infrastructure, technology enhancement and distribution capabilities.
 - With a bouquet of multiple products across retail and group categories, your Company has products for each segment such as health, personal accident, and critical illness, travel, excess of loss and maternity. Your Company has been servicing across country with network of 248 branches.
 - During financial year 2022-23, your Company has under-written premium of Rs. 5,237.69 Crores.
 - Your Company has tied up with more than 21,580 healthcare network providers to facilitate cashless services to its customers.
 - All retail hospitalisation claims are managed by in-house Claims team except for the travel insurance where the claim is managed through Assistant Service Provider.
 - Since the geographical spread of Group policies is vast and also due to customer preference, your Company has tied up with Third Party Administrators to service claims registered against few selective Group policies.
 - The Company launched Customer App in November 2018. Around 2.7 million installations achieved till June'23. Same has been increased by 21% in F.Y. 22-23 in comparison to F.Y. 21-22. Overall rating of the Mobile App for iOS is 4.6 stars and Android is 4.3 stars.
 - The Company operates in 1,00,000 square feet area at Vipul Tech Square, Tower C, 3rd Floor, Sector- 43, Golf Course Road, Gurgaon -122009 to consolidate its operations at one place.

CREDIT RATING

India Rating has Upgraded Subordinated debt rating of Care Health Insurance Limited (CHIL) from 'IND A' / Stable to 'IND A+' / Stable. CRISIL Ratings has assigned a CRISIL A+ / Stable (pronounced as CRISIL A Plus rating with Stable Outlook) rating to the Company.

CHANGE IN THE NATURE OF BUSINESS

Your Company has not changed its nature of business during the year.

SUBSIDIARIES/JOINT VENTURES/ASSOCIATES

The Company does not have any subsidiary/ Joint Venture/ Associate Company during the Financial Year 2022-23.

DETAILS OF REVISION OF FINANCIAL STATEMENT OR REPORT

Neither during financial year 2022-23 nor in any of the three preceding financial years, the Company has revised its Financial Statement or Reports either voluntarily or pursuant to the order of a Judicial Authority.

DIRECTORS



The composition of the Board of Directors of your Company is in conformity with the requirements of Corporate Governance Guidelines issued by IRDAI and the Companies Act, 2013. As on March 31, 2023, the Board of Directors of the Company consists of 12 Directors, comprising of a Managing Director & CEO, 3 Non-Executive Directors, 1 Bank Nominee Director and 7 Non-Executive Independent Directors as follows:

Board Composition		
S.No.	Members	Designation
1	Dr. Rashmi Saluja	Non-Executive Chairperson
2	Mrs. Asha Nair	Non-Executive Independent Director
3	Mr. Anuj Gulati	Managing Director & CEO
4	Mr. C.M. Minocha	Bank Nominee Director
5	Mr. Hamid Ahmed	Non-Executive Independent Director
6	Mr. Kartikeya Dhruv Kaji	Non-Executive Director
7	Mr. Malay Kumar Sinha	Non-Executive Independent Director
8	Mr. Pratap Venugopal	Additional Non-Executive Independent Director
9	Mr. Praveen Kumar Tripathi	Additional Non-Executive Independent Director
10	Mr. S. L. Mohan	Non-Executive Independent Director
11	Lt. Gen. (Retd.) S. S. Mehta	Non-Executive Independent Director
12	Mr. Sunish Sharma	Non-Executive Director

During the year, Dr. Vijay Shankar Madan, Non-Executive Independent Director, passed away on August 23, 2022.

Further, during the year, Mr. Pratap Venugopal and Mr. Praveen Kumar Tripathi have been appointed as the Additional Non-Executive Independent Directors of the Company w.e.f. September 26, 2022, as per the provisions of the Companies Act, 2013 and the IRDAI Guidelines. Further, the Board of Directors of the Company appreciate the integrity, expertise and experience (including the proficiency) of the independent directors appointed during the year

Also, the members in the last Annual General Meeting of the Company held on September 19, 2022, approved the appointment of Mr. Kartikeya Dhruv Kaji, as a director of the Company liable to retire by rotation.

The Company has received requisite declaration from all the Independent Directors of the Company in accordance to Section 149(7) of the Companies Act, 2013, including the declaration relating to registration with Independent Director's Databank, declaration under 149(6) of the Companies Act, 2013, that they meet the criteria of independence and declarations from the directors as required under the Companies Act, 2013, and IRDAI Corporate Governance Guidelines.

The Company has also received the requisite declarations and disclosures under the Companies Act, 2013 and IRDAI Corporate Governance Guidelines from all Directors. Further, all the Directors have confirmed that they comply with the 'Fit and Proper' criteria prescribed under the Corporate Governance Guidelines issued by IRDAI.

COMMITTEES OF THE BOARD

Your Company has constituted following mandatory and non-mandatory Committees as required under the provisions of Companies Act, 2013 and Corporate Governance Guidelines issued by Insurance Regulatory & Development Authority of India (IRDAI).



All decisions pertaining to the constitution of the Board Committees, Appointment of Members and fixation of Terms of Reference, of the Committees are taken by the Board of Directors.

MEETINGS OF THE BOARD AND ITS COMMITTEES



Details of the composition, qualification, field of specialization, status of directorships, meetings held during the financial year 2022-23 and the attendance at each meeting of the Board and its Committees are as under:

BOARD OF DIRECTORS

During the financial year 2022-23, your Company held four (4) Board Meetings i.e. on April 26, 2022, August 02, 2022, November 07, 2022 and February 07, 2023. The brief details of the attendees are as under:

S.No.	Name of the Director	Qualification	Field of specialization	Nature of Directorship Independent/ Executive / Non-Executive	Designation in the Board Chairperson/ Member	Meetings dated April 26, 2022	Meetings dated August 02, 2022	Meetings dated November 07, 2022	Meetings dated February 07, 2023
1	Dr. Rashmi Saluja	MBBS, MD & MBA (Finance)	Doctor Entrepreneur and Academician	Non-Executive Chairperson	Chairperson	Present	Present	Present	Present
2	Mrs. Asha Nair	Economic (Hons), Masters in Social Work, Fellow member of Insurance Institute of India	Insurance Sector	Non-Executive Independent Director	Member	Present	Present	Present	Present
3	Dr. Vijay Shankar Madan*	IAS	Retired IAS	Non-Executive Independent	Member	Present	Present	NA	NA

				nt Director					
4	Mr. Hamid Ahmed	B.A. (Eco.) from Delhi University ; M.B.A. from London, U.K.	Business Management	Non-Executive Independent Director	Member	Present	Present	Present	Present
5	Mr. Malay Kumar Sinha	B.A. (Hons) ,M.A. in Humanities and M. Phil in strategic studies	Retired IPS	Non-Executive Independent Director	Member	Present	Present	Present	Present
6	Mr. Sham Lal Mohan	B.Sc. Mechanical Engg. and AIII (General), Insurance Institute of India, Mumbai	Insurance Sector	Non-Executive Independent Director	Member	Present	Present	Present	Absent
7	Lt. Gen. (Retd.) S. S. Mehta	M. Sc. (Defence Studies)	Defence	Non-Executive Independent Director	Member	Present	Present	Present	Present
8	Mr. Anuj Gulati	B. Tech, IIT Delhi, PGDBM, IIM Bangalore	Insurance Sector	Managing Director & CEO (Executive Director)	Member	Present	Present	Present	Present
9	Mr. Kartikeya Dhruv Kaji	MBA from The Wharton School of the University of Pennsylvania, Bachelor of Arts in Economics from Dartmouth College,	Business Management	Non-Executive Director	Member	Present	Present	Present	Present

		member of the Mumbai chapter of the Entrepreneurs' Organization							
10	Mr. Sunish Sharma	MBA, IIM Calcutta, BBA (H), Delhi University, Cost Accountant	Business Management	Non-Executive Director	Member	Present	Present	Present	Present
11	Mr. Chander Mohan Minocha	B.Com, LLB, MBA, Diploma in Personnel Management and Industrial Relations Certified Associate of Indian Institute of Bankers (CAIB) Diploma in Treasury Investment and Risk Management from Indian Institute of Banking and Finance	Banking	Bank Nominee Director	Member	Present	Absent	Present	Absent
12	Mr. Pratap Venugopal**	BSc. (Microbiology), LL. B, Diploma in Cyber Law, Certificate in Electronic	Practising Advocate	Additional Non-Executive Independent Director	Member	NA	NA	Present	Present

		Commer e and Intellectua l Property, World Intellectua l Property Organizati on Academy, Certificate in Insurance Laws, Insurance Arbitratio n Certificate							
13	Mr. Praveen Kumar Tripathi **	Post- graduatio n in Political Science	Retired IAS	Additional Non- Executive Independe nt Director	Member	NA	NA	Prese nt	Presen t

* Dr. Vijay Shankar Madan passed away on August 23, 2022;

** Mr. Pratap Venugopal and Mr. Praveen Kumar Tripathi have been appointed on the Board of Directors of the Company w.e.f. September 26, 2022

AUDIT COMMITTEE

Audit Committee has been functioning as per the provisions of the Companies Act, 2013 and the Corporate Governance Guidelines issued by IRDAI. The major role of the Audit Committee is to oversee the financial statements, financial reporting, statement of cash flow; disclosure processes both on an annual and quarterly basis.

During the financial year 22-23, the Committee held four (4) meetings i.e. on April 26, 2022, August 02, 2022, November 07, 2022 and February 07, 2023. The details of attendees are as under:

Sr. No.	Name of the member	Nature of Directorship Independent / Executive / Non-Executive	Designation in the Committee Chairperson / Member	Meeting dated April 26, 2022	Meeting dated August 02, 2022	Meeting dated November 07, 2022	Meeting dated February 07, 2023
1	Dr. Rashmi Saluja	Non-Executive Chairperson	Member	Present	Present	Present	Present
2	Mrs. Asha Nair	Non-Executive Independent Director	Member	Present	Present	Present	Present
3	Dr. Vijay	Non-Executive	Member	Present	Present	NA	NA

	Shankar Madan*	Independent Director					
4	Mr. Hamid Ahmed	Non-Executive Independent Director	Member	Present	Present	Present	Present
5	Mr. Malay Kumar Sinha	Non-Executive Independent Director	Member	Present	Present	Present	Present
6	Mr. S. L. Mohan	Non-Executive Independent Director	Member	Present	Present	Present	Absent
7	Lt. Gen. (Retd.) S. S. Mehta	Non-Executive Independent Director	Member	Present	Present	Present	Present
8	Mr. Kartikeya Dhruv Kaji	Non-Executive Director	Member	Present	Present	Present	Present
9	Mr. Pratap Venugopal**	Additional Non-Executive Independent Director	Member	NA	NA	NA	Present
10	Mr. Praveen Kumar Tripathi**	Additional Non-Executive Independent Director	Member	NA	NA	NA	Present

* Dr. Vijay Shankar Madan passed away on August 23, 2022;

** Mr. Pratap Venugopal and Mr. Praveen Kumar Tripathi have been appointed as members of the Committee w.e.f. November 07, 2022.

INVESTMENT COMMITTEE

The Investment Committee has been functioning in accordance with the Corporate Governance Guidelines issued by IRDAI. The Committee's role is to manage the investment out of the policyholders' funds, laying down overall investment policy and operational framework for investment operations of the Company. During the financial year 22-23, the Committee held four (4) meetings i.e. on April 26, 2022, August 02, 2022, November 07, 2022 and February 07, 2023. The details of attendees are as under:

Sr. No.	Name of the member	Nature of Directorship Independent / Executive / Non-Executive	Designation in the Committee Chairperson / Member	Meeting dated April 26, 2022	Meeting dated August 02, 2022	Meeting dated November 07, 2022	Meeting dated February 07, 2023
1	Dr. Rashmi Saluja	Non-Executive Chairperson	Member	Present	Present	Present	Present
2	Mr. Hamid Ahmed	Non-Executive Independent Director	Member	Present	Present	Present	Present
3	Mr. Malay Kumar	Non-Executive Independent	Member	Present	Present	Present	Present



HEALTH INSURANCE

	Sinha	Director					
4	Mr. S. L. Mohan	Non-Executive Independent Director	Member	Present	Present	Present	Absent
5	Lt. Gen. (Retd.) S. S. Mehta	Non-Executive Independent Director	Member	Present	Present	Present	Present
6	Mr. Anuj Gulati	Managing Director & CEO (Executive Director)	Member	Present	Present	Present	Present
7	Mr. Kartikeya Dhruv Kaji	Non-Executive Director	Member	Present	Present	Present	Present
8	Mr. C. M. Minocha	Bank Nominee Director	Member	Absent	Absent	Absent	Absent
9	Mr. Pankaj Gupta	Chief Financial Officer	Member	Present	Present	Present	Present
10	Mr. Nitin Katyal	Chief Investment Officer	Member	Present	Present	Present	Present
11	Mr. Manish Dodeja	Chief Risk Officer	Member	Present	Present	Present	Present
12	Mr. Irvinder Singh Kohli	Appointed Actuary	Member	Present	Present	Present	Present
13	Mr. Pratap Venugopal*	Additional Non-Executive Independent Director	Member	NA	NA	NA	Present

* Mr. Pratap Venugopal has been appointed as a member of the Committee w.e.f. November 07, 2022

RISK MANAGEMENT COMMITTEE

The Risk Management Committee has been functioning in accordance with the Corporate Governance Guidelines issued by IRDAI, wherein its major role is to assist the Board in effective operation of the risk management system. During the financial year 22-23, the Committee held four (4) meetings i.e. on April 26, 2022, August 02, 2022, November 07, 2022 and February 07, 2023. The details of attendees are as under:

Sr. No.	Name of the member	Nature of Directorship Independent / Executive/ Non-Executive	Designation in the Committee/ Board Chairperson/ Member	Meeting dated April 26, 2022	Meeting dated August 02, 2022	Meeting dated November 07, 2022	Meeting dated February 07, 2023
1	Dr. Rashmi Saluja	Non-Executive Chairperson	Member	Present	Present	Present	Present
2	Mr. Hamid Ahmed	Non-Executive Independent	Member	Present	Present	Present	Present

		Director					
3	Mr. Malay Kumar Sinha	Non-Executive Independent Director	Member	Present	Present	Present	Present
4	Mr. S. L. Mohan	Non-Executive Independent Director	Member	Present	Present	Present	Absent
5	Mr. Anuj Gulati	Managing Director & CEO (Executive Director)	Member	Present	Present	Present	Present
6	Mr. Kartikeya Dhruv Kaji	Non-Executive Director	Member	Present	Present	Present	Present
7	Mr. Pratap Venugopal*	Additional Non-Executive Independent Director	Member	NA	NA	NA	Present

* Mr. Pratap Venugopal has been appointed as a member of the Committee w.e.f. November 07, 2022

POLICYHOLDERS PROTECTION COMMITTEE

The Policyholders Protection Committee has been functioning in accordance with the Corporate Governance Guidelines issued by IRDAI. The major role of the Committee is to put in place the proper procedures and effective mechanism to address complaints and grievance of policyholders. During the financial year 22-23, the Committee held four (4) meetings i.e. on—April 26, 2022, August 02, 2022, November 07, 2022 and February 07, 2023. The details of attendees are as under:

Sr. No.	Name of the member	Nature of Directorship	Designation in the Committee Chairperson/ Member	Meeting dated April 26, 2022	Meeting dated August 02, 2022	Meeting dated November 07, 2022	Meeting dated February 07, 2023
		Independent / Executive/ Non-Executive					
1	Dr. Rashmi Saluja	Non-Executive Chairperson	Member	Present	Present	Present	Present
2	Mrs. Asha Nair	Non-Executive Independent Director	Member	Present	Present	Present	Present
3	Dr. Vijay Shankar Madan*	Non-Executive Independent Director	Member	Present	Present	NA	NA
4	Mr. Hamid Ahmed	Non-Executive Independent Director	Member	Present	Present	Present	Present
5	Mr. Malay Kumar Sinha	Non-Executive Independent Director	Member	Present	Present	Present	Present

6	Lt. Gen. (Retd.) S. S. Mehta	Non-Executive Independent Director	Member	Present	Present	Present	Present
7	Mr. Anuj Gulati	Managing Director & CEO (Executive Director)	Member	Present	Present	Present	Present
8	Mr. Kartikeya Dhruv Kaji	Non-Executive Director	Member	Present	Present	Present	Present
9	Mr. Pratap Venugopal**	Additional Non-Executive Independent Director	Member	NA	NA	NA	Present
10	Mr. S. L. Mohan (Expert Representative)	Non-Executive Independent Director	Expert Representative	Present	Present	Present	Absent

* Dr. Vijay Shankar Madan passed away on August 23, 2022;

** Mr. Pratap Venugopal has been appointed as a member of the Committee w.e.f. November 07, 2022

NOMINATION & REMUNERATION COMMITTEE

Nomination & Remuneration Committee has been functioning pursuant to the Companies Act, 2013 and the Corporate Governance Guidelines issued by IRDAI. One of its major roles is to determine the remuneration and compensation packages for the CEO and approve the compensation philosophy for employees of the Company.

Mr. Malay Kumar Sinha is the Chairperson of the Committee. During the financial year 22-23, the Committee held two (2) meetings i.e. on April 26, 2022 and November 07, 2022. The details of attendees are as under:

Sr. No.	Name of the member	Nature of Directorship Independent/ Executive/ Non-Executive	Designation in the Committee Chairperson/ Member	Meeting dated April 26, 2022	Meeting dated November 07, 2022
1	Dr. Rashmi Saluja	Non-Executive Chairperson	Member	Present	Present
2	Mr. Malay Kumar Sinha	Non-Executive Independent Director	Chairperson	Present	Present
3	Mr. S. L. Mohan	Non-Executive Independent Director	Member	Present	Present
4	Lt. Gen. (Retd.) S. S. Mehta	Non-Executive Independent Director	Member	Present	Present
5	Mr. Sunish Sharma	Non-Executive Director	Member	Present	Present
6	Mr. Pratap Venugopal*	Additional Non-Executive	Member	NA	NA



		Independent Director			
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* Mr. Pratap Venugopal has been appointed as a member of the Committee w.e.f. November 29, 2022

ALLOTMENT COMMITTEE

The major role of the Allotment Committee is to assist the Board in the allotment of shares. During the financial year 22-23, the Committee held two (2) meetings i.e. on April 26, 2022 and August 02, 2022. The details of attendees are as under:

Sr. No.	Name of the member	Nature of Directorship	Designation in the Committee	Meeting dated April 26, 2022	Meeting dated August 02, 2022
		Independent/ Executive/ Non-Executive	Chairperson/ Member		
1	Dr. Rashmi Saluja	Non-Executive Chairperson	Member	Present	Present
2	Mr. Hamid Ahmed	Non-Executive Independent Director	Member	Present	Present
3	Mr. Malay Kumar Sinha	Non-Executive Independent Director	Member	Present	Present
4	Mr. Anuj Gulati	Managing Director & CEO (Executive Director)	Member	Present	Present
5	Mr. Kartikeya Dhruv Kaji	Non-Executive Director	Member	Present	Present
6	Mr. Pratap Venugopal*	Additional Non-Executive Independent Director	Member	NA	NA
7	Mr. Praveen Kumar Tripathi*	Additional Non-Executive Independent Director	Member	NA	NA
8	Mr. S. L. Mohan	Non-Executive Independent Director	Member	Present	Present

* Mr. Pratap Venugopal and Mr. Praveen Kumar Tripathi have been appointed as members of the Committee w.e.f. November 07, 2022

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The major role of the CSR Committee is to overview the CSR activities of the Company which shall focus on promoting consumer awareness and protection, eradicating hunger, poverty and malnutrition, promoting healthcare including preventive healthcare, ensuring environment sustainability and ecological balance, supporting skill development and generation of employment, promoting education across the continuum- primary, secondary and tertiary especially among children, women, elderly and the differently-abled.

During the financial year 22-23, the Committee held one (1) meeting i.e. on April 26, 2022. The details of attendees are as under:

Sr. No.	Name of the member	Nature of Directorship Independent/ Executive/ Non- Executive	Designation in the Committee Chairperson/ Member	Meeting dated April 26, 2022
1	Dr. Rashmi Saluja	Non-Executive Chairperson	Member	Present
2	Mr. Hamid Ahmed	Non-Executive Independent Director	Member	Present
3	Mr. Malay Kumar Sinha	Non-Executive Independent Director	Member	Present
4	Lt. Gen. (Retd.) S. S. Mehta	Non-Executive Independent Director	Member	Present
5	Mr. Anuj Gulati	Managing Director & CEO (Executive Director)	Member	Present
6	Mr. Kartikeya Dhruv Kaji	Non-Executive Director	Member	Present
7	Mr. Pratap Venugopal*	Additional Non-Executive Independent Director	Member	NA
8	Mr. Praveen Kumar Tripathi*	Additional Non-Executive Independent Director	Member	NA

* Mr. Pratap Venugopal and Mr. Praveen Kumar Tripathi have been appointed as members of the Committee w.e.f. November 07, 2022

INITIAL PUBLIC OFFERING (IPO) COMMITTEE

The major role of the IPO Committee is to do and overview the preparation of the Company's IPO, including selecting and working with underwriters and counsel and preparing & reviewing a registration statement. Also, the Committee shall act in accordance with the Companies Act, 2013 and SEBI (ICDR) Regulations, 2018, other applicable laws, if any and in line with various Agreements executed between various shareholders. During the financial year 2022-23, the Committee held one (1) meeting i.e. on April 26, 2022. The details of attendees are as under:

Sr. No.	Name of the member	Nature of Directorship Independent/ Executive/ Non- Executive	Designation in the Committee Chairperson/ Member	Meeting dated April 26, 2022
1	Dr. Rashmi Saluja	Non-Executive Chairperson	Member	Present
2	Mr. Hamid Ahmed	Non-Executive Independent Director	Member	Present
3	Mr. Malay Kumar Sinha	Non-Executive Independent Director	Member	Present
4	Mr. Anuj Gulati	Managing Director & CEO	Member	Present



		(Executive Director)		
5	Mr. Kartikeya Dhruv Kaji	Non-Executive Director	Member	Present
6	Mr. Pratap Venugopal*	Additional Non-Executive Independent Director	Member	NA

* Mr. Pratap Venugopal has been appointed as a member of the Committee w.e.f. November 07, 2022

STAKEHOLDERS RELATIONSHIP COMMITTEE

The major role of the Stakeholders Relationship Committee includes overseeing and reviewing all matters connected with securities of the Company, redressal of Shareholders/ Investors/ Debenture holders/other security holder's complaints/queries and overseeing the performance of the Registrar and Transfer Agent of the Company. Also, the Committee shall act in accordance with the Companies Act, 2013 and other applicable laws, if any, and in line with various Agreements executed between various shareholders. During the financial year 2022-23, the Committee held one (1) meeting i.e. on February 07, 2023. The details of attendees are as under:

Sr. No.	Name of the member	Nature of Directorship Independent/ Executive/ Non- Executive	Designation in the Committee/ Board Chairperson/ Member	Meeting dated February 07, 2023
1	Dr. Rashmi Saluja	Non-Executive Chairperson	Member	Present
2	Mr. Malay Kumar Sinha	Non-Executive Independent Director	Member	Present
3	Mr. Anuj Gulati	Managing Director & CEO (Executive Director)	Member	Present
4	Mr. Kartikeya Dhruv Kaji	Non-Executive Director	Member	Present
5	Mr. Pratap Venugopal*	Additional Non-Executive Independent Director	Member	Present
6	Mr. Praveen Kumar Tripathi*	Additional Non-Executive Independent Director	Member	Present

* Mr. Pratap Venugopal and Mr. Praveen Kumar Tripathi have been appointed as members of the Committee w.e.f. November 07, 2022

Apart from the above mentioned Committee meetings, there has been an Independent Director's Meeting held on April 26, 2022, in accordance to the Schedule IV of the Companies Act, 2013.

KEY MANAGERIAL PERSONNEL (KMP)



During the year under review, the KMPs of the Company in accordance with the Companies Act, 2013 and the IRDAI Corporate Governance Guidelines as on March 31, 2023 are as below:

S.No.	Name of Key Managerial Person (KMP)	Designation
1	Anuj Gulati	Managing Director & CEO
2	Pankaj Gupta	Chief Financial Officer
3	Ajay Shah	Chief Marketing Officer
4	Chandrakant Mishra	Head – Institutional Business
5	Manish Dodeja	Chief Risk Officer
6	Anoop Singh	Chief Compliance Officer
7	Sanjeev Meghani	Head –Human Resources
8	Nitin Katyal	Chief Investment Officer
9	Irvinder Singh Kohli	Appointed Actuary
10	Bhawana Jain	Chief of Internal Audit
11	Pratik Kapoor*	Company Secretary
12	Yogesh Kumar**	Company Secretary

*Pratik Kapoor, resigned from the post of Company Secretary with effect from August 16, 2022;

**Yogesh Kumar joined as the Company Secretary of the Company with effect from November 07, 2022



DEPOSITS

Your Company has neither invited nor accepted any deposits from the public during the year under review within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules.



LOANS, GUARANTEES AND INVESTMENTS

Disclosure on particulars relating to loans, investments and guarantees made by the Company under Section 186 of the Companies Act 2013, for the financial year ending March 31, 2023, are explained and provided in the audited financial statement of the Company.

DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

There is no loan in the books of the Company. Hence, the aforesaid clause is not applicable to the Company.



RESTRICTIONS ON PURCHASE BY COMPANY OR GIVING LOANS BY IT FOR PURCHASE OF ITS SHARES

The Company has not provided loans to any person to purchase or subscribe for fully paid up shares in the Company or its holding Company.



RELATED PARTY TRANSACTIONS

All related party transactions that are entered into during the financial year are on an arm's length basis and are in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party transactions form part of the financials.



CORPORATE SOCIAL RESPONSIBILITY

The Corporate Social Responsibility Policy of the Company as approved by the Board has been made in accordance to the Corporate Governance Guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI) along with Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility) Rules, 2014.

The Company's CSR activities focus on promoting consumer awareness and protection, eradicating hunger, poverty and malnutrition, promoting healthcare including preventive healthcare, ensuring environment sustainability and ecological balance, supporting skill development and generation of employment, promoting education across the continuum-primary, secondary and tertiary especially among children, women, elderly and the differently-abled.

During the financial year, the Board of Directors of your Company modified the timeline of Part B of the project 'Prem Mahavidyalaya Inter College' to made it an on-going project and a new on-going project named as Army Wives Welfare Association (AWWA) has been considered.

Further, the Company's obligation for CSR expenditure for the FY 2022-2023 was Rs. 1,04,61,358/- out of which Rs. 64,61,358/- has been allocated to Part B of the project- Prem Mahavidyalaya Inter College and Rs. 40,00,000/- has been allocated to the project Army Wives Welfare Association (AWWA).

Pursuant to above modification, the Company has spent Rs. 5,753,747/- towards Part B of the project, Prem Mahavidyalaya Inter College (on-going project) and Rs. 2,091,451/- towards Army Wives Welfare Association (AWWA) for payment of honorarium and other expenses of Asha School staff.



Furthermore, the Company has spent Rs. 4,978,565/- including GST during the FY 2022-2023 towards Part A of the project for the renovation, upgradation and maintenance of Prem Mahavidyala Inter College, Mathura, Uttar Pradesh from the unspent CSR expenditure amount of Rs. 8,252,865/- pertaining to the FY 2021-2022 which was transferred to the "Unspent CSR Account" by the Company.

The detailed CSR Policy of the Company is available on the website of the Company and can be accessed through the link provided below:

https://cms.careinsurance.com/cms/public/uploads/uploads/other_disclosure/CSRPOLICY_158676_1680.pdf

Also, Annual Report on CSR Activities is enclosed herewith as **Annexure - A**

DIRECTOR'S APPOINTMENT POLICY AND POLICY ON REMUNERATION OF DIRECTORS

With regard to the appointment and remuneration of Directors and KMPs of the Company, your Company has formulated the following policies in accordance with the Companies Act, 2013 along with applicable IRDAI Regulations and Guidelines. These Policies are reviewed, updated and approved by the Board from time to time:

- Policy on Directors Appointment – **Annexure - B(i)**
- Policy on Remuneration of Directors – **Annexure - B(ii)**
- KMPs appointment and Remuneration Policy – **Annexure - B(iii)**

The Nomination & Remuneration Committee (NRC) of the Company determines the criteria of appointment to the Board and is vested with the authority to identify candidates for appointment to the Board of Directors. The NRC, along with the Board, on continuous basis reviews appropriate skills, characteristics and experience required by the Board as a whole and its individual members.

In evaluating the suitability of individual Board members, the NRC takes into account multiple factors, including general understanding of the business, education, professional background, personal achievements, etc. Few important criteria against which each prospective candidate will also be evaluated are personal and professional ethics, integrity and values.

The NRC evaluates each prospective candidate with the objective of having a group that best enables the success of the Company's business.

The form and amount of director remuneration is recommended by the NRC to the Board for approval within the maximum amount permissible under the law. Employee directors are not paid for Board membership in addition to their regular employee compensation.

The NRC conducts a review of director compensation on a periodic basis to ensure directors of the Company are compensated effectively in a manner consistent with the strategy of the

Company, and to further ensure that the Company is able to attract, retain and reward those who contribute to the success of the Company.

The Board and Committee members have evaluated the Board and respective Committee (s). Also, the peer evaluation was done at the Meeting of the Board and Committees held on April 27, 2023.



VIGIL MECHANISM ESTABLISHED BY THE COMPANY

The Board of Directors at its meeting held on October 31, 2014 adopted the Whistle Blower Policy of the Company. The Chairperson of the Audit Committee is the Ombudsman of the Company. The said policy is reviewed from time to time.

Objectives of the Policy:

- ✓ The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages disclosures by its stakeholders who have concerns about any suspected misconduct.
- ✓ The disclosures made under this policy could pertain to concerns about possible irregularities, governance weaknesses, financial reporting issues, violation of law, unethical practices or gross misconduct by the employees of the Company that can lead to financial loss and/ or reputational risk to the organization.

The Company has received 01 (one) case during FY 2022-23.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013



Your Company has formulated the Policy on Prevention of Sexual Harassment at Workplace in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set-up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under the Policy. The following is the summary of sexual harassment complaints received and disposed of during the financial year 2022-23.

- a) No. of complaints received: 02
- b) No. of complaints disposed off: 02

EMPLOYEES STOCK OPTION SCHEME



The details of the Employees Stock Option Scheme of the Company during the financial year 2022-2023 are:

S.No.	PARTICULARS*	DETAILS
(a)	Options granted	22711327
(b)	Options vested	1,20,47,258
(c)	Options exercised	85,72,871
(d)	The total no. of shares arising as a result of exercise of option	85,72,871
(e)	Options lapsed	5,25,679
(f)	The exercise price	Rs. 10, Rs. 21.85, Rs. 34.31 & Rs. 37.89
(g)	Variation of terms of options	NIL
(h)	Money realized by exercise of options**	Rs. 8,57,28,710/-
(i)	Total no. of options in force	5,23,52,456 As on March 31, 2023
(j)	Employee wise details of options granted-	
(i)	(i) Key Managerial Personnel	NIL
(ii)	Any other employee who receives a grant of options in any one year of option amounting to 5% or more of options granted during that year	NIL
(iii)	Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	NIL

#Options granted on January 17, 2022 were cancelled and reissued to the employees of REL;

* ESOPs issued in FY 2022-23

**excluding premium

AUDITORS



Pursuant to the provisions of Section 139 of Act, every company is required to appoint a Statutory Auditor for audit of financial statements of the Company. Further, in accordance with Corporate Governance Guidelines issued by the IRDAI on May 18, 2016, the Company is required to appoint two auditors as joint Statutory Auditors.

The Company at its Annual General Meeting held on August 26, 2017 approved the appointment of M/s S. P. Chopra & Co. for a period of five years. Further, at the Annual General Meeting held on September 19, 2022, the Company appointed M/s Nangia & Co. LLP and re-appointed M/s S. P. Chopra & Co. as Joint Statutory Auditors of the Company who confirmed their eligibility and willingness to accept the office of the Statutory Auditors.

The Auditors have furnished a certificate of their eligibility for re-appointment and appointment under Section 141 of the Companies Act, 2013 and have also provided the declaration in Form A1 as prescribed by the IRDAI Corporate Governance Guidelines indicating their willingness to hold the said office.

The Current Statutory Auditors of the Company i.e. M/s S. P. Chopra & Co. and M/s Nangia & Co. LLP, shall hold office as Joint Statutory Auditors of the Company till the conclusion of the Annual General Meeting of the Company to be held in the year 2026 and 2027 respectively.

AUDITORS' REPORT



The Statutory Auditors' Report for F.Y. 2023 on the financial statements of the Company forms part of this Annual Report. The Statutory Auditors have expressed their unmodified opinion on the financial statements and their reports do not contain any qualifications, reservations, adverse remarks, or disclaimers.

SECRETARIAL AUDIT



Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed PI & Associates, Practicing Company Secretaries, to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is enclosed as **Annexure C**. There are no qualifications, reservation or adverse remark or disclaimer made by the Secretarial Auditor in the report.

FRAUDS REPORTED BY THE AUDITOR

No material fraud has been reported by the Auditors of the Company during the financial year 2022-23.



INTERNAL CONTROLS

Your Company has an adequate system of Internal Control in place.

Internal Financial Controls are part and parcel of process & system procedures. It is monitored by the Company on regular basis.

RISK MANAGEMENT



With regard to Risk Management of the Company, your Company has formulated a Risk Management Committee in accordance with the IRDAI Corporate Governance Guidelines and as per clause (n) of sub-section (3) of the Section 134 of the Companies Act, 2013. Also, the Risk Policy of the Company has been approved and reviewed by the Board. Policy elaborates the detailed description of type of risk and its monitoring plan. As a process, key risk to which Company is exposed during the quarter is placed and discussed in the Risk Committee Meeting and the same is updated to the Board.

AWARDS, CERTIFICATES AND RECOGNITION

During the financial year 2022-23, your Company has been conferred with the following awards:

- Best Health Insurance Company of the Year at India Insurance Summit & Awards 2023;
- Smart Insurer of the Year at The Economic Times Insurance Summit & Awards 2022; and
- Sales Champion of the Year at The Economic Times Insurance Summit & Awards 2022

Further, your Company has an overall ranking of “8th” in the Health Insurance Segment as on March 31, 2023. Your Company has adopted Business Continuity Management Systems based on ISO 22301:2019 which specifies the requirements for a **Business Continuity Management System (BCMS)** in order to demonstrate its ability to protect against, reduce the likelihood of occurrence, prepare for, respond to, and recover from disruptive incidents when they arise and



provide uninterrupted products and services that meet customer and applicable statutory and regulatory requirements,

The scope of your Company for BCMS includes the following offices:

- Corporate Office located at 3rd Floor, Vipul Tech Square, Golf Course Rd., Sector 43, Gurgaon - 122009,
- Call Center located at Call Centre & Web assistance Operational Hubs 1st & 2nd Floor Plot no F1, Sector - 6, Noida-201301
- Correspondence Office located at Unit no 604 - 607, 6th Floor, Tower C, Unitech Cyber Park, Sector 39, Gurgaon - 122001

With this your Company has been able to understand and prioritize the threats to the business with the international standard for business continuity. ISO 22301: 2019 specifies the requirements for a management system to protect against, reduce the likelihood of and ensure your business recovers from disruptive incidents.

DIRECTOR'S RESPONSIBILITY STATEMENT

In accordance with the requirements of Section 134(5) of the Companies Act, 2013 the Board of Directors hereby state and confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ANNUAL RETURN

Pursuant to Section 134(3)(a) of the Act, the Annual Return of the Company prepared as per Section 92(3) of the Act for the financial year ended March 31, 2023, is placed on the website of the Company and the same can be accessed from the following web link:

https://cms.careinsurance.com/cms/public/uploads/uploads/other_disclosure/AnnualReturn_1653455070.pdf

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS



There has been no order passed by any Regulator, Court or Tribunal against the Company which can impact its going concern status and Company's operation in future.



CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

Your Company is not engaged in manufacturing activities and, therefore, the particulars as required under the Companies Act, 2013 regarding Conservation of Energy, Research and development and Technology Absorption are not applicable.



FOREIGN EXCHANGE EARNINGS AND OUTGO

The Foreign Exchange earned in terms of actual inflows during the year 2022-23 is Rs.78.64 Crores and the Foreign Exchange outgo in terms of actual outflows during the year 2022-23 is Rs.70.85 Crores.

FORMAL ANNUAL EVALUATION



The Board of Directors at its meeting held on November 03, 2020 has approved the Board Evaluation policy in accordance with Sections 134, 178 and Schedule IV of the Companies Act, 2013 (“Act”) read with applicable Regulations under the Act. The Salient features of the Policy are as follows:

The performance evaluation framework consists of three parts as per below:

- Performance Evaluation of Committees
- Performance Evaluation of the Board as a whole
- Performance Evaluation of Individual Directors

Performance Evaluation of the Committees and Board as a whole

- The Board carries out annual evaluation of its Committees and Board through self-evaluation Form which are circulated by the Board Designee prior to the Committee Meeting(s) and Board Meeting.
- The evaluation form consists of certain criteria on the basis of which individual Directors rated the respective Committee(s) and the Board.
- The Board Designee then tabulates the results and shares the summary report with the Committee(s) members and the Board. The summary report includes the score against each of the evaluation criteria & verbatim comments without any names.
- The Committee(s) and the Board discuss the individual feedback, broad & common areas that are working well and those that need attention.
- The Board Designee also presents the summary report to the Board of all the Committee(s) and the Board at the Annual Board Meeting.

Performance Evaluation of Individual Directors

- The Board and Nomination & Remuneration Committee carry out performance evaluation of individual directors through peer evaluation of each Board member during the Annual Board Meeting. The Chairperson of the Board initiates the evaluation process where each Board member evaluates each of his/her colleagues on the Board.
- During the Annual Board Meeting, each Board member is given an evaluation form to rate each of his/her colleagues on the Board. The Board member does not have to disclose his/her name on the evaluation form.
- Once all the evaluation forms are placed in designated envelopes, each Board member has the opportunity to go through his/her own peer evaluation scores during the meeting.

The Board members and Committee members have evaluated the Board and the Committee respectively and also evaluated the peer directors at the meeting of Board and its Committees held on April 27, 2023.

PARTICULARS OF EMPLOYEES



The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company has been provided in **Annexure D**. Any Shareholder interested in obtaining a copy of the said Annexure may write to the Company Secretary.

Further with regard to remuneration of KMPs in accordance to the IRDAI Corporate Governance Guidelines, the remuneration was discussed by the Nomination & Remuneration Committee. The consolidated remuneration paid to KMPs defined as per IRDAI Corporate Governance Guidelines is Rs. 199,570,834/- for the financial year 2022-2023.

MAINTENANCE OF COST RECORDS

The Provisions of section 148(1) of the Companies Act, 2013 related to maintenance of Cost records are not applicable to company. Accordingly, such accounts and records are not required to be maintained by the Company.

COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, the Company has been in compliance with the applicable Secretarial Standards i.e. SS-1 and SS-2, issued by the Institute of Company Secretaries of India, with respect to Meetings of Board and its Committees and General Meetings respectively.

APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

No application was made neither any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 for the FY 2022-2023.

CERTIFICATION UNDER IRDAI CORPORATE GOVERNANCE GUIDELINES

As per the revised IRDAI Corporate Governance Guidelines issued by IRDAI on May 18, 2016, Annual report of insurers shall have a separate certification from the compliance officer in the prescribed format.



Accordingly, a Certificate for compliance of the Corporate Governance Guidelines is enclosed as **Annexure E**.

ACKNOWLEDGEMENT

The Board wishes to place on record its sincere appreciation for the continued assistance, support and co-operation extended to your Company by the Shareholders, Insurance Regulatory and Development Authority of India, the Auditors of your Company, Banks, other Government Authorities, Distribution Partners and Employees during the year under review and look forward to their continued support in the future.

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

**Dr. Rashmi Saluja
Chairperson**

**Place: Gurugram
Dated: 31st July, 2023**

[Annexure -II]**Format for the Annual Report on CSR Activities to be Included in the Board's Report for Financial Year Commencing on or After 1st Day of April, 2021****1. Brief outline on CSR Policy of the Company.**

The Corporate Social Responsibility Policy of the Company has been approved by the Board vide circular resolution dated February 05, 2020 in accordance to the Corporate Governance Guidelines dated May 18, 2016 issued by the Insurance Regulatory and Development Authority of India (IRDAI) along with Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility) Rules, 2014.

In light of the aforesaid guidelines and in compliance with Section 135 of the Companies Act, 2013, the Company has formed a CSR Committee. The Company's CSR activities as defined under the said Policy focus activities under Schedule VII such as promoting consumer awareness and protection, eradicating hunger, poverty and malnutrition, promoting healthcare including preventive healthcare, ensuring environment sustainability and ecological balance, supporting skill development and generation of employment, promoting education across the continuum- primary, secondary and tertiary especially among children, women, elderly and the differently-abled.

The Company in the month of January 2023 modified its existing plan as approved by the Board vide Circular Resolution dated January 27, 2023. Accordingly timeline of Part B of the project Prem Mahavidyalaya Inter College, has been modified as an on-going project and a new on-going project named as Army Wives Welfare Association (AWWA) was considered.

Further the Company's obligation for CSR expenditure for the FY 2022-2023 was Rs. 1,04,61,358/- out of which Rs. 64,61,358/- has been allocated to Part B of the project- Prem Mahavidyalaya Inter College and Rs. 40,00,000/- has been allocated to the project Army Wives Welfare Association (AWWA).

Furthermore, the Committee is updated that, the Company had spent Rs. 4,978,565/- including GST during the FY 2022-2023 towards Part A of the project for the renovation, upgradation and maintenance of Prem Mahavidyalaya Inter College, Mathura, Uttar Pradesh from the unspent CSR expenditure amount of Rs. 8,252,865/- pertaining to the FY 2021-2022 which was transferred to the "Unspent CSR Account" by the Company. Also Rs. 32,74,300/- is still lying as the balance in "Unspent CSR A/c".

2. Composition of CSR Committee:

Pursuant to Guidelines for Corporate Governance for insurers in India dated May 18, 2016 and any other amendment(s) thereof, Section 135 of the Companies Act, 2013, read with Rule 5 of the Companies (Corporate Social Responsibility) Rules, 2014 as applicable and any other applicable provisions of the Companies Act, 2013 read with Rules thereunder and amendments thereof (including any statutory modifications or re-enactment thereof, for the time being in force), the Board of Directors of the Company

accorded its approval to constitute a CSR Committee of the Company with the following members:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Dr. Rashmi Saluja	Non-Executive Chairperson	1	1
2	Mr. Malay Kumar Sinha	Non-Executive Independent Director	1	1
3	Mr. Hamid Ahmed	Non-Executive Independent Director	1	1
4	Lt. Gen. (Red.) S.S. Mehta	Non-Executive Independent Director	1	1
5	Mr. Kartikeya Dhruv Kaji	Non-Executive Director	1	1
6	Mr. Anuj Gulati	Managing Director & CEO	1	1
7	Mr. Pratap Venugopal*	Additional Non-Executive Independent Director	1	0
8	Mr. Praveen Kumar Tripathi*	Additional Non-Executive Independent Director	1	0

**the meeting was convened on April 26, 2022 and they were appointed as members w.e.f November 07, 2022.*

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

https://cms.careinsurance.com/cms/public/uploads/uploads/other_disclosure/CSR-POLICY_1586761680.pdf

4. Provide the executive summary along with e-link(s) Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 - Not Applicable.
5. (a) Average net profit of the Company as per sub-section (5) of section 135- **Rs. 52,30,67,906**

(b) Two percent of average net profit of the company as per sub-section (5) of section 135- **Rs. 1,04,61,358 (including GST)**

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.-**NIL**

(d) Amount required to be set-off for the financial year, if any- **NIL**

(d) Total CSR obligation for the financial year [(b)+(c)-(d)]- **Rs. 1,04,61,358 (including GST)**

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): **Rs. 78,45,198/- (including GST)**

(b) Amount spent in Administrative Overheads: **NA**

(c) Amount spent on Impact Assessment, if applicable- **NA**

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: **Rs. 78,45,198/- (including GST)**

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
78,45,198 (including GST)	26,16,160*	Not Available	NA	NA	NA

*will be transferred within 30 days from the closing of Financial year.

(f) Excess amount for set-off, if any:

Sl. No. (1)	Particulars (2)	Amount (in Rs.) (3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	1,04,61,358
(ii)	Total amount spent for the Financial Year	78,45,198
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NIL
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	NIL

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years:

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Amount spent in the Financial Year (in Rs.)	Amount transferred to a Fund as specified under Schedule VII as per proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding financial years. (in Rs.)	Deficiency, if any
					Amount (in Rs.)	Date of transfer		
1.	2021-22	82,52,865	32,74,300	49,78,565	NA	NA	NA	NA
2.								
3.								
	Total	82,52,865	32,74,300	49,78,565	NA	NA	NA	NA

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

Yes No

If Yes, enter the number of Capital assets created/ acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s)	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner
	[including complete address and location of the property]				

(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registr ation Numbe r, if applica ble	Name	Registe red address

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: **NA**

Managing Director & CEO	Chairman CSR Committee	Person specified under clause (d) of sub-section (1) of section 380] Managing Director or Director. (Wherever applicable)."
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CARE HEALTH INSURANCE LIMITED

(Formerly known as Religare Health Insurance Company Limited)



HEALTH INSURANCE

Policy on Director's Appointment
(CHIL/POL/125/011)

Prepared by:
Head - Payroll & HR
Operations

Reviewed by:
Head – Human Resources

Proposed Approved by:
Board of Directors

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HEALTH INSURANCE

Care Health Insurance Limited
(Formerly known as Religare Health Insurance Company Limited)

Doc. No.:
(CHIL/POL/125/011)

Initial Issue Date:
28.07.2014

Revision:
04

Revision Date:
01.11.2021

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Title: **Policy on Director's Appointment**

1. PREAMBLE

The Board of Directors (the "Board") of Care Health Insurance Limited (the "Company" or "CHIL"), has adopted the following policy and procedures with regard to appointment of Directors as defined below. The Nomination and Remuneration Committee will review and may amend this policy from time to time.

This policy will be applicable to the Company. This policy is to regulate the appointment of Directors (including the Independent Directors) based on the laws and regulations applicable on the Company. The remuneration for Whole-Time Directors/ CEO / Managing Director / Non-Executive Directors is covered under separate Policy i.e. Policy on Remuneration of Directors.

2. PURPOSE

This policy is framed as per requirement of Sections 134, 178, Schedule IV of the Companies Act, 2013 ("Act") read with applicable Regulations under the Act, and Regulations/ Guidelines/ Circulars including but not limited to Corporate Governance Guidelines issued by Insurance Regulatory and Development Authority and subsequent amendments thereof and intended to have a Board with diverse background and experience in areas that are relevant for the Company, to ensure the proper appointment of the Directors of the Company and at the same time to attract and retain the best suitable talent on the Board of the Company.

3. DEFINITIONS

"Nomination and Remuneration Committee (NRC)" means Committee of Board of Directors of the Company constituted under provisions of Companies Act, 2013.

"Board" means Board of Directors of the Company

"Policy" means Director's Appointment Policy.

"CEO" means the Chief Executive Officer of the Company.

"Whole-Time Director" as defined under the Companies act, 2013

"Non-Executive Director" means a person who is not employee of the Company

"Managing Director" as defined under the Companies Act, 2013

"Company" means Care Health Insurance Limited

4. POLICY

- 4.1. The Nomination & Remuneration Committee (NRC) determines the criteria of appointment to the Board and is vested with the authority to identify candidates for appointment to the Board of Directors. The NRC, along with the Board, on continuous basis will review appropriate skills, characteristics and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience in areas that are relevant for the company.



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Title: **Policy on Director's Appointment**

- 4.2. In evaluating the suitability of individual Board member, the NRC will take into account multiple factors, including general understanding of the business, education, professional background, personal achievements, etc. Few important criteria against which each prospective candidate will also be evaluated are personal and professional ethics, integrity and values. He / She should be willing to devote sufficient time and effort in carrying out their duties and responsibilities effectively & must have the aptitude to critically evaluate management's working as part of a team.
- 4.3. The NRC will evaluate each prospective candidate with the objective of having a group that best enables the success of the company's business.
- 4.4. The NRC may make independent / discreet references, where necessary well in time to verify the accuracy of the information furnished by the applicant.
- 4.5. The NRC shall scrutinize the declarations of intending applicants before the appointment / reappointment / election of Directors by the shareholders at the General Meetings.
- 4.6. Based on recommendation of the NRC, the Board will evaluate the candidate(s) and decide on the selection of the appropriate member. The Board through the CEO / NRC will make an invitation to the new member to join the Board as a Director. On acceptance of the same, the new Director will be appointed by the Board.
- 4.7. The NRC may review the Deed of Covenant required to be entered by Directors at the time of appointment.
- 4.8. The form and amount of director remuneration will be recommended by the NRC to the Board for approval within the maximum amount permissible under the law. Employee directors will not be paid for Board membership in addition to their regular employee compensation. The rest of terms and conditions with regard to remuneration shall be governed by separate policy i.e. Policy on Remuneration of Directors.
- 4.9. The NRC shall also ensure that the proposed appointments / reappointments of Directors are in conformity with the Board approved policy on retirement / superannuation.

5. EFFECTIVE DATE OF POLICY

This Policy will come into effect from the date of approval of the same by the Board of Directors of Company.



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Title: Policy on Director's Appointment

6. AMENDMENT HISTORY:

Version No.	Description	Date	Prepared By	Reviewed By	Approved By
1.1	Director's Appointment and Remuneration Policy	28 th July 14	Varidhi Gosain	Gaurav Bakshi	Board of Directors
1.2	Reinstated	26 th July16	Amit Mishra	Sanjeev Meghani	Board of Directors
1.3	a. Director's Appointment & Remuneration Policy has been segregated into separate policies. b. Content Change - Clauses around scrutiny of applicants etc.	24 th Oct16	Abhimanyu Sodhi	Sanjeev Meghani	Board of Directors
1.4	Reinstated	07 th Nov17	Abhimanyu Sodhi	Sanjeev Meghani	Board of Directors
1.5	Reinstated	02 th Nov18	Amit Gupta	Sanjeev Meghani	Board of Directors
2	Reinstated. Also ISO format has been revised	05 th Feb 20	Amit Gupta	Sanjeev Meghani	Board of Directors
3	Formatting as per re-branding	03 rd Nov 20	Amit Gupta	Sanjeev Meghani	Board of Directors
4	Review	01 st Nov 21	Amit Gupta	Sanjeev Meghani	Board of Directors

CARE HEALTH INSURANCE LIMITED
(Formerly known as Religare Health Insurance Company Limited)



Policy on Remuneration of Directors
(CHIL/POL/125/009)

Prepared by:
Head - Payroll & HR
Operations
Signature:

Reviewed by:
Head – Human
Resources
Signature:

Approved by:
Board of Directors
Signature:

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Care Health Insurance Limited
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Doc. No.: CHIL/POL/125/009	Initial Issue Date: 24.10.2016	Revision: 04	Revision Date: 01.11.2021	Page 1 of 5
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Title: **Policy on Remuneration of Directors**

1.0 INTRODUCTION

The Board of Directors (the “Board”) of Care Health Insurance Limited (the “Company” or “CHIL”), has adopted the following policy and procedures with regard to remuneration of CEO (Chief Executive Officer) / MD (Managing Director) / WTD (Whole Time Director) / Non-Executive Director as defined below in line with guidelines provided by IRDA’s circular no. IRDA/F&A/GDL/LSTD/155/08/2016 dated August 05, 2016.

2.0 OBJECTIVES

To lay down the framework that governs determination of remuneration of CEO (Chief Executive Officer) / MD (Managing Director) / WTD (Whole Time Director) / Non-Executive Director. The policy lays down the indicative structure of remuneration (in terms of various components of compensation) and also links it to the key risks associated with business.

3.0 DEFINITIONS

“Act” includes the Companies Act, 2013, rules thereof and any such guidelines, circulars or rules issued by IRDAI with regard to remuneration of Directors from time to time.

“Nomination and Remuneration Committee (NRC)” means Committee of Board of Directors of the Company constituted under provisions of Companies Act, 2013.

“Board” means Board of Directors of the Company

“Policy” means Remuneration Policy for CEO (Chief Executive Officer) / MD (Managing Director) / WTD (Whole Time Director) and Non-Executive Directors.

“Company” means Care Health Insurance Limited

“CEO / MD / WTD / Non-Exe Director” means Chief Executive Officer / Managing Director / Whole Time Director / Non-Executive Director of the Company as defined under the Companies act, 2013 or corporate governance guidelines by IRDAI.

“Total Pay” means fixed pay plus variable pay

“Authority” is Insurance Regulatory Development Authority of India



Care Health Insurance Limited
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Title: **Policy on Remuneration of Directors**

4.0 POLICY GUIDELINES FOR CEO / MD / WTD

4.1. GENERAL

- The remuneration / compensation / commission etc. to CEO / MD / WTD will be determined by the Nomination and Remuneration Committee and recommended to the Board for approval
- No revision in remuneration shall be permitted till the expiry of one year from the date of earlier approval by the Authority
- In case the annual remuneration exceeds Rs. 1.5 crore (including all perquisites plus bonuses etc.), such excess shall be borne by the Shareholder's account
- No remuneration shall be paid to CEO / MD / WTD by any of the promoter / investor or by any group companies of the promoters' / investors' companies
- Other than accrued benefits (gratuity, pension etc.) severance pay shall not include any other payments without prior approval of the Board. Severance pay shall not include notice period pay.

4.2. REMUNERATION COMPOSITION & GUIDELINES

- I. There should be a proper balance between fixed pay and variable pay.
- II. **Fixed Pay:** Fixed portion of remuneration shall be reasonable taking into account all relevant factors.
- III. **Variable Pay:** This may include any payment other than fixed pay
 - The variable pay could be in cash, stock linked instruments or mix of both. However, Employees Stock Option Plan (ESOP) is excluded from components of variable pay.
 - In case of deterioration in financial performance of the Company and other parameters specified in clause 4.4 of this policy, there may be contraction in the total amount of variable remuneration paid as may be decided by the NRC.
 - If at any point of time, the NRC is of the opinion that the variable pay forms a substantial portion of the total pay, the NRC may recommend pro-rated deferment of the portion of the variable pay that exceeds the "substantial" amount of the total pay over a period of not less than 3 years. Variable pay under deferral arrangement should vest no faster than on pro rata basis.
 - The NRC may decide on the "substantial" amount as mentioned above, from time to time based on business performance.
 - There should be proper balance between the cash and stock / share components (other than ESOP) in the variable pay in case the variable remuneration contains stock or equity share linked instruments (other than ESOP).



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Title: Policy on Remuneration of Directors

IV. ESOP: For the purpose of this policy and based on IRDAI guidelines referenced in the above mentioned circular no., ESOP will not be considered as part of total remuneration. For CEO, ESOP shall continue to be separately governed by CEO Stock Option Scheme – 2014.

In case the shares of the insurance company are offered as ESOPs to CEO / MD / WTD, then:

- If CEO / MD / WTD is one of the promoters / investors of directly related to the promoters, then the same will be governed by provisions of SEBI (Issue of Sweat Equity) Regulations, 2002 as amended from time to time except those relating to pricing of shares. The manner of pricing of shares shall be disclosed upfront to the Authority.

4.3. CLAWBACK

- In case of deferral remuneration, in the event of any negative trend in the parameters specified in Clause 4.4. of this policy during the vesting period, any unvested / unpaid portions of the deferred payment are to be clawed back. However, while exercising this provision, due consideration may be given to the actual / realized performance of the Company as may be decided by the NRC.
- The NRC may at any appropriate time, may put in place a mechanism to link clawback to such parameters as mentioned in point no. 4.4 of this policy.

4.4. RECOMMENDATION FOR REMUNERATION REVISION

While recommending the revision in remuneration to the Board for approval, the Nomination and Remuneration Committee shall consider Company's standing in light of risks associated with the following parameters:

- Persistency
- Solvency
- Grievance Redressal
- Expenses of Management
- Claim Ratio
- Claim repudiations
- Overall Compliance status
- Net-Worth Position of the Company
- Asset Under Management (AUM)

5.0 POLICY GUIDELINES FOR NON- EXECUTIVE DIRECTORS

5.1. The NRC may recommend to the Board to pay remuneration in the form of profit related commission to the Non-Executive Directors, subject to the Company making profits. Such remuneration, however, shall not exceed Rs. 10 Lakhs per annum for each such Director.



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Title: **Policy on Remuneration of Directors**

5.2. Sitting Fees and reimbursement of expenses: In addition to the Director's remuneration mentioned in clause 5.1, the NRC may recommend to the Board to pay sitting fees to the Non-Executive Directors and reimburse their expenses for participation in the Board and other meetings, subject to compliance with the provisions of the Companies Act, 2013.

6.0 POLICY GUIDELINES FOR INDEPENDENT DIRECTORS

- 6.1.** The NRC may recommend to the Board to pay Independent Directors remuneration/commission as per applicable provisions of laws for the time being in force and within the overall limits as defined under the Act.
- 6.2.** The NRC may recommend to the Board to pay Independent Directors sitting fees for attending the meetings of the Board or Committees, thereof either personally or through Video Conference or other audio visual means or for any other purpose whatsoever as may be decided by the Board of Directors.
- 6.3.** The aforesaid sitting fees payable shall be subject to applicable tax deduction at source. In addition to the above, Independent Directors will be entitled to reimbursement of all expenses for participation in the Board and other meetings.
- 6.4.** The Independent Directors shall not be entitled to any ESOP as defined under the Act.

7.0 POLICY REVIEW

The Nomination & Remuneration Committee will review this policy and recommend necessary changes to the Board.

8.0 AMENDMENTS

The Board of Directors on its own and / or as per the recommendations of Remuneration Committee can amend this policy, as deemed fit from time to time.

9.0 Effective Date of the Policy

This Policy will come into effect from the date of approval of the same by the Board of Directors of the Company



Care Health Insurance Limited
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01.11.2021

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Title: **Policy on Remuneration of Directors**

10.0 AMENDMENT HISTORY:

Version No.	Description	Date	Prepared By	Reviewed By	Approved By
1	Policy on Remuneration of Directors	24 th Oct16	Abhimanyu Sodhi	Sanjeev Meghani	Board of Directors
1.2	Reinstated	07 th Nov17	Abhimanyu Sodhi	Sanjeev Meghani	Board of Directors
1.3	Reinstated	02 th Nov18	Amit Gupta	Sanjeev Meghani	Board of Directors
2	Reinstated. Also ISO format has been revised.	05 th Feb 20	Amit Gupta	Sanjeev Meghani	Board of Directors
3	Organization Name Change	03 rd Nov 20	Amit Gupta	Sanjeev Meghani	Board of Directors
4	Review	01 st Nov 21	Amit Gupta	Sanjeev Meghani	Board of Directors

CARE HEALTH INSURANCE LIMITED

(Formerly known as Religare Health Insurance Company Limited)



HEALTH INSURANCE

**KMP's Appointment and Remuneration Policy
(CHIL/POL/125/008)**

Prepared by:
Head - Payroll & HR
Operations

Reviewed by:
Head – Human Resources

Proposed Approved by:
Board of Directors

CONFIDENTIAL

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Care Health Insurance Limited
(Formerly known as Religare Health Insurance Company Limited)

Doc. No.:
(CHIL/POL/125/008)

Initial Issue Date:
28.07.2014

Revision:
05

Revision Date:
07.11.2022

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Title: **KMP's Appointment and Remuneration Policy**

1. PREAMBLE

The Board of Directors (the "Board") of Care Health Insurance Limited (the "Company" or "CHIL"), has adopted the following policy and procedures with regard to appointment and remuneration of Key Managerial Personnel's ("KMP") as defined below. The Nomination and Remuneration Committee will review and may amend this policy from time to time.

This policy will be applicable to the Company. This policy is to regulate the appointment and remuneration of KMP's based on the laws and regulations applicable on the Company.

2. PURPOSE

This policy is framed as per requirement of Sections 178 and 203 of the Companies Act, 2013 ("Act") read with applicable Regulations under the Act, Corporate Governance Guidelines issued by Insurance Regulatory and Development Authority of India ("IRDAI") and subsequent amendments thereof and intended to ensure the proper appointment and fairness in the remuneration process of the KMP's of the Company and at the same to attract and retain the best suitable talent for the Company.

3. DEFINITIONS

"Nomination and Remuneration Committee" means Committee of Board of Directors of the Company constituted under provisions of Companies Act, 2013 and Corporate Governance Guidelines issued by IRDAI

"Board" means Board of Directors of the Company

"HR Head" means person heading the Human Resource Department of the Company

"Key Managerial Personnel" means key managerial personnel as defined under the Companies Act, 2013 and includes

S. No.	Key Managerial Position	Current Incumbent
1	Chief Executive Officer	Anuj Gulati
2	Chief Financial Officer	Pankaj Gupta
3	Company Secretary	Yogesh Kumar
4	Chief Marketing Officer	Ajay Shah
5	Head - Institutional Business	Chandrakant Mishra
6	Chief Risk Officer	Manish Dodeja
7	Appointed Actuary	Irvinder Singh Kohli
8	Chief Compliance Officer	Anoop Singh
9	Head - Human Resources	Sanjeev Meghani
10	Chief Investment Officer	Nitin Katyal
11	Chief of Internal Audit	Bhawana Jain



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Title: **KMP's Appointment and Remuneration Policy**

“Policy” means KMP's Appointment and Remuneration Policy

“Company” means Care Health Insurance Limited

“CEO” means the Chief Executive Officer of the Company

“Managing Director / Whole-Time Director” as defined under the Companies Act, 2013

4. POLICY

- 4.1. The authority to identify right candidates for appointment of KMP's is vested with the CEO. The CEO along with HR Head will identify candidates internally or externally and will propose to Nomination and Remuneration Committee (“NRC”). The NRC will put forth its recommendation for the appointment and remuneration of KMP before the board for its approval. The remuneration will be proposed in consistent with the strategy of the company and in line with the comparable market & internal remuneration benchmarks.
- 4.2. The NRC will scrutinize the declarations of intending applicants before the appointment of KMPs in the Form KMP -1, as prescribed under the Corporate Governance guidelines issued by IRDAI or any another form and manner as may be prescribed under any act or guidelines, from time to time.
- 4.3. The NRC while scrutinizing the declaration of applicants, may make independent/discreet references, wherever necessary, well in time to verify the accuracy of the information furnished by the applicant and then recommend Appointment of KMPs to the Board for further action.
- 4.4. The NRC while considering the KMPs appointment will also ensure that KMPs shall not hold simultaneously another position as KMP in the Company.
- 4.5. The NRC needs to ensure that the position of any KMPs should not be vacant for more than 180 days.
- 4.6. The NRC will also recommend the termination of KMPs to the Board for further action.
- 4.7. In case of CEO's/Managing Director/Whole-time Director appointment, NRC will initiate the process of identifying the new Chief Executive Officer. After identification of the candidate, NRC will propose the candidature to Board for its approval for appointment. Remuneration of CEO/Managing Director/Whole-time Director shall be governed under another Policy named as Policy on Remuneration of Directors.

5. EFFECTIVE DATE OF POLICY

This Policy will come into effect from the date of approval of the same by the Board of Directors of Company.



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6. AMENDMENT HISTORY:

Version No.	Description	Date	Prepared By	Reviewed By	Approved By
1.1	KMP's Appointment and Remuneration Policy	28 th July 14	Varidhi Gosain	Gaurav Bakshi	Board of Directors
1.2	Reinstated	26 th July16	Amit Mishra	Sanjeev Meghani	Board of Directors
1.3	a. Categories have been added to the definition of KMP as per IRDA guidelines b. Content Change – Process for approval of KMP, Closure timeline of KMP vacancy etc.	24 th Oct16	Abhimanyu Sodhi	Sanjeev Meghani	Board of Directors
1.4	Change in KMP list – Irvinder name has been added against Appointed Actuary	07 th Nov 17	Abhimanyu Sodhi	Sanjeev Meghani	Board of Directors
1.5	Reinstated	02 th Nov 18	Amit Gupta	Sanjeev Meghani	Board of Directors
2	Reinstated. Also ISO format has been revised.	05 th Feb 20	Amit Gupta	Sanjeev Meghani	Board of Directors
3	Formatting as per re-branding	03 rd Nov 2020	Amit Gupta	Sanjeev Meghani	Board of Directors
4	Review	01 st Nov 2021	Amit Gupta	Sanjeev Meghani	Board of Directors
5	Company Secretary name replaced	07 th Nov 2022	Amit Gupta	Sanjeev Meghani	To be approved: Board of Directors

FORM NO. MR - 3

DRAFT SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies

(Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

Care Health Insurance Limited

(U66000DL2007PLC161503)

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Care Health Insurance Limited (**hereinafter called "the Company"**). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon for the financial year ended on March 31st, 2023 ("**Audit Period**"). The Company is governed mainly under the provisions of the Insurance Act, 1938 and the Insurance Regulatory and Development Authority Act, 1999 ("Insurance Laws") and under the Companies Act, 2013 and rules framed thereunder where there is no inconsistency with the Insurance Laws.

Limitation of the Auditors

- (i) Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the Audit Period, complied with the statutory provisions listed hereunder; and
- (ii) Based on the management representation, confirmation and explanation wherever required by us, the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

Auditors Responsibility

- (i) Our responsibility is to express the opinion on the compliance with the applicable laws and maintenance of records based on audit. We conducted our audit in accordance with the Guidance Note on Secretarial Audit ("**Guidance Note**") and Auditing Standards issued by the Institute of Company Secretaries of India ("**ICSI**"). The Guidance Note and Auditing

Standards require that we comply with statutory and regulatory requirements and also that we plan and perform the audit so as to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

- (ii) Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.
- (iii) Our audit involves performing procedures to obtain audit evidence about the adequacy of compliance mechanism exist in the Company to assess any material weakness, and testing and evaluating the design and operating effectiveness of compliance mechanism based upon the assessed risk. The procedures selected depend upon the auditor's judgement, including assessment of the risk of material non-compliance whether due to error or fraud.
- (iv) We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's Board processes and compliance-mechanism.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Audit Period, according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; (Not applicable to the Company during the audit period)**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment; (Not applicable to the Company during the audit period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable)**
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (to the extent applicable to the Company)

- e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable)**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable)**
- h. The Securities and Exchange Board of India (Buy - back of Securities) Regulations, 2018; and **(Not applicable)**
- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'). **(Not applicable)**

It is further reported that with respect to the compliance of other applicable laws, we have relied on the representation made by the Company and its officers for system and mechanism framed by the Company for compliances under general laws (including Labour Laws, Tax Laws, etc.).

Based upon the Management Representation wherever required from the Company and the audit reports as made available to us of the respective auditors appointed under Law/ Regulations/ Rules, we further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with the following pertinent laws, rules, regulations and guidelines as specifically applicable to the Company: -

- a) Insurance Act, 1938 and extant Rules & Regulation framed under Insurance Regulatory and Development Authority Act, 1999 ("IRDA").

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the ICSI wherein the Company is generally complying with the standards; and
- (ii) The Listing Agreements entered into by the Company with the Stock Exchange(s) and Listing Regulations. **(Not applicable)**

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned hereinabove.

We further report that:

- (i) The Board of Directors of the Company was duly constituted with proper balance of Executive Director(s), Non-Executive Directors and Independent Directors during the Audit Period. The changes in the composition of the Board of Directors that took place during the Audit Period were carried out in compliance with the provisions of the Act. The following changes took place during the Audit Period:
 - a) The office of Mr. Vijay Shankar Madan, Non-Executive Independent Director was vacated due to his demise with effect from August 23, 2022.
 - b) Mr. Praveen Kumar Tripathi was appointed as an Additional Non- Executive and Independent Director of the Company with effect from September 26, 2022.
 - c) Mr. Pratap Venugopal was appointed as an Additional Non- Executive and Independent Director of the Company with effect from September 26, 2022.
- (ii) Further, the composition of all statutory committees was also in compliance with the Act and applicable Rules and Regulations.
- (iii) Adequate notice was given to all directors to schedule the Board Meetings, Statutory Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (iv) Majority decisions were carried through and there were no instances where any director expressed any dissenting views.

We further report that in our opinion, the Company has, in all material respects, adequate systems and processes commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

We further report that during the Audit Period the following events have occurred in the Company having major bearing on the Company's affairs.

- I. That the Company allotted 7,95,444 (Seven Lakhs, Ninety Five Thousand Four Hundred and Forty Four)) equity shares amounting to Rs. 2,54,72,420.48/- (Two Crore, Fifty Four Lakhs, Seventy Two Thousand, Four Hundred and Twenty and Forty Eight paise) comprising of 720,608 equity shares of face value of Rs. 10/- (Rupees Ten only) each @ premium of Rs. 24.31/- per share, 74,836 equity shares of face value of Rs. 10/-

(Rupees Ten only) each to Mr. Anuj Gulati, Managing Director & CEO of the Company pursuant to ESOP options exercised by CEO under Religare Health Insurance CEO Stock Option Scheme 2014.

- II. That the Company has made an allotment of 2,50,90,003 (Two Crore, Fifty Lakhs, Ninety Thousand and Three only) fully paid up equity shares of Rs 10/- (Rupees Ten only) per share at a premium of Rs 100 /- (Rupees One Hundred Only) per share, aggregating to Rs 275,99,00,330/- (Two Hundred and Seventy Five Crore, Ninety Nine Lakhs, Three Hundred and Thirty) to the existing equity shareholders pursuant to section 62(1) (a) of Companies Act, 2013.
- III. That pursuant to the application made by the Company seeking exemption under Regulation 11(ii) of IRDAI (Expenses of Management of Insurers transacting General or Health Insurance business) Regulations, 2018, the IRDAI, vide its letter dated August 8, 2022, has granted forbearance to the Company for Financial Year 2021-22 subject to compliance of certain conditions specified therein.

**For PI & Associates,
Company Secretaries**

Nitesh Latwal
Partner
ACS No: 32109
CP No.: 16276
Peer Review No.: 1498/2021
Date: 27th April, 2023
Place: New Delhi
UDIN: A032109E000182061

Disclaimer:

*The above report is subject to the review of the **Audited Financial Statements for the year ended March 31, 2023 with Auditor's Report**. Further, this report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.*

To,
The Members,
Care Health Insurance Limited

Our Secretarial Audit Report of even date is to be read along with this letter:

- (i) Maintenance of secretarial records is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records based on our audit.
- (ii) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on sampling basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- (iii) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- (iv) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
- (v) The compliance of the provisions of corporate and other sector specific laws as applicable on the Company, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on sampling basis.
- (vi) The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For PI & Associates,
Company Secretaries**

Nitesh Latwal
Partner
ACS No.: 32109
CP No.: 16276
Peer Review No.: 1498/2021
Date: 27th April, 2023
Place: New Delhi
UDIN: A032109E000182061



June 26, 2023

"Certification for compliance of the Corporate Governance Guidelines"

I, Yogesh Kumar, hereby certify that Care Health Insurance Limited has complied with the corporate governance guidelines for Insurance Companies as amended from time to time and nothing has been concealed or suppressed.

Yogesh Kumar
Company Secretary

S. P. Chopra & Co.
Chartered Accountants
31-F, Connaught Place
New Delhi-110001

Nangia & Co LLP
Chartered Accountants
A-109, Sector 136
Noida - 201304

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF CARE HEALTH INSURANCE LIMITED

Opinion

We have audited the accompanying financial statements of **Care Health Insurance Limited** ('the Company'), which comprise the Balance Sheet as at 31st March, 2023, and the Revenue Account, the Profit and Loss Account and the Receipts and Payments Account for the year ended 31st March, 2023 and notes to the financial statements, including a summary of Significant Accounting Policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements are prepared in accordance with the Insurance Act, 1938 as amended by the Insurance Laws (Amendment) Act, 2015, Insurance Regulatory and Development Authority Act, 1999, the Insurance Regulatory and Development Authority (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations, 2002, the Companies Act, 2013 ("the Act") including the applicable Accounting Standards specified under Section 133 of the Act read with the applicable rules, the current practices prevailing within the insurance industry in India and the orders / directions and circulars issued by the Insurance Regulatory and Development Authority of India ("IRDAI") in this regard, as amended, and in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India as applicable to insurance companies:

- a. in the case of the Balance Sheet, of the State of affairs of the Company as at 31st March, 2023;
- b. in the case of the Revenue Account, of its Surplus for the year ended on that date;
- c. in the case of the Profit and Loss Account, of its Profit for the year ended on that date; and
- d. in the case of the Receipts and Payments Account, of its Receipts and Payments for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Matters

- a. The estimate of Claims Incurred But Not Reported (IBNR) and Claims Incurred But Not Enough Reported (IBNER) have been certified by the Company's Appointed Actuary. The Appointed Actuary has certified to the Company that the assumptions used for such estimation are appropriate and are in accordance with the requirements of relevant regulation issued by IRDAI and Actuarial Practice Standards issued by Institute of Actuaries of India. We have relied upon the Appointed Actuary's certificate in this regard for forming our opinion on the financial statements of the Company.
- b. We draw attention to the fact that corresponding figures for the year ended 31st March, 2022 are based on previously issued financial statements of the Company that were audited by the predecessor auditor M/s. T. R. Chadha & Co. LLP along with one present auditor M/s. S. P. Chopra & Co. who expressed an unmodified opinion on those financial statements dated 26th April, 2022.

Our opinion is not modified in respect of the above matters.

Information Other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Director's Report, and its annexures, but does not include the financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions, if required.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013, with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and receipts and payments of the Company, in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, the requirements of the Insurance Act, 1938 as amended by the Insurance Laws (Amendment) Act, 2015, Insurance Regulatory and Development Authority Act, 1999, the Insurance Regulatory and Development Authority (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations, 2002, and the orders / directions and circulars issued by the IRDAI in this regard, as amended, and in the manner so required.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements, that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate Internal Financial Controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate,

to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide to those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on other Legal and Regulatory Requirements

1. As the Company is not covered by the Companies (Auditor's Report) Order, 2020, ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, no report is given on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by the paragraph 2 of Schedule C to the Insurance Regulatory and Development Authority (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations, 2002, read with Section 143 (3) of the Companies Act, 2013, we report that:
 - a. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit and found them to be satisfactory;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. As the Company's accounts are centralized and maintained at the corporate office, no returns for the purposes of our audit are prepared at the branches and other offices of the Company as required under Section 143(8) of the Act;
 - d. The Balance Sheet, the Revenue Account, the Profit & Loss Account and the Receipts and Payments Account dealt with by this report are in agreement with the books of accounts;
 - e. In our opinion, the Investments have been valued in accordance with the provisions of the Insurance Act 1938, as amended by the Insurance Laws (Amendment) Act, 2015, Insurance Regulatory and Development Authority Act, 1999, the Insurance Regulatory and Development Authority (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations, 2002 and orders / directions issued by IRDAI in this regard;
 - f. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with applicable rules, to the extent they are not inconsistent with the accounting

principles prescribed in the Regulations and orders / directions issued by IRDAI in this regard;

- g. On the basis of the written representations received from the Directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a Director in terms of Section 164 (2) of the Companies Act, 2013.
- h. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**".
- i. Since the Company is an IRDAI regulated entity, therefore, the provisions of Section 197(16) of the Companies Act, 2013 w.r.t. managerial remuneration are not applicable. The remuneration (including bonus) paid / payable by the Company to the Managing Director and CEO is in accordance with the requirement of Section 34A of the Insurance Act, 1938.
- j. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 1 of Notes to accounts to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. No dividend was declared or paid during the year; hence, the said clause is not applicable.
- vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining the books of accounts using accounting software which has the feature of recording audit trail (edit log) facility is applicable to the Company with effect from 1st April, 2023, therefore, reporting under rule 11(g) is not applicable for the financial year ended 31st March, 2023.
3. We have issued a separate certificate in "**Annexure B**" of even date on the matters specified in paragraph 4 of Schedule C to the Insurance Regulatory and Development Authority (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations, 2002 issued by IRDAI.
4. As required by paragraph 3 of Schedule C to the Insurance Regulatory and Development Authority (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations, 2002 issued by IRDAI and on the basis of our examination of books and records of the Company and according to the information and explanations given to us, we certify to the best of our knowledge and belief that:
- a. We have reviewed the Management Report attached to the financial statements for the year ended 31st March, 2023 and have found no apparent mistake or material inconsistencies with the financial statements; and
- b. Based on the information and explanations received during the normal course of our audit, management representations and compliance certificates submitted to the Board by the officers of the Company charged with the compliance and the same being noted by the Board, nothing has come to our attention which causes us to believe that the Company has not complied with the terms and conditions of registration stipulated by IRDAI.

For and on behalf of
S. P. Chopra & Co.
Chartered Accountants
Firm Regn. No.000346N

For and on behalf of
Nangia & Co LLP
Chartered Accountants
Firm Regn. No. 002391C /
N500069

Gautam Bhutani
Partner
M. No. 524485
UDIN: 23524485BGPYZU8988

Vikas Gupta
Partner
M. No. 076879
UDIN: 23076879BGWKMV6417

Place: Gurugram
Date : 27.04.2023

Place: Gurugram
Date : 27.04.2023

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT
(as referred to in paragraph 2(h) of 'Report on Other Legal and Regulatory Requirement' Section to the Independent Auditor's reports of even date on the Financial Statements of Care Health Insurance Limited.**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Care Health Insurance Limited** ("the Company") as of 31st March, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013, including the provisions of the Insurance Act, 1938 as amended by the Insurance Laws (Amendment) Act 2015, Insurance Regulatory and Development Authority Act, 1999, the Insurance Regulatory and Development Authority (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations, 2002, as amended and the orders/directions and circulars issued by the Insurance Regulatory and Development Authority of India (IRDAI) in this regard to the extent applicable.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the

auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, adequate internal financial controls with reference to the financial statements and such internal financial controls with reference to the financial statements were operating effectively as at 31st March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

The estimate of claims Incurred But Not Reported (IBNR) and Claims Incurred But Not Enough Reported (IBNER) have been certified by the Company's Appointed Actuary and have been relied upon by us as mentioned in 'Other Matter' Paragraph of our Audit Report on the financial statements for the year ended 31th March, 2023. Accordingly, our opinion on the internal financial controls with reference to the financial statements does not include reporting on the adequacy and operating effectiveness of the internal controls over the quantum and accuracy of the aforesaid liabilities.

For and on behalf of
S. P. Chopra & Co.
Chartered Accountants
Firm Regn. No.000346N

For and on behalf of
Nangia & Co LLP
Chartered Accountants
Firm Regn. No: 002391C /
N500069

Gautam Bhutani
Partner
M. No. 524485

Place: Gurugram
Date : 27.04.2023

Vikas Gupta
Partner
M. No. 076879

Place: Gurugram
Date : 27.04.2023

**ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT
(as referred to in paragraph 3 of 'Report on other Legal and Regulatory
Requirements' Section to the Independent Auditor's Report of even date on the
Financial Statements of Care Health Insurance Limited**

Independent Auditor's Certificate

This certificate is issued to comply with the provisions of paragraph 4 of Schedule C of the Insurance Regulatory and Development Authority (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations 2002, (the "Regulations") read with regulation 3 of the Regulations.

Management's Responsibility

The Company's Board of Directors is responsible for complying with the provisions of the Insurance Act, 1938, as amended by the Insurance Laws (Amendment) Act 2015, the Insurance Regulatory and Development Authority Act, 1999, the Insurance Regulatory and Development Authority (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations, 2002, as amended, and the orders/directions issued by the Insurance Regulatory and Development Authority of India (the "IRDAI") in this regard, which includes the preparation of the Management Report. This includes collecting, collating and validating data and designing, implementing and monitoring of internal controls suitable for ensuring compliance as aforesaid.

Auditor's Responsibility

Pursuant to the requirements, it is our responsibility to obtain reasonable assurance and form an opinion based on our audit and examination of books and records as to whether the Company has complied with the matters contained in paragraph 4 of Schedule C of the Regulations read with regulation 3 of Regulations.

We audited the financial statements of the Company as of and for the financial year ended 31st March, 2023 on which we issued an unmodified audit opinion vide our report dated 27th April, 2023. Our audit of these financial statements was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ('ICAI'). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the 'Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI').

The Guidance Note requires that we comply with the independence and other ethical requirements of the Code of ethics issued by the ICAI. We have complied with the relevant applicable requirements of the Standard on Quality Control ('SQC') 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services engagements.

Opinion

In accordance with information and explanations given to us and to the best of our knowledge and belief and based on our examination of the books of account and other records maintained by the Company for the year ended 31st March, 2023, we certify that:

1. We have verified the cash balances maintained by the Company, to the extent considered necessary. As regards the securities relating to the Company's investments as at 31st March, 2023, the same have been verified on the basis of the dematerialized statement / confirmations received from the custodian;
2. The Company is not a trustee of any trust; and
3. No part of the assets of the policyholders' funds has been directly or indirectly applied in contravention to the provisions of the Insurance Act, 1938, as amended by the Insurance Laws (Amendment) Act, 2015, relating to the application and investments of the policyholders' funds.

Restriction to use

This certificate is addressed to and provided to the Board of Directors of the Company, solely for inclusion in the annual accounts of the Company as per the Regulations and should not be used by any other person or for any other purpose. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For and on behalf of
S. P. Chopra & Co.
Chartered Accountants
Firm Regn. No.000346N

For and on behalf of
Nangia & Co LLP
Chartered Accountants
Firm Regn. No. 002391C /
N500069

Gautam Bhutani
Partner
M. No. 524485

Place: Gurugram
Date: 27.04.2023

Vikas Gupta
Partner
M. No. 076879

Place: Gurugram
Date: 27.04.2023

Care Health Insurance Limited

IRDA Registration number 148 dated 26 April, 2012
CIN: U66000DL2007PLC161503



**FORM B-RA
MISCELLANEOUS BUSINESS REVENUE ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2023**

S. No	Particulars	Schedule	For the Year ended 31st March, 2023	For the Year ended 31st March, 2022
			(₹ '000)	(₹ '000)
1	Premiums earned (Net)	1	39,320,438	25,108,423
2	Profit/ loss on sale/redemption of Investments		61,767	36,367
3	Others		-	-
	- Contribution from the Shareholders' Account towards Excess EOM*		4,141,692	3,186,972
4	Interest, Dividend & Rent – Gross		1,729,276	1,286,113
	TOTAL (A)		45,253,173	29,617,875
1	Claims incurred (Net)	2	21,161,750	16,337,330
2	Commission	3	4,426,994	1,101,665
3	Operating expenses related to Insurance business	4	13,227,066	10,708,139
4	Premium deficiency		-	(1,358,782)
	TOTAL (B)		38,815,810	26,788,352
	Operating profit/(loss) from Miscellaneous business C= (A - B)		6,437,363	2,829,523
	APPROPRIATIONS			
	Transfer to Shareholders' account		6,437,363	2,829,523
	Transfer to catastrophe reserve		-	-
	Transfer to other reserves		-	-
	TOTAL (C)		6,437,363	2,829,523
	Significant Accounting Policies and Notes to Accounts	16		

* Expense in excess of the limit allowed as per regulation on expenses of management charged to shareholder's account (P&L Account) [Refer note 26]

The schedules referred to above form an integral part of the Financial Statements.

For Nangia & Co LLP
Chartered Accountants
Firm Regn No. : 002391C/N500069

For S.P. Chopra & Co.
Chartered Accountants
Firm Regn No. : 000346N

For and on behalf of Board of Directors

Dr. Rashmi Saluja
Non-Executive Chairperson
(DIN 01715298)

Anuj Gulati
Managing Director & CEO
(DIN 00278955)

Vikas Gupta
Partner
Membership No. : 076879

Gautam Bhutani
Partner
Membership No. : 524485

Malay Kumar Sinha
Non-Executive
Independent Director
(DIN 08140223)

Pankaj Gupta
Chief Financial Officer

Place: Gurugram
Date: 27th April, 2023

Yogesh Kumar
Company Secretary

Ambrish Jindal
Head-Finance & Accounts

Care Health Insurance Limited

 IRDA Registration number 148 dated 26 April, 2012
 CIN: U66000DL2007PLC161503

FORM B-PL
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2023

S. No	Particulars	Schedule	For the Year ended 31st March, 2023	For the Year ended 31st March, 2022
			(₹ '000)	(₹ '000)
1	OPERATING PROFIT/(LOSS)			
	(a) Fire Insurance		-	-
	(b) Marine Insurance		-	-
	(c) Miscellaneous Insurance		6,437,363	2,829,523
2	INCOME FROM INVESTMENTS			
	(a) Interest, Dividend & Rent – Gross		978,608	590,837
	(b) Profit on sale of investments		75,394	18,896
	Less: Loss on sale of investments		(4,352)	(25,697)
3	OTHER INCOME		-	-
	TOTAL (A)		7,488,013	3,413,559
4	PROVISIONS (Other than taxation)			
	(a) For diminution in the value of investments		-	-
	(b) For doubtful debts		-	-
	(c) Others		-	-
5	OTHER EXPENSES			
	(a) Expenses other than those related to Insurance Business		60,299	45,944
	(b) Bad debts written off (Net of Provision)		13,681	6,956
	(c) Foreign Exchange (Gain)/Loss		(17,944)	5,028
	(d) Corporate Social Responsibility (CSR) Expenses		10,461	13,214
	(e) Sandbox related expenses		14	-
	(f) Contribution to the Policyholders' Fund towards Excess EOM*		4,141,692	3,186,972
	TOTAL (B)		4,208,203	3,258,114
	Profit / (Loss) Before Tax		3,279,810	155,445
	Provision for Taxation			
	- Current tax		889,812	-
	- Tax relating to earlier years		-	18,442
	- Deferred Tax Expense/(Income)		(68,574)	22,073
	Profit / (Loss) After Tax		2,458,572	114,930
	APPROPRIATIONS			
	(a) Interim dividends paid during the period		-	-
	(b) Proposed final dividend		-	-
	(c) Dividend Distribution Tax		-	-
	(d) Transfer to any Reserves or Other Accounts		-	-
	Balance of profit/ (loss) brought forward from last year/period		(818,359)	(933,289)
	Balance carried forward to Reserves and Surplus/Balance Sheet		1,640,213	(818,359)
	Significant Accounting Policies and Notes to Accounts	16		

*Expense in excess of the limit allowed as per regulation on expenses of management transferred from Policyholder's Account (Revenue account) [Refer note 26]
 The schedules referred to above form an integral part of the Financial Statements.

For Nangia & Co LLP
 Chartered Accountants
 Firm Regn No. : 002391C/N500069

For S.P. Chopra & Co.
 Chartered Accountants
 Firm Regn No. : 000346N

For and on behalf of Board of Directors

Dr. Rashmi Saluja
 Non-Executive Chairperson
 (DIN 01715298)

Anuj Gulati
 Managing Director & CEO
 (DIN 00278955)

Vikas Gupta
 Partner
 Membership No. : 076879

Gautam Bhutani
 Partner
 Membership No. : 524485

Malay Kumar Sinha
 Non-Executive
 Independent Director
 (DIN 08140223)

Pankaj Gupta
 Chief Financial Officer

Place: Gurugram
 Date: 27th April, 2023

Yogesh Kumar
 Company Secretary

Ambrish Jindal
 Head-Finance & Accounts

Care Health Insurance Limited

IRDA Registration number 148 dated 26 April, 2012



RECEIPTS AND PAYMENTS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2023

Particulars	For the Year ended 31st March, 2023	For the Year ended 31st March, 2022
	(₹ '000)	(₹ '000)
Cash Flows from the Operating activities:		
Premium received from policyholders, including advance receipts	62,155,817	46,958,994
Other receipts	-	-
Payments to the re-insurers, net of commissions and claims	1,412,556	2,335,715
Payments to co-insurers, net of claims recovery	(144,067)	26,609
Payments of claims	(24,805,127)	(20,731,816)
Payments of commission and brokerage	(7,886,496)	(4,760,484)
Payments of other operating expenses*	(12,972,344)	(12,270,706)
Preliminary and pre-operative expenses	-	-
Deposits, advances and staff loans	(21,079)	(46,730)
Income taxes paid (Net)	(650,000)	(77,821)
Service tax / GST paid	(6,796,352)	(4,758,642)
Other payments	-	-
Cash flows before extraordinary items	10,292,908	6,675,120
Cash flow from extraordinary operations	-	-
Net cash flow from Operating activities	10,292,908	6,675,120
Cash flows from Investing activities:		
Purchase of fixed assets (including capital advances)	(297,839)	(298,114)
Proceeds from sale of fixed assets	1,417	880
Purchases of investments	(21,021,249)	(11,363,488)
Loans disbursed	-	-
Sales of investments	461,464	116,663
Repayments received	4,439,053	2,965,575
Rents/Interests/ Dividends received	2,534,544	1,841,357
Investments in money market instruments and in liquid mutual funds (Net)	825,555	(1,134,501)
Expenses related to investments	-	-
Net cash flow from Investing activities	(13,057,055)	(7,871,627)
Cash flows from Financing activities:		
Proceeds from issuance of share capital	2,957,458	1,531,612
Proceeds from borrowing	-	-
Repayments of borrowing	-	-
Interest/dividends paid	-	-
Net cash flow from Financing activities	2,957,458	1,531,612
Effect of foreign exchange rates on cash and cash equivalents, net	17,944	(5,028)
Net increase in cash and cash equivalents:	211,255	330,076
Cash and cash equivalents at the beginning of the year	786,876	456,800
Cash and cash equivalents at the end of the year	998,131	786,876

*Includes payments towards Corporate Social Responsibility of Rs. 12,824 thousand (previous period: Rs. 4,961 thousand)

For Nangia & Co LLP
Chartered Accountants
Firm Regn No. : 002391C/N500069

For S.P. Chopra & Co.
Chartered Accountants
Firm Regn No. : 000346N

For and on behalf of Board of Directors

Dr. Rashmi Saluja
Non-Executive Chairperson
(DIN 01715298)

Anuj Gulati
Managing Director & CEO
(DIN 00278955)

Vikas Gupta
Partner
Membership No. : 076879

Gautam Bhutani
Partner
Membership No. : 524485

Malay Kumar Sinha
Non-Executive
Independent Director
(DIN 08140223)

Pankaj Gupta
Chief Financial Officer

Place: Gurugram
Date: 27th April, 2023

Yogesh Kumar
Company Secretary

Ambrish Jindal
Head-Finance & Accounts

Care Health Insurance Limited

IRDA Registration number 148 dated 26 April, 2012
CIN: U66000DL2007PLC161503



FORM B-BS
BALANCE SHEET AS AT 31ST MARCH, 2023

Particulars	Schedule	As at 31st March, 2023	As at 31st March, 2022
SOURCES OF FUNDS		(₹ '000)	(₹ '000)
Share Capital	5	9,422,306	9,085,677
Share Application Money Pending Allotment		-	-
Reserves And Surplus	6	8,069,537	3,806,356
Fair Value Change Account - Shareholders' Funds		(56,011)	(5,671)
Fair Value Change Account - Policyholders' Funds		(590)	1,074
Borrowings	7	-	-
TOTAL		17,435,242	12,887,436
APPLICATION OF FUNDS			
Investments			
- Shareholders	8	19,211,593	11,056,379
- Policyholders	8A	31,551,286	24,604,390
Loans	9	-	-
Fixed Assets	10	561,812	550,719
Deferred Tax Asset*		468,101	399,527
CURRENT ASSETS			
Cash and Bank Balances	11	998,131	786,876
Advances and Other Assets	12	2,373,106	1,574,820
Sub-Total (A)		3,371,237	2,361,696
Current Liabilities	13	15,594,542	11,611,932
Provisions	14	22,134,245	15,291,702
Sub-Total (B)		37,728,787	26,903,634
Net Current Assets (C) = (A - B)		(34,357,550)	(24,541,938)
Miscellaneous Expenditure (To The Extent Not Written Off or Adjusted)	15	-	-
Debit Balance In Profit And Loss Account		-	818,359
TOTAL		17,435,242	12,887,436
Significant Accounting Policies and Notes to Accounts	16		
Contingent liabilities	16.1		

*Refer Note 24.

The schedules referred to above form an integral part of the Financial Statements.

For Nangia & Co LLP
Chartered Accountants
Firm Regn No. : 002391C/N500069

For S.P. Chopra & Co.
Chartered Accountants
Firm Regn No. : 000346N

For and on behalf of Board of Directors -

Dr. Rashmi Saluja
Non-Executive Chairperson
(DIN 01715298)

Anuj Gulati
Managing Director & CEO
(DIN 00278955)

Vikas Gupta
Partner
Membership No. : 076879

Gautam Bhutani
Partner
Membership No. : 524485

Malay Kumar Sinha
Non-Executive
Independent Director
(DIN 08140223)

Pankaj Gupta
Chief Financial Officer

Place: Gurugram
Date: 27th April, 2023

Yogesh Kumar
Company Secretary

Ambrish Jindal
Head-Finance & Accounts

Care Health Insurance Limited

IRDA Registration number 148 dated 26 April, 2012
CIN: U66000DL2007PLC161503



SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

SCHEDULE - 1

PREMIUM EARNED [NET]

Particulars	For the Year ended 31st March, 2023				For the Year ended 31st March, 2022			
	Health	PA	Other	Total	Health	PA	Other	Total
	(₹ '000)	(₹ '000)	(₹ '000)	(₹ '000)	(₹ '000)	(₹ '000)	(₹ '000)	(₹ '000)
Premium from direct business written *	46,976,420	3,216,246	1,222,592	51,415,258	34,254,997	3,894,564	659,491	38,809,052
Add: Premium on reinsurance accepted	961,672	-	-	961,672	665,307	-	-	665,307
Less: Premium on reinsurance ceded	6,226,695	178,780	62,616	6,468,091	8,255,791	244,669	89,674	8,590,134
Net Premium	41,711,397	3,037,466	1,159,976	45,908,839	26,664,513	3,649,895	569,817	30,884,225
Adjustment for changes in reserve for unexpired risks	6,936,521	(320,215)	(27,905)	6,588,401	4,874,675	772,948	128,179	5,775,802
Total Premium Earned (Net)	34,774,876	3,357,681	1,187,881	39,320,438	21,789,838	2,876,947	441,638	25,108,423

* Net of GST

Care Health Insurance Limited

IRDA Registration number 148 dated 26 April, 2012
CIN: U66000DL2007PLC161503



SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

SCHEDULE - 2

CLAIMS INCURRED [NET]

Particulars	For the Year ended 31st March, 2023				For the Year ended 31st March, 2022			
	Health (₹ '000)	PA (₹ '000)	Other (₹ '000)	Total (₹ '000)	Health (₹ '000)	PA (₹ '000)	Other (₹ '000)	Total (₹ '000)
Claims paid								
Direct	24,006,143	623,430	202,764	24,832,337	20,122,840	428,307	242,680	20,793,827
Add : Re-insurance accepted	1,146,422	-	-	1,146,422	277,437	-	-	277,437
Less : Re-insurance Ceded	5,649,442	69,807	29,821	5,749,070	6,173,483	50,920	33,845	6,258,248
Net Claims Paid	19,503,123	553,623	172,943	20,229,689	14,226,794	377,387	208,835	14,813,016
Add: Claims Outstanding at the end of the year *	5,072,029	659,874	563,280	6,295,183	4,414,605	565,724	382,793	5,363,122
Less: Claims Outstanding at the beginning of the year*	4,414,605	565,724	382,793	5,363,122	3,098,499	492,688	247,621	3,838,808
Total Claims Incurred	20,160,547	647,773	353,430	21,161,750	15,542,900	450,423	344,007	16,337,330

*Net of Reinsurance

Care Health Insurance Limited

IRDA Registration number 148 dated 26 April, 2012

CIN: U66000DL2007PLC161503



SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

SCHEDULE - 3

COMMISSION

Particulars	For the Year ended 31st March, 2023				For the Year ended 31st March, 2022			
	Health (₹ '000)	PA (₹ '000)	Other (₹ '000)	Total (₹ '000)	Health (₹ '000)	PA (₹ '000)	Other (₹ '000)	Total (₹ '000)
Commission Paid								
Direct	6,457,378	486,871	224,431	7,168,680	4,265,072	523,533	109,987	4,898,592
Add: Re-insurance Accepted	4,293	-	-	4,293	(34,786)	-	-	(34,786)
Less: Commission on Re-insurance Ceded	2,712,984	22,850	10,145	2,745,979	3,675,212	46,834	40,095	3,762,141
Net Commission	3,748,687	464,021	214,286	4,426,994	555,074	476,699	69,892	1,101,665

BREAK-UP OF THE EXPENSES(GROSS) INCURRED TO PROCURE BUSINESS

Agents	3,007,834	36,287	148,844	3,192,965	2,175,061	61,237	66,991	2,303,289
Brokers*	2,247,119	168,253	67,265	2,482,637	1,216,389	46,732	41,452	1,304,573
Corporate Agency	1,202,425	282,331	8,322	1,493,078	873,622	415,564	1,544	1,290,730
Referral	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-
Total	6,457,378	486,871	224,431	7,168,680	4,265,072	523,533	109,987	4,898,592

* Includes Web-Aggregator.

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SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

SCHEDULE - 4

OPERATING EXPENSES RELATED TO INSURANCE BUSINESS

S. No	Particulars	For the Year ended 31st March, 2023				For the Year ended 31st March, 2022			
		Health	PA	Other	Total	Health	PA	Other	Total
		(₹ '000)	(₹ '000)	(₹ '000)	(₹ '000)	(₹ '000)	(₹ '000)	(₹ '000)	(₹ '000)
1	Employees' remuneration & welfare benefits	6,688,449	428,099	179,489	7,296,037	5,422,457	532,283	106,773	6,061,513
2	Travel, conveyance and vehicle running expenses	109,232	6,991	2,931	119,154	83,178	8,165	1,638	92,981
3	Training expenses	109,206	6,990	2,931	119,127	119,442	11,725	2,352	133,519
4	Rents, rates & taxes	252,431	16,157	6,774	275,362	157,915	15,501	3,109	176,525
5	Repairs	6,535	418	175	7,128	5,666	556	112	6,334
6	Printing & stationery	68,018	4,354	1,825	74,197	56,348	5,531	1,110	62,989
7	Communication expenses	130,570	8,357	3,504	142,431	120,825	11,861	2,379	135,065
8	Legal & professional charges	208,556	13,349	5,597	227,502	198,333	19,469	3,905	221,707
9	Auditors' fees, expenses etc								
	(a) as auditor	4,674	299	125	5,098	4,267	419	84	4,770
	(b) as adviser or in any other capacity, in respect of								
	(i) Taxation matters	-	-	-	-	-	-	-	-
	(ii) Insurance matters	-	-	-	-	-	-	-	-
	(iii) Management services; and	-	-	-	-	-	-	-	-
	(c) in any other capacity	-	-	-	-	-	-	-	-
10	Advertisement and publicity	3,653,618	233,853	98,047	3,985,518	2,684,624	263,530	52,863	3,001,017
11	Interest & bank charges	116,910	7,483	3,137	127,530	93,838	9,211	1,848	104,897
12	Others								
	(a) Electricity and Water	43,598	2,790	1,170	47,558	27,336	2,683	538	30,557
	(b) Brand/Trade Mark usage fee/charges	-	-	-	-	-	-	-	-
	(c) Business Development and Sales Promotion Expenses	12,731	815	342	13,888	6,458	634	127	7,219
	(d) Information Technology Expenses	269,742	17,265	7,239	294,246	245,188	24,068	4,828	274,084
	(e) Other	160,772	10,290	4,314	175,376	142,945	14,032	2,815	159,792
13	Depreciation	270,574	17,318	7,261	295,153	203,055	19,932	3,998	226,985
14	Goods and Services Tax (GST)	19,949	1,277	535	21,761	7,322	719	144	8,185
	TOTAL	12,125,565	776,105	325,396	13,227,066	9,579,197	940,319	188,623	10,708,139

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**SCHEDULES FORMING PART OF FINANCIAL STATEMENTS****SCHEDULE - 5****SHARE CAPITAL**

S. No	Particulars	As at 31st March, 2023 (₹ '000)	As at 31st March, 2022 (₹ '000)
1	Authorised Capital		
	1,300,000,000 Equity Shares of ₹ 10 each (Previous Year 1,300,000,000 Equity Shares of ₹ 10 each)	13,000,000	13,000,000
2	Issued Capital		
	942,230,610 Equity Shares of ₹ 10 each (Previous Year 908,567,736 Equity Shares of ₹ 10 each)	9,422,306	9,085,677
3	Subscribed Capital		
	942,230,610 Equity Shares of ₹ 10 each (Previous Year 908,567,736 Equity Shares of ₹ 10 each)	9,422,306	9,085,677
4	Called-up Capital		
	942,230,610 Equity Shares of ₹ 10 each (Previous Year 908,567,736 Equity Shares of ₹ 10 each)	9,422,306	9,085,677
	Less : Calls unpaid	-	-
	Add : Equity Shares forfeited (Amount originally paid up)	-	-
	Less : Par Value of Equity Shares bought back	-	-
	Less : Preliminary Expenses	-	-
	Less : Expenses including commission or brokerage on Underwriting or subscription of shares	-	-
	TOTAL	9,422,306	9,085,677

Notes:

- 1 Out of the above 612,224,375 (Previous Year 594,732,253) Equity Shares of ₹ 10 each are held by the holding company "Religare Enterprises Limited", along with its nominees.

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SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

SCHEDULE - 5A

PATTERN OF SHAREHOLDING

[As certified by the Management]

Shareholder	As at 31st March, 2023		As at 31st March, 2022	
	Number of Shares	% of Holding	Number of Shares	% of Holding
Promoters				
· Indian	817,731,392	86.8%	795,835,614	87.6%
· Foreign	-	-	-	-
Others	124,499,218	13.2%	112,732,122	12.4%
TOTAL	942,230,610	100.0%	908,567,736	100.0%

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SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

SCHEDULE - 6

RESERVES AND SURPLUS

S. No	Particulars	As at 31st March, 2023	As at 31st March, 2022
		(₹ '000)	(₹ '000)
1	Capital Reserve	-	-
2	Capital Redemption Reserve	-	-
3	Share Premium		
	- Opening Balance	3,769,213	2,614,844
	- Additions during the period	2,646,778	1,154,369
4	General Reserves	-	-
	Less: Debit balance in the Profit & Loss Account	-	-
	Less: Amount utilized for Buy-back	-	-
5	Catastrophe Reserve	-	-
6	Other Reserves		
	- Employee Stock Option Reserve		
	- Opening Balance	37,143	296,625
	- Additions during the period	2,139	38,530
	- Deduction during the period	(25,949)	(298,012)
7	Balance of Profit in Profit & Loss Account	1,640,213	-
	TOTAL	8,069,537	3,806,356

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**SCHEDULES FORMING PART OF FINANCIAL STATEMENTS****SCHEDULE - 7****BORROWINGS**

S. No	Particulars	As at 31st March, 2023 (₹ '000)	As at 31st March, 2022 (₹ '000)
1	Debentures/ Bonds	-	-
2	Banks	-	-
3	Financial Institutions	-	-
4	Others	-	-
	TOTAL	-	-

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SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

SCHEDULE - 8

INVESTMENTS - SHAREHOLDERS

S. No	Particulars	Shareholders	
		As at 31st March, 2023 (₹ '000)	As at 31st March, 2022 (₹ '000)
	LONG TERM INVESTMENTS		
1	Government securities and Government guaranteed bonds including Treasury Bills	5,547,499	2,309,776
2	Other Approved Securities	1,121,942	152,761
3	Other Investments		
	(a) Shares		
	(aa) Equity	825,984	684,390
	(bb) Preference	-	-
	(b) Mutual Funds	-	-
	(c) Derivative Instruments	-	-
	(d) Debentures/ Bonds	3,165,242	1,538,919
	(e) Other Securities	-	-
	(f) Subsidiaries	-	-
	(g) Investment Properties-Real Estate	-	-
4	Investments in Infrastructure and Social Sector	7,464,362	3,356,309
5	Other than Approved Investments	133,990	145,797
	SHORT TERM INVESTMENTS		
1	Government securities and Government guaranteed bonds including Treasury Bills	-	49,661
2	Other Approved Securities	-	65,126
3	Other Investments		
	(a) Shares		
	(aa) Equity	-	-
	(bb) Preference	-	-
	(b) Mutual Funds	-	1,033,523
	(c) Derivative Instruments	-	-
	(d) Debentures/ Bonds	602,871	269,405
	(e) Other Securities	-	-
	-Fixed Deposit	-	800,000
	(f) Subsidiaries	-	-
	(g) Investment Properties-Real Estate	-	-
4	Investments in Infrastructure and Social Sector	349,703	650,712
5	Other than Approved Investments	-	-
	TOTAL	19,211,593	11,056,379
	INVESTMENTS		
1	In India	19,211,593	11,056,379
2	Outside India	-	-
	TOTAL	19,211,593	11,056,379

Note:

Aggregate amount of Company's investments other than listed equity securities and derivative instruments is Rs.18,311,939 Thousands (Previous period Rs. 10,283,157 Thousands). Market value of such investments as at 31st March, 2023 is Rs. 18,082,958 Thousands (Previous period Rs. 10,336,510 Thousands).

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SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

SCHEDULE - 8A

INVESTMENTS - POLICYHOLDERS

S. No	Particulars	Policy-Holders	
		As at 31st March, 2023 (₹ '000)	As at 31st March, 2022 (₹ '000)
	LONG TERM INVESTMENTS		
1	Government securities and Government guaranteed bonds including Treasury Bills	9,857,045	7,060,004
2	Other Approved Securities	1,588,819	854,363
3	Other Investments		
	(a) Shares		
	(aa) Equity	1,745,132	-
	(bb) Preference	-	-
	(b) Mutual Funds	-	-
	(c) Debentures/ Bonds	3,408,232	4,106,027
	(d) Investment Properties-Real Estate	-	-
	(e) Other Securities	-	-
4	Investments in Infrastructure and Housing	10,212,452	8,550,956
	Sub-Total	26,811,680	20,571,350
	SHORT TERM INVESTMENTS		
1	Government securities and Government guaranteed bonds including Treasury Bills	451,015	600,454
2	Other Approved Securities	47,780	150,080
3	Other Investments		
	(a) Shares		
	(i) Equity	-	-
	(ii) Preference	-	-
	(b) Mutual Funds	1,619,711	633,519
	(c) Debentures/ Bonds	1,297,686	1,248,466
	(d) Investment Properties-Real Estate	-	-
	(e) Other Securities	-	-
4	Investments in Infrastructure and Housing	1,323,414	1,400,521
	Sub-Total	4,739,606	4,033,040
	TOTAL	31,551,286	24,604,390
	INVESTMENTS		
1	In India	31,551,286	24,604,390
2	Outside India	-	-
	TOTAL	31,551,286	24,604,390

Notes:

Aggregate amount of Company's investments other than listed equity securities and derivative instruments is Rs.31,551,877 Thousands (Previous period Rs 24,603,316 Thousands). Market value of such investments as at 31st March 2023 is Rs.30,996,065 Thousands (Previous period Rs.24,746,626 Thousands).

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**SCHEDULES FORMING PART OF FINANCIAL STATEMENTS****SCHEDULE - 9****LOANS**

S. No	Particulars	As at 31st March, 2023 (₹ '000)	As at 31st March, 2022 (₹ '000)
1	SECURITY-WISE CLASSIFICATION		
	Secured		
	(a) On mortgage of property		
	(aa) In India		
	(bb) Outside India		
	(b) On Shares, Bonds, Govt. Securities		
	(c) Others		
	Unsecured		
	TOTAL	-	-
2	BORROWER-WISE CLASSIFICATION		
	(a) Central and State Governments		
	(b) Banks and Financial Institutions		
	(c) Subsidiaries		
	(d) Industrial Undertakings		
	(e) Others		
	TOTAL	-	-
3	PERFORMANCE-WISE CLASSIFICATION		
	(a) Loans classified as standard		
	(aa) In India		
	(bb) Outside India		
	(b) Non-performing loans less provisions		
	(aa) In India		
	(bb) Outside India		
	TOTAL	-	-
4	MATURITY-WISE CLASSIFICATION		
	(a) Short Term		
	(b) Long Term		
	TOTAL	-	-

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SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

SCHEDULE - 10

FIXED ASSETS

(₹ '000)

Particulars	As at 1st April, 2022		Cost/ Gross Block		As at 31st March, 2023	Upto 1st April, 2022	For the period	Depreciation On Sales / Adjustments	Upto 31st March, 2023	Net Block	
			Additions	Deductions						As at 31st March, 2023	As at 31st March, 2023
Goodwill	-	-	-	-	-	-	-	-	-	-	-
Intangibles-Computer Software	1,103,129	-	124,153	-	1,227,283	845,550	147,988	-	993,538	233,745	257,579
Land-Freehold	-	-	-	-	-	-	-	-	-	-	-
Leasehold Property	22,571	-	27,532	785	49,318	12,271	10,291	785	21,777	27,542	10,300
Buildings	-	-	-	-	-	-	-	-	-	-	-
Furniture & Fittings	15,916	-	18,247	944	33,219	12,162	13,553	944	24,771	8,448	3,754
Information Technology Equipment	570,721	-	106,848	1,979	675,591	342,281	103,618	1,275	444,624	230,966	228,439
Vehicles	1,945	-	-	-	1,945	1,945	-	-	1,945	-	-
Office Equipment	88,246	-	29,347	3,049	114,544	57,256	19,703	2,781	74,179	40,365	30,989
Others (Specify nature)	-	-	-	-	-	-	-	-	-	-	-
Total - Current Year	1,802,528	-	306,127	6,757	2,101,899	1,271,466	295,153	5,785	1,560,833	541,066	531,063
Previous Year	1,533,199	-	288,811	19,482	1,802,528	1,062,897	226,986	18,417	1,271,466	531,063	19,656
Work in progress	19,656	-	19,263	18,173	20,746	-	-	-	-	20,746	-
Grand Total: Current Year	1,822,184	-	325,390	24,930	2,122,645	1,271,466	295,153	5,785	1,560,833	561,812	550,719
Previous Year	1,552,883	-	307,507	38,205	1,822,185	1,062,897	226,986	18,417	1,271,466	550,719	19,656

Note:

- 1] Lease hold property consists of civil and other improvements at premises taken on long term lease by company
 - 2] The useful life of the assets has been arrived as per the provisions of Schedule-II to Companies Act, 2013
- Useful life of some categories of office equipments, furniture and vehicles has been considered lower than that recommended by the Schedule - II to Companies Act, 2013
- W.e.f. December 2022, useful life of Furniture & Fittings in leasehold premises has been considered as remaining lease period or useful life as estimated by the management, whichever is lower.

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**SCHEDULES FORMING PART OF FINANCIAL STATEMENTS****SCHEDULE - 11****CASH AND BANK BALANCES**

S. No	Particulars	As at 31st March, 2023	As at 31st March, 2022
		(₹ '000)	(₹ '000)
1	Cash (including cheques, drafts and stamps)	60,604	43,857
2	Bank Balances		
	(a) Deposit Accounts*		
	(aa) Short-term (due within 12months)	11,878	7,531
	(bb) Others	2,500	4,833
	(b) Current Accounts	923,149	730,655
	(c) Others	-	-
3	Money at Call and Short Notice		
	(a) With Banks	-	-
	(b) With other Institutions	-	-
4	Others	-	-
	TOTAL	998,131	786,876
	Balances with non-scheduled banks included in 2 and 3 above	NIL	NIL

* Investment related Fixed deposits have been reported under Investments instead of cash and Bank balance.

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SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

SCHEDULE - 12

ADVANCES AND OTHER ASSETS

S. No	Particulars	As at 31st March, 2023 (₹ '000)	As at 31st March, 2022 (₹ '000)
	ADVANCES		
1	Reserve deposits with ceding companies	-	-
2	Application money for investments	-	-
3	Prepayments	140,550	128,761
4	Advances to directors/officers	-	-
5	Advance tax paid and taxes deducted at source (Net of provision for taxation)	26,117	23,625
6	Others		
	(a) Advances to suppliers	28,836	27,937
	(b) Other Advances/ Receivables (including Deposits with courts/government authorities)	180,867	26,882
	TOTAL (A)	376,370	207,205
	OTHER ASSETS		
1	Income accrued on investments *	1,328,387	903,472
2	Outstanding premiums	-	73,090
	Less : Provisions for doubtful debts	-	(73,090)
3	Agents balances	34,620	20,403
4	Foreign agencies balances	-	-
5	Due from other entities carrying on insurance business (including re-insurers)	399,129	287,364
	Less : Provisions for doubtful debts	-	(13,083)
6	Due from subsidiaries/holding companies	-	-
7	Deposit with RBI (Pursuant to section 7 of Insurance Act, 1938)	-	-
8	Others		
	(a) Rent Deposits & other assets	172,647	130,773
	(b) Unclaimed Amount of Policyholder (Investment)	57,172	35,550
	(c) Income on Unclaimed amount of Policy Holder (Investment)	4,781	3,136
	TOTAL (B)	1,996,736	1,367,615
	TOTAL (A+B)	2,373,106	1,574,820

* Income accrued on investments includes interest on deposits also.

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**SCHEDULES FORMING PART OF FINANCIAL STATEMENTS****SCHEDULE - 13****CURRENT LIABILITIES**

S. No	Particulars	As at 31st March, 2023 (₹ '000)	As at 31st March, 2022 (₹ '000)
1	Agents' balances	493,742	393,612
2	Balance due to other insurance companies	196,204	453,034
3	Deposits held on re-insurance ceded	-	-
4	Premiums received in advance	3,006,250	2,029,748
5	Unallocated premium	646,340	485,401
6	Sundry creditors	3,707,693	1,856,860
7	Due to subsidiaries/holding company	-	479
8	Claims outstanding*	6,295,183	5,363,122
9	Due to officers/directors	-	-
10	Unclaimed amount of Policy Holder	60,200	34,330
11	Others		
	(a) Tax deducted payable	313,656	545,385
	(b) Other statutory dues	23,466	20,980
	(c) GST Liabilities (Net)	845,415	417,611
	(d) Income on Unclaimed amounts on Policyholder (Investments)	4,781	3,136
	(e) Other Liabilities	1,612	8,234
	TOTAL	15,594,542	11,611,932

*Net of Reinsurance

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**SCHEDULES FORMING PART OF FINANCIAL STATEMENTS****SCHEDULE - 14****PROVISIONS**

S. No	Particulars	As at 31st March, 2023	As at 31st March, 2022
		(₹ '000)	(₹ '000)
1	Reserve for unexpired risk	21,756,982	15,168,581
2	For taxation (less advance tax paid and tax deducted at source)	217,596	-
3	For proposed dividends	-	-
4	For dividend distribution tax	-	-
5	Others		
	(a) Lease equalisation reserve	21,051	588
	(b) For Employee Benefits	138,616	122,533
6	Reserve for Premium Deficiency	-	-
	TOTAL	22,134,245	15,291,702

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**SCHEDULES FORMING PART OF FINANCIAL STATEMENTS****SCHEDULE - 15****MISCELLANEOUS EXPENDITURE**

(To the extent not written off or adjusted)

S. No	Particulars	As at 31st March, 2023	As at 31st March, 2022
		(₹ '000)	(₹ '000)
1	Discount allowed in issue of shares/ debentures	-	-
2	Others	-	-
	TOTAL	-	-

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Schedule 16

Significant Accounting Policies forming part of the financial statements for the year ended 31st March, 2023

1. Background

Care Health Insurance Limited ("the Company") was incorporated on 2nd April, 2007 as a Company under the Companies Act, 2013 (erstwhile the Companies Act, 1956). The Company is licensed since 26th April, 2012 by the Insurance Regulatory and Development Authority of India ('IRDAI') for carrying out the business of underwriting General insurance relating to Health segment, which comprises Health, Personal Accident and Travel insurance. These products are distributed through individual agents, brokers, corporate agents, online and Company's sales force.

2. Basis of Preparation of Financial Statements

The financial statements have been prepared and presented on a going concern basis, under the historical cost convention, unless otherwise specifically stated, on the accrual basis of accounting and in accordance with the applicable provisions of the Insurance Act, 1938, as amended by the Insurance Laws (Amendment) Act, 2015, the Insurance Regulatory and Development Authority (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations, 2002 (the 'Regulations') and orders / directions, circulars/notifications and guidelines issued by IRDAI in this behalf from time to time, and comply with the applicable Accounting Standards (AS) specified under Section 133 of the Companies Act, 2013 read with the Companies (Accounting Standards) Rules, 2021, as amended, to the extent applicable and the relevant provisions of the Companies Act, 2013 and in the manner so required and Generally Accepted Accounting Principles followed in India and current practices prevailing within the Insurance Industry in India. Accounting policies have been consistently applied to the extent applicable, and in case of any change, the same is disclosed appropriately in the manner so required.

3. Use of estimates

The preparation of the financial statements in conformity with Generally Accepted Accounting Principles requires management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities as at the Balance Sheet date, reported amounts of the revenues and expenses for the period and the disclosure of contingent liabilities as of the Balance Sheet date.

These estimates and assumptions are based on the facts and events, that existed as at the Balance Sheet date, or that occurred after that date but provide additional evidence about conditions existing as at the Balance Sheet date. Actual results may differ from those estimates. Any revision to an accounting estimate is recognized prospectively in the current and future period/s.

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4. Significant Accounting Policies

4.1. Revenue

Premium income

Premium (Net of Goods and Services Tax) is recognized as income over the contract period or period of risk, on the commencement of risk. In case of government scheme / policy, the premium is recognized to the extent of certainty of its realization. Any subsequent revisions to premium and adjustments on cancellation of policies are recognized in the year / period in which they occur. The Net Premium Written (Net of Reinsurance ceded) is adjusted / netted of by the amount of movement of Unearned Premium Reserve to arrive at the net premium earned. The premium on insurance policies issued on installment basis is recognized as and when the installment premium is received subject to above principles.

Income from reinsurance business

Commission on reinsurance ceded is adjusted / netted off from commission expense in the period of ceding the risk.

Profit Commission under reinsurance treaties, wherever applicable, is recognized as income in the year of final determination of profits and combined with commission on reinsurance ceded.

Income earned on investments

Interest income on investments is recognized on accrual basis. Accretion of discount and amortization of premium relating to debt securities is recognized over the holding/maturity period on a straight-line basis. Realized gain/loss on securities, which is the difference between the sale consideration and the carrying value in the books of the Company, is recognized on the trade date. In determining the realized gain/loss, cost of securities is arrived at on 'Weighted average cost' basis. Further, in case of mutual funds and listed equity shares, the profit or loss on sale also includes the accumulated changes in the fair value previously recognized under 'Fair Value Change Account'. Sale consideration for the purpose of realized gain/loss is net of brokerage and taxes, if any, and excludes interest received on sale, .

Dividend income is recognized when the right to receive dividend is established.

Investment income on shareholder funds is disclosed in Profit & Loss Account and investment income on policyholder funds is disclosed under Revenue Accounts.

4.2. Premium received in advance

Premium received in advance is the premium, where the period of inception of the cover sought is clearly outside the accounting period.

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4.3. Unallocated Premium

Unallocated premium includes premium deposit and premium which has been received but for which risk has not commenced.

4.4. Reinsurance

Premium Ceded

Insurance premium on ceding of the risk is recognised in the period in which the risk commences in accordance with reinsurance arrangements with the reinsurers. Any subsequent revision to premium ceded is recognised in the period of such revision. Adjustment to reinsurance premium arising on cancellation of policies is recognized in the period in which they are cancelled. Premium on excess of loss reinsurance cover is accounted as premium ceded as per the reinsurance arrangements.

Re-Insurance acceptance

The results of a reinsurance accepted are accounted as per the last available statement of accounts/confirmation from reinsurers.

4.5. Premium Deficiency

Premium deficiency is recognised when the expected claims cost, related expenses and maintenance costs exceed the related reserve for unexpired risks and is calculated and duly certified by the Appointed Actuary..

4.6. Unearned Premium Reserve

Unearned Premium Reserve represents that part of the net premium written (i.e. premium net of reinsurance ceded) which is attributable to, and set aside for subsequent risk to be borne by the Company under contractual obligation on contract period basis, whichever is appropriate and allocated to succeeding accounting periods and is created at 50% of the net premium written (excluding policies where the premium is earned fully during the accounting period i.e. expired policies) of preceding twelve months as at the Balance Sheet date.

4.7. Claims

Claims incurred represents claims paid, estimated liability for outstanding claims made following a loss occurrence reported, estimated liability for Claims Incurred but not reported (IBNR) and Claims Incurred but not enough reported (IBNER). It also includes specific claims settlement costs such as survey / legal / TPA fees and other directly attributable costs.

Claims are recognized as and when reported. Claims are recorded in the Revenue Account, net of claims recoverable from reinsurers / co-insurers to the extent there is a reasonable certainty of realization. These

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estimates are progressively revalued on the availability of further information. Estimated liability in respect of claims is provided for, based on the intimations received up to the year end, information / estimates provided by the insured / surveyors / Third Party Administrators (TPA) and judgment based on the past experience and other applicable laws and practices.

Claims Incurred but not reported (IBNR) represents that amount of claims that may have been incurred prior to the end of the current accounting year but have not been reported or claimed. The IBNR provision also includes provision, if any, required for claims Incurred but not enough reported (IBNER). IBNR and IBNER liabilities are provided based on actuarial principles and certified annually by the Appointed Actuary of the Company. The methodology and assumptions on the basis of which the liability is determined are also certified by the Appointed Actuary to be appropriate, in accordance with guidelines and norms issued by the Institute of Actuaries of India and in concurrence with the IRDAI.

4.8. Acquisition costs

Acquisition costs are those costs that vary with, and are primarily related to the acquisition of new and renewal of insurance contracts viz. commission, rewards and remuneration etc. These costs are expensed in the period in which they are incurred.

4.9. Investments

Investments are made in accordance with the Insurance Act, 1938, as amended by Insurance Laws (Amendment) Act, 2015, and Insurance Regulatory and Development Authority (Investment) Regulations, 2016, as amended, and other circulars/notifications and amendments issued by the IRDAI in this context from time to time.

Investments are recorded at cost, on trade date and includes brokerage, transfer charges, stamps etc., if any, and exclude interest accrued up to the date of purchase.

Classification

Investments maturing within twelve months from Balance Sheet date and Investments made with the specific intention to dispose off within twelve months are classified as 'short term investments'. Investments other than 'short term investments' are classified as 'long term investments'.

Investments that are earmarked, are allocated separately to policyholder's or shareholder's, as applicable; Investments other than earmarked, are segregated at Shareholder's level and Policyholder's level notionally based on policyholder's funds and shareholder's funds as of year end, as prescribed by IRDAI.

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Valuation

Investments are valued as follows:

- **Debt securities and non-convertible preference shares**

All debt securities including government securities and non – convertible preference shares are considered as 'held to maturity' and accordingly stated at historical cost, subject to accretion of discount or amortization of premium over the holding/maturity period on a straight line basis.

- **Mutual funds**

Mutual fund investments are stated at fair value, being the closing net asset value at Balance Sheet date.

- **Listed Equities**

Listed equity shares are stated at fair value, being the quoted closing price on the Primary Exchange – 'National Stock Exchange ('NSE')' as at the Balance Sheet date. In case the equity share is not listed / traded on the Primary Exchange the quoted closing price on the Secondary Exchange – 'Bombay Stock Exchange ('BSE')', is considered as fair value. Equity shares awaiting listing are stated at historical cost subject to provision for diminution, if any, in the value of such investment determined separately for each individual investment.

- Investments other than mentioned above are valued at cost.

- **Fair Value Change Account**

In accordance with the Regulations, unrealized gain/loss arising due to changes in fair value of listed equity shares and mutual fund investments are taken to the 'Fair Value Change Account'. The balance in the Fair Value Change Account is not available for distribution.

Impairment of Investments

The Company assesses at each Balance Sheet date whether there is any indication of investments being impaired. If any such indication exists, the carrying value of such investment is reduced to its recoverable amount and the impairment loss is recognized in the Profit and Loss Account. If at the Balance Sheet date there is any indication that a previously assessed impairment loss no longer exists, then such loss is reversed and the investment is restated to that extent.

4.10. Fixed assets, Intangible and Impairments

Fixed assets and depreciation

Fixed assets are stated at cost less accumulated depreciation. Cost includes the purchase price and any cost directly attributable to bringing the asset to its working condition for its intended use.

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Immovable assets at the leased premises including electrical items and furniture & fixtures are capitalized as leasehold improvement/property and are amortized over the primary period of lease or the useful life of the respective asset as estimated by the management, whichever is lower.

Depreciation is provided on Straight Line Method, over the useful life of the assets estimated by the management, in the manner prescribed in Schedule II of the Companies Act, 2013. The useful lives in the following cases are different from that prescribed by Schedule II of the Companies Act, 2013.

Assets Description	Useful Life of Assets prescribed as per Schedule II of the Companies Act, 2013 (No. of Years)	Useful Lives of the Assets as assessed/estimated by the Management (No. of Years)
Office Equipment (Internal & External Branding, Mobiles and Batteries)	5	2 to 3
Furniture and Fittings	10	5
Vehicles (acquired from November, 2011 to March, 2014)	8	6.25

Based on usage pattern and internal assessment, the management believes that the useful lives as given above best represent the period over which the management expects to use these assets. Hence the useful life of these assets is different from the lives as prescribed in Schedule II of the Companies Act, 2013.

Depreciation on addition or on sale / discard of an asset is calculated pro-rata from / up to the date of such addition or sale/discard.

The asset's residual values, useful lives and method of depreciation are reviewed at the end of each reporting period and necessary adjustments are made accordingly, wherever required.

Gains or losses arising on retirement or disposal of fixed assets are recognized in the Revenue Account and/or Profit and Loss Account.

Intangible Assets

Intangible assets are recognized only if it is probable that the future economic benefits that are attributable to assets will flow to the Company and the costs of the assets can be measured reliably.

Intangible assets comprising computer software are carried at cost less amortization. Computer software including improvements are amortised over the management's estimate of the useful life of such intangibles. Management estimates for useful life of intangibles is 6 years 2 months. In case where an enhancement is done on existing computer software which results in improvement in useful life of the software, the Management estimates for useful life of these software enhancements is 3 years.

All assets including intangibles individually costing up to Rs. 5,000 are fully depreciated / amortized in the year in which they are acquired.

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Capital Work in Progress

Capital work in progress includes assets not ready for the intended use and are carried at cost, comprising direct cost and related incidental expenses.

Impairment of assets

The Company assesses at each Balance Sheet date whether there is any indication that any asset may be impaired. If any such indication exists, the carrying value of such assets is reduced to its recoverable amount and the impairment loss is recognized in the Revenue Account and Profit and Loss Account. If, at the Balance Sheet date there is any indication that a previously assessed impairment loss no longer exists, then such loss is reversed and the asset is restated to that extent.

4.11. Operating Lease

Leases where a significant portion of the risks and rewards of the ownership are retained by the lessor are classified as Operating Leases. Lease payments of assets/premises taken on operating lease are recognised as an expense in the Revenue and/or Profit and Loss Account over the lease term on straight line basis.

4.12. Employee benefits

Short term employee benefits

All Employee benefits payable within twelve months of rendering the services are classified as short term benefits. Such benefits include salaries, bonus, awards, ex-gratia, performance incentive/pay etc. and the same are recognized in the period in which the employee renders the related services.

Post-Employment Benefits

(i) Defined Contribution Plan

The benefit in the form of contribution to the Statutory Provident Fund, Employee State Insurance and Employee Labour Welfare Fund etc. are considered as the defined contribution plans and are recognized on the basis of the amount paid or payable for the period during which services are rendered by the employees.

(ii) Gratuity : Defined Benefit Plan

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees on retirement, death while in employment or on termination of employment. Vesting occurs upon completion of five years of service. The Company makes annual contribution to the gratuity fund established as Trust. The Company accounts for the liability for gratuity benefits payable in future based on actuarial valuation conducted by an independent actuary on projected unit credit method as at the Balance Sheet Date.

Long term employee benefits

(i) **Leave Encashment**

The employees of the Company are entitled to the compensated absences and leave encashment as per the policy of the Company, the liability in respect of which is provided, based on an actuarial valuation

conducted by an independent actuary on projected unit credit method as at the Balance Sheet date. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions are recognized immediately in the Revenue Account and Profit and Loss Account as income or expense.

(ii) **Long Term Incentive Plan and Special Assured Bonus Plan**

Long Term Incentive and special assured bonus payable to employees is provided based on actuarial valuation including actuarial gains/losses at the Balance Sheet date. The actuarial valuation has been carried out using the Projected Unit credit Method.

4.13. Employee Stock Option Scheme ("ESOS")

The Company follows the intrinsic method for computing the compensation cost, for options granted under the scheme(s). The difference if any, between the fair value and the grant price, being the compensation cost is recognized as deferred stock option expense and is charged to Revenue Account and Profit and Loss Account on straight line basis over the vesting period of options.

4.14. Taxation

Current Tax

Current income tax, assets and liabilities are measured at the amount expected to be paid to or recovered from the taxation authorities in accordance with the tax regime inserted by Taxation Laws (Amendment) Act, 2019 in the Income Tax Act, 1961 and the Income Computation and Disclosure Standards (ICDS) enacted in India by using tax rates and the tax laws that are enacted at the reporting date.

Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the Balance Sheet date. Deferred tax assets and liabilities are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable

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profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

4.15. Earnings per share

The basic earnings per share is calculated by dividing the Net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the reporting period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares except where results are anti-dilutive

4.16. Foreign Currency Transactions

Transactions denominated in foreign currencies are recorded at the rates prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the closing rate of exchange at the year-end. The gains/losses on account of restatement and settlement are recognised in the Revenue Account and / or Profit and Loss Account.

4.17. Provisions and Contingencies

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Contingent losses arising from claims other than insurance claims, litigation, assessment, fines, penalties, etc. are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. A disclosure for a contingent liability other than those under policies is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are neither recognized nor disclosed in the financial statements.

The matters under examination / scrutiny / enquiry with the Government authorities are not considered as obligation. In the cases where the demand notices are issued against such matters and are disputed by the Company, the same are classified as disputed obligations under contingent liability.

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4.18. Receipts & Payments Account

- Receipts and Payments Account is prepared and reported using the Direct Method as per Accounting Standard 3 – Cash flow statements, in conformity with Para 2.2 of the Master Circular on Preparation of Financial Statements - General Insurance Business dated October 5, 2012, issued by the IRDAI.
- Cash and cash equivalents comprise cash including cheques in hand, bank balances and demand deposits (other than investment related fixed deposits with Banks) with original maturity of three months or less which are subject to insignificant risk of changes in value.

4.19. Segment Reporting

Allocation of Income and Expenses

(i) Allocation of Investment Income

Investment income across segments within the Revenue Account has been allocated on the basis of claims and other allocable liabilities for the respective segments.

(ii) Allocation of Expenses

- a) Expenses that are directly identified to the business class are allocated on actual basis.
- b) Other expenses that are not directly identifiable, are allocated in the proportion of Gross Written Premium of respective business

Segment assets and liabilities have been allocated to various segments to the extent possible

4.20. Share & Debenture Issue Expenses

The Shares & Debenture issue expenses are written off to Profit & Loss Account in the same financial year in which they are incurred.

4.21. Goods and Service Tax liability on insurance service is set-off against the input tax credits available from tax paid on input services. Unutilized credits, if any, are carried forward for set-off in future. GST Paid for input services where input tax credit is not available is recognized in Revenue Account and / or Profit and Loss Account.

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**Schedules forming part of financial statements****NOTES FORMING PART OF ACCOUNTS**

		(₹ '000)	
Particulars	As at 31.03.2023	As at 31.03.2022	
Partly paid up Investments	-	-	
Claims, other than against Policies, not acknowledged as debts by the Company	-	-	
Underwriting commitments outstanding (in respect of shares and securities)	-	-	
Guarantees given by or on behalf of the Company	10,443	9,395	
Statutory demands / liabilities in dispute, not provided for (Refer Note 1)	-	-	
Reinsurance obligations to the extent not provided for in accounts	-	-	
Others	-	-	

Note 1

The above disclosure does not include demands of Rs. 888,841 thousands (PY Rs.338,808 thousands) raised by income tax authorities for AY 2017-18, 2018-19 and 2021-22. Against the additions made in the assessment orders, the company has filed appeals and rectification applications before the appropriate authority(s).

Since the company in earlier assessment years (AY 2013-14 to 2015-16) has got favorable orders from appellate authority in similar matters, the company is confident that the orders of CIT(A) will be in company's favor for these assessment years as well. In the opinion of the company, the said demands are not sustainable and hence no provision is considered necessary in books.

Company has received various Demand order from GST/Service Tax authorities amounting Rs 35,364 thousand, against which company has already reverted or in process of revert to the authorities.

2 Basis used by the Actuary for determining provision required for IBNR / IBNER

'Claims Incurred But Not Reported' (IBNR) and Claims Incurred But Not Enough Reported (IBNER) as at March 31, 2023 has been estimated by the Appointed Actuary in compliance with the guidelines issued by IRDA and applicable provisions of professional guidance notes issued by the Institute of Actuaries of India.

3 Encumbrances

All the assets of the Company are free from any encumbrances except deposits in banks amounting to ₹ 10,895 thousands (previous year ₹ 9,395 thousand) These deposits have been placed with banks for the purposes of executing bank guarantees. The Company has all assets within India.

		(₹ '000)	
Particulars	As at 31.03.2023	As at 31.03.2022	
Loans	-	-	
Investments	-	-	
Fixed Assets (Net of advances)	25,823	49,128	

		(₹ '000)	
Particulars	As at 31.03.2023	As at 31.03.2022	
In India	18,965,738	14,435,513	
Outside India	117,529	100,066	

* Excluding Claims paid on Reinsurance accepted

		(₹ '000)	
Particulars	As at 31.03.2023	As at 31.03.2022	
Outstanding for more than six months	-	-	
Others	4,599,591	4,512,086	
	4,599,591	4,512,086	

*Excluding IBNR provisions, amounts payable to service providers and third party administrator.

7 Claims settled and remaining unpaid for more than six months is NIL (Previous year : NIL)

		(₹ '000)			
Class of Business	In India		Outside India		
	For the Year ended 31.03.2023	For the Year ended 31.03.2022	For the Year ended 31.03.2023	For the Year ended 31.03.2022	
Miscellaneous	45,908,840	30,884,225	-	-	

(b) No premium income is recognized on "Varying Risk Pattern" basis.

Schedules forming part of financial statements

Class of Business	Extent of Risk Retained and Reinsured (₹ '000)			
	Risk Retained		Risk Reinsured	
	For the Year ended 31.03.2023	For the Year ended 31.03.2022	For the Year ended 31.03.2023	For the Year ended 31.03.2022
Miscellaneous	88%	78%	12%	22%

Particulars	Value of Contracts in relation to Investments (₹ '000)	
	As at 31.03.2023	As at 31.03.2022
Purchase where deliveries are pending	-	-
Sales where payments are overdue	-	-

11 All the investments are made in accordance with Insurance Act, 1938 and IRDA (Investment) Regulations, 2016 and are performing assets.

12 The Company does not have any investment property as at March 31, 2023 or March 31, 2022.

13 Historical cost of investments which are valued at Fair Value

Particulars	Historical cost of investments which are valued at Fair Value (₹ '000)			
	March 31, 2023		March 31, 2022	
	Reported / fair value	Historical Cost	Reported / fair value	Historical Cost
Mutual Funds	1,619,711	1,615,433	1,667,040	1,662,611
Listed Equity Shares (Including Perpetual Bond)	2,644,786	2,705,666	769,867	778,894

14 Statement showing the Age-wise Analysis of the Unclaimed Amount of the Policyholders as on 31st March 2023

Particulars	Total Amount	Age-wise Analysis (₹ in Lakhs)							
		0-6 months	7-12 months	13-18 months	19-24 months	25-30 months	31-36 months	37-120 months	More than 120 months
Claims settled but not paid to the policyholders / insured due to any reasons except under litigation from the insured /policyholders	-	-	-	-	-	-	-	-	-
Sum due to the insured /policyholders on maturity or otherwise	-	-	-	-	-	-	-	-	-
Excess collection of the premium / tax or any other charges which is refundable to the policyholders either as terms of conditions of the policy or as per law or as may be directed by the Authority but not refunded so far*	111	73	31	4	1	0	0	1	-
Cheques issued but not encashed by the policyholder/insured *	539	186	78	48	41	22	27	138	-

* Fair Value of Investments against unclaimed amount is ₹ 620 Lakhs

Details of Unclaimed amounts and investment income thereon

Particulars	Details of Unclaimed amounts and investment income thereon (₹ in Lakhs)			
	FY 2022-23		FY 2021-22	
	Policy Dues	Income Accrued	Policy Dues	Income Accrued
Opening Balance	344	31	223	26
Add: Amount Transferred to unclaimed amount	731	-	285	-
Add: Cheques issued out of the unclaimed amount but not encashed by the policyholders	4	-	31	-
Add: Investment income on unclaimed fund	-	29	-	11
Less: Amount paid during the year	477	12	195	6
Less: Amount transfer to SCWF (Net of claims paid in respect of amount transferred earlier)	-	-	-	-
Closing Balance of Unclaimed Amount	602	48	344	31

15 Segment Information

a) Business Segments

The Company's primary reportable segments are identified in accordance with the Insurance Regulatory and Development Authority (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations 2002. The operating expenses and investment and other income have been allocated to various segments as per accounting policies disclosed above. However, due to the nature of the business, segment assets and liabilities have been allocated to various segments to the extent possible.

Segment	Segment Information (₹ '000)					
	Health		Personal Accident		Other	
	As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
Health Segment						
Segmental Revenue	47,938,092	34,920,304	3,216,246	3,894,564	1,222,592	659,491
Segmental Result*	347,815	(1,455,236)	1,604,424	1,216,756	343,432	(118,968)
Segmental Liabilities						
Claims Outstanding (Net)	5,072,029	4,414,605	659,874	565,724	563,280	382,793
Unexpired risk reserve (Net)	20,114,353	13,177,832	1,499,153	1,819,368	143,476	171,381
Premium Deficiency Reserve	-	-	-	-	-	-
Premium received in advance	2,722,962	1,830,679	205,498	133,866	77,790	65,203
Segment Assets						
Outstanding Premium (Net of Provision)	-	-	-	-	-	-

* Does not include amounts transferred from shareholder's account

b) Geographical Segment

There is no reportable Geographical Segmentation for the year.

Schedules forming part of financial statements

16 **Details of Managerial Remuneration as per terms of appointment are as under:**

Particulars	(₹ '000)	
	Year ended 31.03.2023	Year ended 31.03.2022
Salaries & Allowances	33,861	28,057
Contribution to Provident and other funds	1,708	1,582
Total **	35,569	29,638

**The managerial remuneration paid to Mr. Anuj Gulati, the Managing Director and Chief Executive officer of the company is in accordance with the approval accorded by the Insurance Regulatory and Development Authority as per the requirement of Sec 34A of the Insurance Act, 1938. Pursuant to the said approval ₹ 15,000 thousand (Previous year ₹ 15,000 thousand) is charged to Revenue Account, and remaining ₹ 20,569 thousand (Previous year ₹ 14,638 thousand) is charged to Profit and Loss Account.

Provision towards gratuity and leave encashment of MD & CEO of the company amounting to ₹ (4,178) thousands (Previous Year ₹ 687 thousands) are determined actuarially and same has been charged to Profit & Loss account.

During the year leave encashment of Rs. 4,745 thousands has been paid. The said amount is charged to profit and loss account.

During the year a provision of ₹ 35,587 thousand (Previous Year ₹ 29,656 thousand) towards bonus for managerial personnel has been created. The same is payable subject to approval by shareholders and Insurance Regulatory and Development Authority. The Provision has been charged to Profit and Loss account. During the year bonus of ₹ 29,656 thousand has been paid. The said bonus has been paid out of previous year provisions.

Perquisites are calculated as per Income Tax Rules, 1962.

Above figures does not included perquisites calculated on exercise on equity stock options.

17 The results of reinsurance inward are accounted as per last available statement of accounts/confirmation from ceding insurers.

18 **Operating Lease Commitments**

The Company has taken on lease office premises. Lease payments on cancellable and non cancellable lease of ₹ 272,652 thousand (previous year ₹ 196,984 thousand) are charged to Revenue Account. The future minimum lease payments in respect of non cancellable leases as at the balance sheet date are as under:

Particulars	(₹ '000)	
	As at 31.03.2023	As at 31.03.2022
Payable not later than one year	152,545	70,220
Payable later than one year but not later than five years	156,512	50,171
Payable later than five years	-	-
Total	309,056	120,391

19 **Disclosure required under section 22 of Micro, Small and Medium Enterprise Development Act, 2006**

Particulars	(₹ '000)	
	As at 31.03.2023	As at 31.03.2022
i. Principal amount and interest due thereon remaining unpaid to any supplier covered under MSMED Act.	43,640	29,163
ii. Amount of interest paid by the Company in terms of Section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	5,259	632
iii. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act.	-	-
iv. The amount of interest accrued and remaining unpaid	0.13	1
v. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of MSMED Act, 2006	-	-
Total	48,899	29,796

The above information regarding dues to Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information collected with the Company.

Schedules forming part of financial statements

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Detailed list of Related parties

S.No	Nature of Relationship	Name of party
1	Holding Company	Religare Enterprises Limited
2	Subsidiaries of immediate Holding Company	Religare Finvest Limited
		Religare Capital Markets Limited
		Religare Broking Limited
		Religare Insurance Limited
		Religare Global Asset Management Inc.
		Religare Credit Advisor Private Limited (Formerly Religare Capital Advisors LLP)
		Religare Comtrade Limited
3	Subsidiaries of fellow Subsidiaries	Religare Care Foundation (Section 8 Company) (w.e.f 04th February, 2022)
		Religare Housing Development Finance Corporation Limited
		Religare Commodities Limited
		Religare Capital Markets International (Mauritius) Limited
		Religare Capital Markets (Europe) Limited
		Religare Capital Markets (UK) Limited
		Religare Capital Markets Corporate Finance Pte Limited
		Religare Capital Markets Inc.
		Religare Capital Markets (Hong kong) Ltd.
		Tobler (UK) Limited
		Kyte Management Limited
		Religare Capital Markets (Singapore) Pte Limited
		Bartleet Religare Securities (Private) Limited
		Bartleet Asset Management (Private) Limited
		Strategic Research Limited
		Bartleet Wealth Management (Private) Limited (Formerly Religare Bartleet Capital (Markets) Private Limited
		Religare Advisors Limited (Formerly Known as Religare Wealth Management Limited)
Religare Business Solutions Limited		
Religare Digital Solutions Limited		
4	Individuals owning, directly or indirectly, interest in the voting power that gives them control or significant influence over the enterprise, and relatives of any such individual	Nil
5	Key management personnels	Mr. Anuj Gulati
		Mr. Pankaj Gupta
		Mr. Ajay Shah
		Mr. Chandrakant Mishra
		Mr. Nitin Katyal
		Mr. Anoop Singh
		Ms. Bhawana Jain
		Mr. Manish Dodeja
		Mr. Sanjeev Meghani
		Mr. Irvinder Singh Kohli
Mr. Pratik Kapoor*		
Mr. Yogesh Kumar**		
6	Enterprises over which Key Management Personnel / Relatives thereof are having Significant Influence	Nil

* Ceased to be Related Party wef August 16, 2022

**Appointed w.e.f. November 07, 2022

Schedules forming part of financial statements

21 Summary of significant related party transactions

(₹ '000)

S. No	Name of the Related Party	Nature of Relationship with the Company	Description of Transactions / Categories	As at 31st March, 2023 / For the year ended 31st March, 2023	As at 31st Mar 2022 / For the year ended 31st Mar 2022
1	Religare Enterprises Limited	Holding Company	Reimbursement of Expense	9,054	11,230
			Receipt/Refund of Premium	823	974
			Payable	-	479
			Receipt of Share Capital Including Security Premium	1,924,133	-
			Premium Received in Advance / Cash Deposit	55	5
2	Religare Finvest Limited	Fellow Subsidiary	Receipt/Refund of Premium	7,893	5,883
			Recovery of Expense	-	21
			Premium Received in Advance / Cash Deposit	1,074	243
3	Religare Broking Limited	Fellow Subsidiary	Reimbursement of Expense	-	1
			Commission Payable	8,568	2,430
			Commission Expenses	36,924	14,308
			Premium Received in Advance / Cash Deposit	934	547
			Receipt/Refund of Premium	20,453	17,701
4	Religare Housing Development Finance Corporation Limited	Subsidiary of Fellow Subsidiary	Receipt/Refund of Premium	5,353	6,315
			Premium Received in Advance / Cash Deposit	498	48
			Recovery of Expense	-	22
5	Mr. Anuj Gulati/Mr. Pankaj Gupta/ Mr. Ajay Shah/ Mr. Chandrakant Mishra/ Mr. Nitin Katyal/ Mr Anoop Singh/ Ms. Bhawna Jain/Mr. Manish Dodeja/Mr.Pratik Kapoor*/Mr.Sanjeev Meghani/Mr. Irvinder Singh Kohli/Mr.Yogesh Kumar**	Key Management Personnel	Remuneration	199,571	158,388
			Receipt/Refund of Premium from KMP	338	130
			Claims Payment to KMP's	-	6
			Receipt of Share Capital Including Security Premium under ESOP/Rights Issue	222,014	1,235,029

* Ceased to be Related Party wef August 16, 2022

**Appointed w.e.f. November 07, 2022

Notes:

- In case claims paid as per the policy term to person other than related party has not been considered for related party disclosure.
- Premium is net of refund/receipt.
- Above figures does not include perquisites calculated on exercise on equity stock options by KMPs
- Because there is an inherent difficulty for management to determine the effect of influences which do not lead to transactions, premium and claims related transactions during the ordinary course of business with relatives of KMP's are excluded from this disclosure.

22 Code on Social Security

The Indian Parliament had approved the Code on Social Security, 2020 which could impact the contributions by the Company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft Rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stake holders which are under active consideration by the Ministry. The Company will complete its evaluation once the Rules are notified and will give appropriate impact in the financial statements in the period in which the Code and related Rules becomes effective. The implementation of the said code has been postponed by the Government of India as on date.

Schedules forming part of financial statements

23 Employee Benefits

A. Gratuity and Leave Encashment

The following tables summarize the components of the net employee benefit expenses recognized in the Revenue Account and Profit and Loss Account, the fund status and amount recognized in the balance sheet for the gratuity and leave encashment, and give the disclosure relating to actuarial valuation of leave encashment and gratuity liability.

Disclosures relating to actuarial valuation of Leave encashment and gratuity liability:

		Leave Encashment		Gratuity	
		2022-23	2021-22	2022-23	2021-22
I	Assumptions				
	Mortality	Indian Assured Lives Mortality (2012-14) Ult*	Indian Assured Lives Mortality (2012-14) Ult*	Indian Assured Lives Mortality (2012-14) Ult*	Indian Assured Lives Mortality (2012-14) Ult*
	Discount Rate	7.05%	4.85%	7.05%	4.85%
	Rate of increase in compensation	6.00%	6.00%	6.00%	6.00%
	Rate of return(expected) on plan assets	NA	NA	7.05%	4.85%
	Withdrawal rates	18-35: 65% p.a., 36-45: 45% p.a., 46 and above: 25% p.a. and for CEO & + 10%	18-35: 65% p.a., 36-45: 45% p.a., 46 and above: 25% p.a. and for CEO & + 10%	18-35: 65% p.a., 36-45: 45% p.a., 46 and above: 25% p.a. and for CEO & + 10%	18-35: 65% p.a., 36-45: 45% p.a., 46 and above: 25% p.a. and for CEO & + 10%
	Expected average remaining working lives of employees	1.99	1.99	1.99	1.99
II	Changes in present value of obligations				
	DBO at beginning of year	78,819	66,120	203,362	157,534
	Interest Cost	3,273	2,707	7,956	6,779
	Current Service Cost	21,434	18,463	34,663	27,492
	Benefits Paid	(22,649)	(11,927)	(26,732)	(13,753)
	Actuarial gain/(loss) on obligation	(3,412)	(3,456)	(17,251)	(25,310)
	DBO at end of year	84,289	78,819	236,501	203,362
III	Changes in fair value of plan assets				
	Fair Value of Plan Assets at beginning of year			159,648	144,183
	Expected Return of Plan Assets			6,896	6,479
	Contributions made	N.A	N.A	43,714	13,351
	Benefits paid			(26,732)	(13,753)
	Actuarial gain / (loss) on plan assets			(1,352)	9,388
	Fair Value of Plan Assets at end of year			182,174	159,648
IV	Fair Value of Plan Assets				
	Fair Value of Plan Assets at beginning of year	-	-	159,648	144,183
	Actual Return of plan assets	-	-	5,543	15,867
	Contributions made	-	-	43,714	13,351
	Benefit paid	-	-	(26,732)	(13,753)
	Fair Value of Plan Assets at end of year	-	-	182,174	159,648
V	Actuarial Gain/(loss) Recognised				
	Actuarial Gain/(loss) for the year (Obligation)	(3,412)	(3,456)	(17,251)	(25,310)
	Actuarial Gain/(loss) for the year (Plan Assets)	N.A	N.A	(1,352)	9,388
	Total Gain/(Loss) for the year	(3,412)	(3,456)	(18,603)	(15,922)
	Actuarial Gain/(loss) Recognised for the year	(3,412)	(3,456)	(18,603)	(15,922)
	Unrecognised Actuarial Gain/(Loss) at the end of year	NIL	NIL	NIL	NIL
VI	Amounts to be recognised in the balance sheet				
	DBO at the end of year	84,289	78,819	236,501	203,362
	Fair Value of Plan Assets at end of year	N.A	N.A	182,174	159,648
	Funded Status deficit/(surplus)	84,289	78,819	54,327	43,714
	Unrecognised Actuarial Gain/(Loss)	NIL	NIL	NIL	NIL
	Net (Asset)/Liability recognised in the balance sheet	84,289	78,819	54,327	43,714
VII	Expense Recognised				
	Current Service Cost	21,434	18,463	34,663	27,492
	Interest Cost	3,273	2,707	7,956	6,779
	Expected Return on Plan Assets	N.A	N.A	(6,896)	(6,479)
	Net Actuarial Loss / (Gain) recognised for the year	3,412	3,456	18,603	15,922
	Expense recognised in the statement of P&L A/c	28,120	24,626	54,327	43,714
VIII	Movements in the liability recognised in Balance Sheet				
	Opening Net Liability	78,819	66,120	43,714	13,351
	Expenses as above	28,120	24,626	54,327	43,714
	Benefits paid/Contribution made	(22,649)	(11,927)	(43,714)	(13,351)
	Closing Net Liability	84,289	78,819	54,327	43,714
IX	Current liability	41,519	35,863	54,327	114,714
	Non current liability	42,770	42,956	-	-
	Closing Net Liability	84,289	78,819	54,327	43,714

Schedules forming part of financial statements

Employee's Benefits – Gratuity Experience Adjustment					(₹ '000)
	31.03.2019	31.03.2020	31.03.2021	31.03.2022	31.03.2023
Benefit obligation	81,133	121,733	157,534	203,362	236,501
Fair Value of Plan Assets	54,658	66,886	144,183	159,648	182,174
Funded Status Deficit / (Surplus)	26,475	54,847	13,351	43,714	54,327
Experience Adjustment on plan liabilities (loss)	(16,593)	(19,519)	(9,127)	(26,992)	(29,330)
% of plan liabilities	-20.45%	-16.03%	-5.79%	-13.27%	-12.40%
Experience Adjustment on plan Assets (loss)	2,611	(12,884)	22,933	9,388	(1,352)
% of plan Assets	4.78%	-19.26%	15.91%	5.88%	-0.74%
Actuarial Gain / Loss due to change in Assumptions	(196)	(4,423)	(2,055)	(1,682)	(12,079)

Employee's Benefits – Leave Encashment Experience Adjustment					(₹ '000)
	31.03.2019	31.03.2020	31.03.2021	31.03.2022	31.03.2023
Benefit obligation	52,024	55,640	66,120	78,819	84,289
Fair Value of Plan Assets	-	-	-	-	-
Funded Status Deficit / (Surplus)	52,024	55,640	66,120	78,819	84,289
Experience Adjustment on plan liabilities (loss)	(8,361)	1,029	1,741	(4,056)	(6,982)
% of plan liabilities	-16.07%	1.85%	2.63%	-5.15%	-8.28%
Experience Adjustment on plan Assets (loss)	NA	NA	NA	NA	NA
% of plan Assets	NA	NA	NA	NA	NA
Actuarial Gain / (Loss) due to change in Assumptions	(104)	(1,841)	(792)	600	3,570

B Defined Contribution Plan

The Company's employees are covered by Statutory Provident Fund, Statutory Pension Fund, Employee State Insurance and Employee Labour Welfare Fund to which the Company makes a defined contribution measured as fixed percentage of Salary. During the year amount of ₹ 324,139 thousands (Previous Year ₹ 271,268 thousands) has been charged to Revenue or Profit and Loss Account towards contribution to above schemes/benefits.

24 Deferred Tax

In the presence of the profits during the current and the earlier years/s and certainty of availability of future taxable income, the Company has recognized Deferred Tax Assets of Rs.468,101 thousands (net of Deferred Tax Liability of Rs.(9,049) thousands) during the current year as detailed below:

	As at 31.03.2023	As at 31.03.2022
Deferred tax assets	(₹ '000)	(₹ '000)
Expenditure covered by section 43B of Income-tax Act, 1961	64,499	34,647
Provision for doubtful trade receivables	-	21,688
Provisions including unexpired risk reserve	412,651	161,843
Carried forward unabsorbed depreciation and business loss	-	208,187
Total Deferred tax assets (A)	477,150	426,366
Deferred tax liabilities		
Excess of depreciation/amortization of fixed assets under income-tax law over depreciation/amortization provided in accounts	(9,049)	(26,839)
Total Deferred tax liability (B)	(9,049)	(26,839)
Net Deferred tax asset (liability) = (A-B)	468,101	399,527
Net Deferred tax asset recognized in books of accounts	468,101	399,527

25 Earnings Per Share

Basic earnings per equity share have been computed by dividing net profit (loss) after tax by the weighted average number of equity shares outstanding for the year.

	Particulars	Units	Year ended 31.03.2023	Year ended 31.03.2022
a	Net profit/(loss) after tax	₹ In '000s	2,458,572	114,930
b	Weighted average of number of equity shares used in computing basic earnings per share	No. of Shares in '000s	927,182	861,078
c	Basic earnings per share (a/b)	₹	2.65	0.13
d	Weighted average of number of potential equity shares	No. of Shares in '000s	3,600	2,202
e	Diluted earnings per share [a/(b+d)]		2.64	0.13

*For the purpose of calculating weighted average number of potential equity shares, valuation report as on 30th June 2022 has been considered.

Care Health Insurance Limited

IRDA Registration number 148 dated 26 April, 2012

CIN: U66000DL2007PLC161503

**Schedules forming part of financial statements****26 Expenses of Management**

The company has charged expenses of ₹ 4,141,692 thousands (Previous year ₹ 3,186,972) to Profit and Loss account, being amount in excess of limits prescribed in Schedule I of Insurance Regulatory and Development Authority of India (Expenses of Management of Insurers transacting General or Health Insurance business) Regulations, 2016. The authority has notified new EOM regulations vide IRDAI (Expenses of Management of Insurers transacting General or Health Insurance business) Regulations, 2023 on March 26, 2023. Company will file the application seeking forbearance for meeting the prescribed limit of expenses of management in accordance with the revised regulations.

27 Sector Wise Business

Disclosure of Sector wise business based on Gross Direct Written Premium (GWP) as per Insurance Regulatory and Development Authority (Obligations of Insurers to Rural or Social Sectors) Regulations 2015 is as under:

Business Sector	Year ended 31.03.2023					
	GDP (₹ '000s)	No. of Lives	No. of Policies	% of GDP	% of No. of Lives	% of No. of policies
Rural	6,974,044	9,053,030	379,206	13.56%	35.95%	15.96%
Social	648,377	4,842,469	34	1.26%	19.23%	0.00%
Total	51,415,259	25,179,833	2,375,359	100.00%	100.00%	100.00%

Business Sector	Year ended 31.03.2022					
	GDP (₹ '000s)	No. of Lives	No. of Policies	% of GDP	% of No. of Lives	% of No. of policies
Rural	5,251,030	8,670,956	260,868	13.53%	41.72%	14.63%
Social	744,380	5,898,339	35	1.92%	28.38%	0.00%
Total	38,809,056	20,784,651	1,783,636	100.00%	100.00%	100.00%

28 The amount of foreign exchange (loss)/gain booked in Profit and Loss account is 17,944 thousands [Previous year (5,028) thousands].

29 Actuarial valuation of claims where claims period exceeds four years

Currently the Company has not underwritten any policy, where the claim payment term exceeds 4 years. Hence, no actuarial valuation is required.

30 Share Capital

Authorized share capital of the company as on 31st March, 2023 is ₹ 1,300 crores. The Company has allotted ₹ 33.66 crores worth of equity shares (face value Rs. 10) during the year.

31 Penal Actions Details by Various Government Authorities

IRDA circular no 005/IRDA/F&A/CIR/MAY-09 requires disclosure as per given format in respect of penal actions taken by various Government Authorities.

S.No.	Authority	(₹ in Lacs)			
		Non-Compliance/ Violation	Penalty Awarded	Penalty Paid	Penalty Waived/ Reduced
1	Insurance Regulatory and Development Authority	-	-	-	-
2	Goods and Service Tax Authorities	-	-	-	-
3	Income Tax Authorities*	-	-	-	-
4	Any Other Tax Authorities	-	-	-	-
5	Enforcement Directorate / Adjudicating Authority / Tribunal or any Authority under FEMA	-	-	-	-
6	Registrar of Companies/ NCLT/ CLB/ Department of Corporate Affairs or any Authority under Companies Act, 2013	-	-	-	-
7	Penalty awarded by any Court/ tribunal for any matter including claim settlement but excluding Compensation	-	-	-	-
8	Securities and Exchange Board of India	-	-	-	-
9	Competition Commission of India	-	-	-	-
10	Any other Central/State/local Government/Statutory Authority	-	-	-	-

Schedules forming part of financial statements

32

Summary of Financial Statements:

(₹ in Lacs)

S.No.	Particulars	2022-23	2021-22	2020-21	2019-20	2018-19
OPERATING RESULTS						
1	Gross Direct Premium	514,153	388,091	255,975	240,901	184,327
2	Net Earned Premium Income	393,204	251,084	172,947	150,845	109,120
3	Income from Investments (net)	17,910	13,225	10,595	9,673	7,398
4	Other Income	-	-	-	-	-
5	Total Income	411,115	264,309	183,542	160,518	116,518
6	Commission (Net) - Including Brokerage	44,270	11,017	2,661	(2,217)	(3,142)
7	Operating Expenses	132,271	107,080	72,104	66,064	53,208
8	Net Incurred Claims	211,618	163,373	95,382	89,194	60,267
9	Premium Deficiency	-	(13,588)	11,142	2,446	-
10	Change in Unexpired Risk Reserve	65,884	57,758	25,136	11,757	17,455
11	Operating Profit/Loss *	22,957	(3,573)	2,253	5,032	6,185
NON-OPERATING RESULTS						
12	Total Income under Shareholders Account	9,841	5,128	5,296	1,557	(493)
13	Profit /(loss) before tax	32,798	1,555	7,549	6,589	5,692
14	Provision for Tax (Net of Mat Credit)	8,212	405	(2,674)	24	-
15	Profit/(Loss) after tax	24,586	1,150	10,223	6,565	5,692
Miscellaneous						
16	Policyholder's Account:					
	a) Total funds	315,513	246,044	172,517	123,405	102,322
	b) Total Investments					
	c) Yield on Investments	6.47%	6.68%	7.3%	8.2%	8.3%
17	Shareholder's Account:					
	a) Total funds	192,116	110,564	90,984	54,168	27,844
	b) Total Investments					
	c) Yield on Investments	6.97%	6.08%	6.8%	6.4%	7.8%
18	Paid Up Equity Capital	94,223	90,857	84,104	72,795	68,855
19	Net Worth	174,918	120,737	103,886	58,788	44,133
20	Total Assets(Net)	551,640	389,729	291,726	200,040	157,138
21	Yield on total investments	6.75%	6.59%	6.8%	7.8%	8.1%
22	Earning Per Share (₹)	2.65	0.13	1.26	0.93	0.87
23	Book value per Share (₹)	18.56	13.29	12.35	8.04	6.39
24	Total Dividend	-	-	-	-	-
25	Dividend Per share	-	-	-	-	-

* Does not include amounts transferred from shareholder's account

Schedules forming part of financial statements

33 Employee Stock Option Plan (ESOP)

Details of ESOPs that existed during the financial year

Employee Stock Option Scheme 2010

Series	Date of grant	Number Granted	Maximum term of options granted	Vesting Conditions	Exercise Price per option	Estimated fair value of share granted
Series-I	29-Dec-10	1,856,250	9 years from the date of vesting	20% on expiry of 12 months from grant date	10	10
Series-II	14-Mar-11	12,368,750		20% on expiry of 24 months from grant date		
Series-III	5-Aug-11	1,300,000		20% on expiry of 36 months from grant date 40% on expiry of 48 months from grant date		

Employee Stock Option Scheme 2014

Series	Date of grant	Number Granted	Maximum term of options granted	Vesting Period	Exercise Price per option	Estimated fair value of share granted
Series-I	28-Jul-14	9,575,000	9 years from the date of vesting	33% on expiry of 12 months from grant date 33% on expiry of 24 months from grant date 34% on expiry of 36 months from grant date	10.00	10.00
Series-II	27-Apr-15	7,780,000				
Series-III	4-Jul-15	1,983,500				
Series-IV	30-Sep-15	3,111,500				
Series-V	30-Nov-15	2,892,550				
Series-VI	2-Feb-16	2,224,080				
Series-VII	30-Mar-16	1,498,150				
Series-VIII	30-Jun-16	1,843,200				
Series-IX	3-Mar-17	633,600				
Series-X	31-Mar-17	861,120				
Series-XI	31-Jul-18	4,061,707				
Series-I	6-Nov-18	28,868,288	9 years from the date of vesting	33.33% on expiry of 12 months from grant date 33.33% on expiry of 24 months from grant date 33.34% on expiry of 36 months from grant date	21.85	21.85
Series-II	6-Nov-18	17,361,155			10.00	21.85
Series-III	7-Feb-19	243,160			10.00	26.10
Series-IV	28-Jun-19	584,584			34.31	34.31
Series-V	19-Nov-19	2,311,376			10.00	34.31
Series-VI	19-Nov-19	657,979			34.31	34.31
Series-VII - New	14-Aug-20	7,397,825			37.89	37.89
Series-VIII*	17-Jan-22	27,758,288	9 years from the date of vesting	1st vesting - 33.33% Upon completion of: (a) 1 (one) year from the date of grant; and (b) 1 (one) year from date on which the primary issue of minimum INR 250 Crores is completed by the Company ("Vesting Commencement Date") 2nd vesting - 33.33% Upon completion of: (a) 2 (two) years from the date of grant; and (b) 2 (two) years from the Vesting Commencement Date 3rd Vesting - Earlier of: (a) 5 (five) years from the grant date of the Options to the REL Employee; or (b) the Listing. Notwithstanding anything contained in above vesting schedule, in the event of listing, vesting of all the restricted options shall be accelerated subject to the application terms of the ESOP schemes	45.32	45.32

* Options pertains to Religare Enterprises Limited Employees.
Original grant of 27,758,288 options was made on 17th Jan, 2022. Out of this grant, 22,711,327 options were re-granted on 13th June 2022.

CEO Scheme 2014

Series	Date of grant	Number Granted	Maximum term of option granted	Vesting Conditions	Exercise Price per option	Estimated fair value of share granted	
Category-1 (in lieu of surrender of Options granted under 2010 Scheme)	28-Jul-14	2,000,000	9 years from the date of vesting	100% on expiry of 12 months from grant date			
Category-1 (new Grant)	28-Jul-14	2,285,714		33% on expiry of 12 months from grant date			
Category-2	28-Jul-14	1,331,250		33% on expiry of 24 months from grant date			
Category-3	28-Jul-14	7,500,000		34% on expiry of 36 months from grant date			
Category-1 (new Grant)	27-Apr-15	1,714,286		100% on expiry of 12 months from grant date	31 Mar'16		
Category-2	27-Apr-15	668,750		33% on expiry of 12 months from grant date			
Category-3	27-Apr-15	4,500,000		33% on expiry of 24 months from grant date			
Category-1 (new Grant)	4-Jul-15	428,571		34% on expiry of 36 months from grant date			
Category-2	4-Jul-15	-		100% on expiry of 12 months from grant date	April 27, 2016		
Category-3	4-Jul-15	857,143		33% on expiry of 12 months from grant date			
Category-1 (new Grant)	30-Sep-15	428,571		33% on expiry of 24 months from grant date			
Category-2	30-Sep-15	-		34% on expiry of 36 months from grant date			
Category-3	30-Sep-15	857,143		100% on expiry of 12 months from grant date	September 30, 2016		
Category-1 (new Grant)	30-Nov-15	428,571		33% on expiry of 12 months from grant date		10.00	10.00
Category-2	30-Nov-15	-		33% on expiry of 24 months from grant date			
Category-3	30-Nov-15	857,143		34% on expiry of 36 months from grant date			
Category-1 (new Grant)	2-Feb-16	428,571		100% on expiry of 12 months from grant date	November 30, 2016		
Category-2	2-Feb-16	-		33% on expiry of 12 months from grant date			
Category-3	2-Feb-16	857,143		33% on expiry of 24 months from grant date			
Category-1 (new Grant)	30-Mar-16	428,571		34% on expiry of 36 months from grant date	February 2, 2017		
Category-2***	30-Mar-16	714,285		33% on expiry of 12 months from grant date			
Category-3	30-Mar-16	857,143		33% on expiry of 24 months from grant date			
Category-1 (new Grant)	30-Jun-16	407,143		34% on expiry of 36 months from grant date	March 30, 2017		
Category-2	30-Jun-16	-		100% on expiry of 12 months from grant date			
Category-3	30-Jun-16	814,286		33% on expiry of 12 months from grant date			
Category-1 (new Grant)	3-Mar-17	162,297		33% on expiry of 24 months from grant date			
Category-2	3-Mar-17	-		34% on expiry of 36 months from grant date			
Category-3	3-Mar-17	324,593		100% on expiry of 12 months from grant date	March 30, 2018		
Category-1 (new Grant)	31-Mar-17	245,145		33% on expiry of 12 months from grant date			
Category-2	31-Mar-17	271,529		33% on expiry of 24 months from grant date			
Category-3	31-Mar-17	490,291		34% on expiry of 36 months from grant date			
Category-1 (new Grant)	31-Jul-18	471,130		100% on expiry of 12 months from grant date	March 31, 2018		
Category-2	31-Jul-18	157,043				10.00	21.85
Category-3	31-Jul-18	942,259					
Series-I	6-Nov-18	13,224,900	33.33% on expiry of 12 months from grant date		21.85	21.85	
Series-II	6-Nov-18	15,561,816	33.33% on expiry of 24 months from grant date		10.00	21.85	
Series-III	7-Feb-19	224,463	33.34% on expiry of 36 months from grant date		10.00	26.10	
Series-IV	28-Jun-19	539,618	33.33% on expiry of 12 months from grant date		34.31	34.31	
Series-V	19-Nov-19	2,162,040	33.33% on expiry of 24 months from grant date		34.31	34.31	
Series-VI - New	13-Jul-20	3,509,002	33.34% on expiry of 36 months from grant date	November 6, 2021	37.89	37.89	
Series-VII - New	13-Jul-20	7,015,898	100% on expiry of 12 months from grant date		37.89	37.89	
Series-VIII - New	13-Jul-20	16,633,239	33.33% on expiry of 12 months from grant date		37.89	37.89	
Series-IX - New	14-Aug-20	6,710,402	33.33% on expiry of 24 months from grant date				
			33.34% on expiry of 36 months from grant date		37.89	37.89	

Note 1: All the grants mentioned above to be settled in equity only.

Schedules forming part of financial statements

Summary of Status of Company's ESOP Schemes

Particulars	As at	As at
	31.03.2023	31.03.2022
Number of Options Outstanding at the beginning of the Financial year	61,451,006	101,281,423
Add: Issued During the financial year	-	27,758,288
Less: Cancellation of Options due to resignations / surrender 2022-23	525,679	63,165
Less: Options Exercised during the year	8,572,871	67,525,540
Options outstanding at the end of year	52,352,456	61,451,006
Exercisable at the end of the financial year	14,690,895	11,223,468

For options outstanding, the exercise price ranges between Rs.10 to Rs.45.32 and weighted average remaining contractual life of these grants ranges between 8 to 13 years.

The weighted average price of options exercised during the year ended on 31st March, 2023 is Rs.23.04

Key Assumptions used to estimate the fair market value of options granted during the financial year 2022-23 are as below:

The fair value of equity shares of the company for the purpose of computing compensation cost of ESOP's. has been calculated by taking weighted average of fair values arrived at by using income approach methodology and market approach methodology.

The Company follows the intrinsic method for computing the compensation cost, for options granted under the scheme(s). The difference between the fair value and the grant price, being the compensation cost is recognized as deferred stock option expense and is charged to Revenue Account and Profit and Loss Account on straight line basis over the vesting period of options.

Had the Company followed fair value method based on Black-Scholes model valuing its options, compensation cost for the year ended would have been higher by Rs. 201,531 thousand (March 31, 2022: Rs. 195,916 thousand) and the profit after tax would have been lower by Rs.147,741 thousand (March 31, 2022: Rs. 146,609 thousand) and the Company's basic and diluted earnings per share would have been Rs. 2.49 (March 31, 2022: Rs. 0.04) and Rs. 2.48 (March 31, 2022: Rs. 0.04) respectively.

34 Corporate Social Responsibility:

During the year ended March 31, 2023 the Company has incurred expenditure towards CSR activities which are as below:

- (a) Gross amount required to be spent by the company during the year was Rs.10,461 thousands [previous year: Rs. 13,214 thousands]
(b) Amount approved by the Board to be spent during the year Rs. Rs.10,461 thousands (previous year: Rs. 13,214 thousands)

(Rs. in 000's)

Particulars	For the Year ended 31.03.2023	For the Year ended 31.03.2022
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above		
(a) Renovation, upgradation and maintenance of primary school in Nandgaon, Dist. Mathura, Uttar Pradesh	-	4,884
(c) Renovation, upgradation and maintenance of Prem Mahavidyalaya, Mathura, Uttar Pradesh	5,754	77
(d) Payment of honorarium and other expenses of the Asha School run by Army Wives Welfare Associations (AWWA)	2,091	-

Details of ongoing projects and total amount transferred to Unspent CSR Account as per Section 135(6)

Liability Year	Opening Balance		Amount required to be spent during the year	Amount spent during the year		Closing Balance	
	With Company	Separate CSR Unspent A/c		From Company's bank A/c	From Separate CSR Unspent Account	With Company	In Separate CSR Unspent Account
2021-22	-	8,253	-	-	4,979	-	3,274
2022-23	-	-	10,461	7,845	-	-	2,616

Note: The unspent amount for FY 2022-23 will be transferred to unspent CSR account within 30 days from the end of the financial year, in accordance with the Companies Act, 2013 read with the CSR Amendment Rules.

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**Schedules forming part of financial statements****35 Accounting Ratios prescribed by the IRDA**

Performance Ratios	2022-23 (In Times / %)	2021-22 (In Times / %)
Gross Premium Growth Rate - Health	37%	48%
Gross Premium Growth Rate - PA	-17%	73%
Gross Premium Growth Rate - Travel	85%	175%
Gross Premium Growth Rate - Total	32%	52%
Gross Direct Premium to Net Worth	2.94	3.21
Growth Rate of Net Worth	45%	16%
Net Retention Ratio - Health	87%	76%
Net Retention Ratio - PA	94%	94%
Net Retention Ratio - Travel	95%	86%
Net Retention ratio - Total	88%	78%
Net Commission ratio - Health	9%	2%
Net Commission ratio - PA	15%	13%
Net Commission ratio - Travel	18%	12%
Net Commission Ratio - Total	10%	4%
Expenses of Management to Gross Direct Premium	40%	40%
Expenses of Management to Net Written Premium	38%	38%
Net Incurred claims to Net Earned Premium	54%	65%
Combined Ratio	92%	103%
Technical Reserves to Net Premium Ratio	0.61	0.66
Underwriting Balance Ratios	1%	-7%
Operating Profit Ratio	6%	-1%
Liquid Assets to Liability Ratio	0.21	0.33
Net Earning Ratio	5%	0%
Return on Net Worth	14%	1%
Available Solvency Margin (ASM) to Required Solvency Margin (RSM) ratio	1.82	1.85
NPA Ratio	NA	NA

Note:-Ratios are calculated basis formulae described in Public Disclosures Guidelines issued by IRDAI vide circular reference no. IRDAI/F&A/CIR/MISC/256/09/2021 dated 30th September, 2021.

36 Following Expense has been booked for various activities being carried out by Statutory auditors (₹ '000)

Particulars	For the Year Ended 31st March 2023	For the Year Ended 31st March 2022
Statutory Audit Fees	4,100	3,800
Tax Audit & Certification	998	970
Out of Pocket Expenses	233	225
Total	5,331	4,995

Schedules forming part of financial statements

- 37 Reinsurance ceded premium in Treaties with Net Premium rate (Net of Commission and Expense) is calculated by applying risk proportion on gross written premium. Difference between treaty rate and rate as arrived by applying risk proportion is recognised as Reinsurance Commission.
- 38 **Provision for Free Look period**
 The provision for free look period is duly certified by the appointed actuary.
- 39 **Fair Value Change Account**
 Fair Value Change Account represents unrealized gains or losses due to change in fair value of listed equity shares (including Perpetual Bond) and mutual fund units outstanding at the close of the year.
- 40 **Allocation of Investment Income**
 Investment income is recognized in Profit & Loss Account and Revenue account based on income generated against investments representing securities in policyholder and shareholder's fund.
- 41 **Disclosure of Fire and Marine Revenue accounts:**
 As the Company operates in single insurance business class viz. Health Insurance Business, the reporting requirements as prescribed by IRDA with respect to presentation of Fire and Marine Insurance revenue accounts are not applicable.
- 42 **Basis of Amortization of Debt Securities**
 Accretion of discount and amortization of premium relating to debt securities is recognized over the holding/maturity period on a straight line basis and is recognized in the Revenue or Profit & Loss Account.
- 43 There is no other additional material information required to be disclosed pursuant to the provisions of the Companies Act 2013, The Insurance Act 1938, the insurance Regulatory and Development Authority Act 1999 and applicable regulation / circular / Orders etc.
- 44 In the opinion of the management, the value of assets other than property, plant & equipment, intangible assets and investments, on realization in the ordinary course of business, will not be less than the value at which these are stated in the Balance Sheet and that all the liabilities including known, ascertained and as estimated by the management and all the accrued income and expenses relating to the year/s ended on 31st March, 2023, have been duly provided / accounted for in these Accounts.
- 45 The figures have been rounded off to the nearest thousand, and the Previous year's figures have been regrouped / reclassified in the respective schedules and notes, wherever necessary to conform to the current year's classifications.

For Nangia & Co LLP
 Chartered Accountants
 Firm Regn No. : 002391C/N500069

For S.P. Chopra & Co.
 Chartered Accountants
 Firm Regn No. : 000346N

For and on behalf of Board of Directors

Dr. Rashmi Saluja
 Non-Executive Chairperson
 (DIN 01715298)

Anuj Gulati
 Managing Director & CEO
 (DIN 00278955)

Vikas Gupta
 Partner
 Membership No. : 076879

Gautam Bhutani
 Partner
 Membership No. : 524485

Malay Kumar Sinha
 Non-Executive
 Independent Director
 (DIN 08140223)

Pankaj Gupta
 Chief Financial Officer

Place: Gurugram
 Date: 27th April, 2023

Yogesh Kumar
 Company Secretary

Ambrish Jindal
 Head-Finance & Accounts

Care Health Insurance Limited

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Management Report

In accordance with the provisions of the Insurance Regulatory and Development Authority (IRDA) (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations, 2002 (the Regulation) Management Report is submitted for the year ended 31st March 2023 :

1. Section 3A of the Insurance Act, 1938 has been amended by the Insurance Laws (Amendment) Act, 2015 to remove the process of annual renewal of the Certificate of Registration issued to Insurers under Section 3 of the Insurance Act, 1938 (amended by the Insurance Laws (Amendment) Act, 2015). However, it has been stated that Insurers shall continue to pay such annual fee as may be prescribed by the Regulations. Insurance Regulatory Development Authority of India ("IRDAI") in line with the above amendment issued a general circular stating that Certificate of Registration of the Insurers renewed in 2014, expiring in March 2015, shall continue to be in force from April 1, 2015 subject to payment of renewal fee. It is confirmed that renewal fees for FY 2023-24 has been paid.
2. It is certified that all the dues payable to the statutory authorities up to 31st March 2023 have been duly paid.
3. It is confirmed that the shareholding pattern during the year ended 31st March 2023 is in accordance with the statutory and regulatory requirements.
4. It is hereby declared that management has not directly or indirectly invested outside India the funds of the holders of policies issued in India.
5. The Company is maintaining the Control Level of Solvency as required under the Insurance Act, 1938 (amended by the Insurance Laws (Amendment) Act, 2015) and the relevant Regulation as prescribed by the IRDAI.
6. It is certified that the values of all the assets have been reviewed on the date of Balance Sheet and in management's belief, the assets set forth in the Balance sheet are shown in the aggregate at amounts not exceeding their realizable or market value under the heading – "Loans", "Investments", (wherever applicable) "Agents Balances", "Outstanding Premiums", "Interest, Dividend and Rents Outstanding", "Interest", "Dividends and Rents accruing but not due", "Amounts due from other persons or Bodies carrying on insurance business", "Sundry Debtors", "Bills Receivable", "Cash" and several items specified under "other Accounts".
7. The Investment Risk is managed by creating a portfolio of different asset classes and of varied maturities so as to spread the risk across a wide category of Investee companies. The Company has constituted an Investment Committee, which acts as the policy making body for the Investment operations. The Investment Committee lays down various internal policies and norms governing the functioning of the Investment Department. The Investment Committee periodically discusses the Investment strategy, portfolio structures, performance of the portfolio and related issues. The Investment policy is reviewed regularly in order to align the same with the Company business plans.

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8. It is confirmed that there were no operations of the Company outside India during the year ended 31st March 2023.

9. Ageing of claims outstanding and trends in settlement of claims are given below:-

a) Details of Claims Outstanding during the preceding five years

Period	2022-23		2021-22		2020-21		2019-20		2018-19	
	No. of Claims	₹ in Lakhs	No. of Claims	₹ in Lakhs	No. of Claims	₹ in Lakhs	No. of Claims	₹ in Lakhs	No. of Claims	₹ in Lakhs
30 Days	23,402	25,641	13,415	17,274	8,996	9,713	4,825	6,576	1,458	3,842
30 Days to 6 Months	-	-	4,685	4,380	6,101	8,920	2,599	2,846	3,477	4,035
6 Months to 1 Year	-	-	-	-	-	-	844	1,544	658	1,249
1 Year to 5 Years	-	-	-	-	-	-	-	-	-	-
5 Years and Above	-	-	-	-	-	-	-	-	-	-
Total	23,402	25,641	18,100	21,655	15,097	18,634	8,268	10,966	5,593	9,126

Note:

i. All Cashless Claims Outstanding are shown in settled as the Customer has already availed the service and the payment will be done to the hospital according to the terms of the Agreement, reimbursement are part of above summary report.

ii. Amount excluding IBNR provisions, amounts payable to third party administrators.

b) Details of Average Claim Settlement time for the preceding five years

	2022-23		2021-22		2020-21		2019-20		2018-19	
	No. of claims settled	Average time	No. of claims settled	Average time	No. of claims settled	Average time	No. of claims settled	Average time	No. of claims settled	Average time
Cashless (Approved)	457,160	01 Hour 45 Min	329,852	01 Hour 35 Min	202,739	01 Hour 40 Min	891,951	01 Hour 25 Min	567,548	01 Hour 50 Min
Reimbursement (Settled)	254,280	07 Days	201,700	06 Days	89,020	06 Days	91,697	05 Days	81,065	06 Days
Total	711,440		531,552		291,759		983,648		648,613	

Note: All Cashless Claims Outstanding are shown in settled as the Customer has already availed the service and the payment will be done to the hospital according to the terms of the Agreement.

10. As at 31st March 2023, the investments of the Company are mainly in Debt Securities, Bank Deposits, equity shares and Mutual Funds. As per the IRDA guidelines, all debt securities are considered as held to maturity and valued at historical cost subject to amortization, listed equity shares at market

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value and Mutual Fund investments are stated at their fair value, being the closing Net Asset Value as at balance sheet date and investments other than those mentioned above are valued at cost.

Further, the market value for debt securities as at 31st March 2023 has been calculated as per Fixed Income Money Market & Derivatives Association (FIMMDA) Yield curve and financial benchmark India Pvt. Ltd (FBIL).

11. Investments are in accordance with the Insurance Act, 1938 (amended by the Insurance Laws (Amendment) Act, 2015) and Investment Regulations, 2016. Investment Portfolio consists of Government Securities & State Government Securities (Sovereign Guarantee), Infrastructure Bonds, Housing Sector Bonds, Corporate Bonds, Liquid Mutual Funds, listed/unlisted equity shares and Deposits with various Scheduled Banks. There is no Non Performing Asset as at 31st March 2023.
12. In compliance with corporate governance guidelines for insurers in India 2016, below are disclosures as mandated by guidelines.

a. Financial and operating ratios:

Particulars	For the Year ended 31st March, 2023
Net Incurred Claims to Net Earned Premium ratio	54%
Net commission to Net written premium ratio	10%
Expense of Management to net Written Premium ratio	38%

Note: Ratios are calculated basis formulae described in Public Disclosures Guidelines issued by IRDAI vide circular reference no. IRDAI/F&A/CIR/MISC/256/09/2021 dated 30th September, 2021.

b. Solvency ratio:

	₹ Lakhs
Total Available Solvency Margin (ASM)	167,470
Total Required Solvency Margin (RSM)	91,818
Solvency Ratio (Total ASM/Total RSM)	1.82

Note: Solvency Ratio is calculated basis formulae prescribed in IRDAI (Assets, Liabilities, and Solvency Margin of General Insurance Business) Regulations, 2016

c. Financial performance :

Particulars	For the Year ended 31st March, 2023
Gross Premium Growth Rate	32%
Growth rate of Net Worth	45%
Net worth as on 31 st March 23	174,917 Lakhs

Note: Ratios are calculated basis formulae described in Public Disclosures Guidelines issued by IRDAI vide circular reference no. IRDAI/F&A/CIR/MISC/256/09/2021 dated 30th September, 2021.

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d. Risk Management architecture

The company has a Board Approved Risk Policy which acts as a framework for the companies Risk Architecture and Framework. There are regular reviews at a Functional level to monitor the Risks defined at each Function/Process and corrective steps are immediately taken. The company has A Risk Committee as a part of its Board Committees which on a quarterly basis reviews the Risk Policy, Effectiveness of the Risk Management System and the Exposure to Key Risks that the company is exposed to.

e. Details of number of claims intimated, disposed off and pending :

Claims Experience	Health	Overseas Travel	Personal Accident	Total
Claims O/S at the beginning of the period	15,598	1671	831	18,100
Claims Reported during the period	782,784	4,749	7,965	795,498
Claims Settled during the period	703,036	2,254	6,150	711,440
Claims Repudiated during the period	74,907	2,055	1,794	78,756
Claims Closed during the period	-	-	-	-
Claims O/S at End of the period *	20,439	2,111	852	23,402
Less than 3 months	20,439	2,111	852	23,402
3 months to 6 months				
6 months to 1 year				
1 year and above				

* All Cashless Claims Outstanding are shown in settled as the Customer has already availed the service and the payment will be done to the hospital according to the terms of the Agreement

f. Elements of remuneration package (including incentives) of MD & CEO and all other Key Management Persons

Particulars	(₹ Lakhs)
	As at 31.03.2023
Salaries & Allowances	1,851
Contribution to Provident and other funds	94
Perquisites and others	51

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g. Payments made to group entities from policyholders funds

(₹ Lakhs)

S. No	Name of the Related Party	Nature of Relationship with the Company	Description of Transactions / Categories	As at 31st March 2023
1	Religare Enterprises Limited	Holding Company	Expense Reimbursement to Religare Enterprises Limited	91
2	Religare Broking Limited	Fellow Subsidiary	Commission Expenses	369

13. Payments made to companies and organizations in which directors are interested* are as under:

Name of the Director	Entity in which Director is interested	Interested As	Nature of Payment	Amount of payment during the financial year (₹ in Lakhs)
NIL				

* As defined under Section 2(76) of Companies Act, 2013 and applicable Rules thereof.

14. The Company has adopted a prudent investment policy with emphasis on optimizing return with minimum risk. Significant weighing of the assets has been made towards low risk investments such as Government Securities, Treasury bills and other good quality Debt instruments. All the investments have been duly serviced.

15. It is hereby confirmed:

- a. That the Financial Statements have been prepared in accordance with generally accepted accounting principles and policies, applicable accounting standards and current practices prevailing in the insurance industry and there are no material departures.

Unearned Premium Reserve (UPR) as per the option granted by IRDAI is being created at 50% of the net written premium of the preceding 12 months since 2017. The Company based on the industry trend, experience gained and based on expert opinion, on the policies where the premium is earned fully during the accounting period (on expired policies), no UPR is created.

Management have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the operating Profit or Loss of the Company for the year.

- b. That the management has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the applicable provisions of the Insurance Act 1938 (amended by the Insurance Laws (Amendment) Act, 2015) and Companies Act 2013 (erstwhile Companies Act 1956) for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

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- c. The IRDA vide circular under reference 100/2/Ind AS Mission-Mode/2022-23/1 dated July 14, 2022 has updated that International Accounting Standards Board (IASB) has notified the amended IFRS-17. In India IND AS 117 and effective date of implementation of IND AS is yet to be notified.
- d. That the management has prepared the financial statements on a going concern basis.
- e. That the management has ensured that the internal audit system is in commensurate with the size and nature of business and is operating effectively.
- f. That the Company has a separate function called Fraud and Risk Investigation, to safeguard the assets for preventing and detecting fraud and other irregularities.

For and on behalf of the Board of Directors

Dr. Rashmi Saluja
Non-Executive Chairperson
(DIN 01715298)

Anuj Gulati
Managing Director & CEO
(DIN 00278955)

Malaya Kumar Sinha
Non-Executive
Independent Director
(DIN 08140223)

Pankaj Gupta
Chief Financial Officer

Yogesh Kumar
Company Secretary

Ambrish Jindal
Head-Finance & Accounts

Place: Gurugram
Date: 27th April, 2023

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Care Health Insurance Limited

Registered Office: 5th Floor, 19 Chawla House, Nehru Place, New Delhi-110019.
Correspondence Office: Vipul Tech Square, Tower C, 3rd Floor, Golf Course Road,
Sector-43, Gurugram-122009 (Haryana) CIN: U66000DL2007PLC161503
IRDAI Registration Number - 148.

REACH US ●



Care Health-
Customer App



WhatsApp
8860402452

Self Help Portal:

www.careinsurance.com/self-help-portal.html

Submit Your Queries/Requests:

www.careinsurance.com/contact-us.html