



NOTICE

NOTICE is hereby given that the **Extra-ordinary General Meeting (CHIL GM NO. 02/2023-2024)** of Care Health Insurance Limited will be held on Thursday, March 14, 2024 at 11:00 A.M. through Video Conferencing to transact the following business:

SPECIAL BUSINESS:

1. TO CONSIDER AND APPROVE THE REMUNERATION OF THE MANAGING DIRECTOR & CEO

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

A. REMUNERATION - FIXED PAY

“RESOLVED THAT in supersession to resolution no. 3 passed at the Annual General Meeting of the Company held on September 14, 2023 and pursuant to the provisions of Section 34A and other applicable provisions, if any, of the Insurance Act, 1938, applicable provisions of the Companies Act, 2013 and the rules made thereof, circulars and guidelines (including but not limited to the Guidelines on Remuneration of Directors and Key Managerial Persons of Insurers dated June 30, 2023) issued by Insurance Regulatory and Development Authority of India (“IRDAI”) from time to time (including any amendment, variation, statutory modifications or re-enactment thereof for the time being in force), applicable provisions of the Articles of Association of the Company, other requisite approval(s) or sanction(s) as may be required and in accordance with the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to the approval of IRDAI, the consent of the Shareholders be and is hereby accorded to revise 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. 11,00,652/- 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

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



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3. Car EMI: NIL
4. Group Mediciam Coverage: Rs. 2,500/- 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 Mediciam 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 Mr. Pankaj Gupta, Chief Financial Officer and/or Head-HR be and are hereby severally authorized to issue letters to Mr. Anuj Gulati, Managing Director & CEO and to do all such acts things and deeds as may be deemed necessary to give effect to this 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, IRDAI, 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.”

B. REMUNERATION – VARIABLE PAY (NON- CASH COMPONENT)

“RESOLVED THAT pursuant to the provisions of Section 34A and other applicable provisions, if any, of the Insurance Act, 1938, applicable provisions of the Companies Act, 2013 and the rules made thereof, circulars and guidelines (including but not limited to the Guidelines on Remuneration of Directors and Key Managerial Persons of Insurers dated June 30, 2023,) issued by Insurance Regulatory and Development Authority of India (“IRDAI”) from time to time (including any amendment, variation, statutory modifications or re-enactment thereof for the time being in force), applicable provisions of the Articles of Association of the Company and other requisite approval(s) or sanction(s) as may be required, in accordance with the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to the approval of IRDAI, the consent of the Shareholders be and is hereby accorded to grant upto 12,36,221 Phantom Stocks of the Company (in addition to Cash Variable Pay) to Mr. Anuj Gulati, Managing Director & CEO.

RESOLVED FURTHER THAT Mr. Pankaj Gupta, Chief Financial Officer and/or Head-HR be and are hereby severally authorized to issue grant letters to Mr. Anuj Gulati and to do all such acts, things and deeds as may be deemed necessary to give effect to this resolution.



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RESOLVED FURTHER THAT Mr. Pankaj Gupta, Chief Financial Officer, HR- Head, 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, IRDAI, 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.”

Place: Gurugram

Date: February 05, 2024

**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, General Circular No. 2/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as "**MCA Circulars**") issued by the Ministry of Corporate Affairs ("**MCA**"), permitted companies to conduct the Extraordinary General Meeting through Video Conferencing / Other Audio Visual Means ("**VC**" / "**OAVM**") till September 30, 2024, without the physical presence of members at a common venue. Hence, in accordance with the Circulars, provisions of the Companies Act, 2013 ("**the Act**"), the Extra-ordinary General Meeting ("**EGM / Meeting**") of the Company is being held through VC /OAVM on Thursday, March 14, 2024 at 11:00 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 EGM has been uploaded on the website of the Company at www.careinsurance.com and is also available on the website of e-voting agency at <https://evoting.kfintech.com>.
3. Members who have not registered their e-mail address are requested to register the same in respect of shares held in demat 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 business to be transacted at the EGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to secretarial@careinsurance.com.
5. As per the provisions under the MCA Circulars, Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Also, in terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the EGM.
6. Since the EGM will be held through VC/OAVM facility, the attendance slip, proxy form and Route Map are not annexed to this Notice.
7. Pursuant to the provisions of Section 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the EGM through e-voting facility during the EGM.
8. The Company has enabled the Members to participate at the EGM through the VC facility provided by KFin Technologies Limited, Registrar and Share Transfer Agents. The instructions for participation by Members are given in the subsequent paragraphs. Participation at the EGM through VC shall be allowed on a first-come-first-served basis.



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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, Registrars and Transfer Agent (hereinafter called "**KFintech**"), for conducting the EGM and for voting through remote e-voting or through e-voting at the EGM. The procedure for participating in the meeting through VC/ OAVM is explained in these notes and is also available on the website of the Company at www.careinsurance.com.
11. Members may note that the VC/OAVM facility, provided by KFintech, allows participation of at-least 1,000 Members on a first-come-first-served basis. The Large Shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the EGM without any restriction on account of 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 EGM and shall be kept open throughout the proceedings of the EGM. The meeting may be joined by following the procedure mentioned in the Notice.
13. Pursuant to the provisions of the MCA Circulars on convening EGM through VC / OVAM:
 - a. Members can attend the meeting through log in credentials provided to them to connect to Video Conference. Physical attendance of the Members at the Meeting venue is not required.
 - b. Facility for appointment of proxy to attend and cast vote on behalf of the member is not available.
 - c. Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate Members are required to access the link <https://evoting.kfintech.com> and upload a certified copy of the Board resolution authorizing their representative to attend the EGM through VC and vote on their behalf. Institutional investors are encouraged to attend and vote at the meeting through VC.
14. **Remote e-voting:** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings ("**SS-2**") issued by the ICSI and the MCA Circulars, the Company is providing facility to its Members to exercise their right to vote on the resolution proposed to be passed at the EGM through **remote e-voting** facility.
15. **Voting at the EGM:** Members who could not vote through remote e-voting may avail the e-voting facility which will be made available at the Meeting ("**e-voting**") by KFintech. Kindly note that the Members who have casted their vote by remote e-voting prior to the EGM may also join the EGM through VC but shall not be entitled to cast their vote again.
16. In case of joint holders attending the EGM, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.



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17. The institutional members are encouraged to attend and vote at the EGM.
18. The Company has appointed Mr. Kundan Agrawal (Membership No. F7631 & Certificate of Practice No. 8325), Proprietor, M/s Kundan Agarwal & Associates Practicing Company Secretary [FRN: S2009DE113700] to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
19. The Scrutinizer shall, immediately after the conclusion of e-voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 3 (three) days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized 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 resolution, if passed by requisite majority, shall be deemed to have been passed on the date of the EGM i.e. Thursday, March 14, 2024.
21. The copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which Directors are interested will be available electronically for inspection by the members during the EGM.
22. The Company has designated an exclusive Email ID secretarial@careinsurance.com for redressal of shareholders complaints/grievances. For any investor related queries, you are requested to please write to us at the above Email ID.



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

Item no. 1

Mr. Anuj Gulati is Graduate in Chemical Engineering from IIT, Delhi and 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" or "the Authority") had approved the appointment of Mr. Anuj Gulati for a period of five years w.e.f. April 26, 2020.

The members are apprised that based on the recommendations and approvals of the Nomination & Remuneration Committee and the Board of Directors ("the Board") at their respective meeting held on April 27, 2023, the shareholders, at the Annual General Meeting held on September 14, 2023 approved to revise the fixed pay 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.

Further, it is apprised that the Authority has issued the revised Guidelines on Remuneration of Directors and Key Managerial Persons of Insurers dated June 30, 2023 and mandated the insurers to align the remuneration of Managing Director & CEO in accordance with these guidelines effective from FY 2023-24.

The Company had filed an Application dated May 22, 2023 with the Authority; however, the Authority suggested filing revised application in accordance to the new guidelines.

In accordance to the aforesaid Guidelines, the annual remuneration of the Managing Director & CEO should be aggregate of Fixed Pay (including monetary and non-monetary perquisites) and Variable Pay, for a particular financial year. The Total Variable Pay should consist of cash and non-cash components.

In order to comply with the requirement of aforesaid guidelines, it is proposed to align the remuneration of the Managing Director & CEO as per the guidelines.

Also, the members are further informed that since the Company is unable to grant ESOPs, in the interim, it is proposed to grant Phantom Stocks for FY 2023-24 only in lieu of ESOPs.

The members are further apprised that the said Phantom Stocks for FY 2023-24 are granted in addition to the performance bonus (cash variable pay) which was approved by the Shareholders at the AGM held on September 14, 2023. It is also apprised that the resolution no. 4 which was passed by the Shareholders at the AGM held on September 14, 2023, for the payment of performance bonus (cash variable pay), is in subsistence and intact.



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In accordance to above and based on the recommendations and approvals of Nomination & Remuneration Committee and the Board as provided at their respective meeting held on February 05, 2024, it is recommended to the Shareholders to revise the fixed pay of Mr. Anuj Gulati, Managing Director & CEO to Rs. 3,84,34,116/- per annum with the effect from April 01, 2023 and to grant upto 12,36,221 Phantom Stocks (Variable Pay –non cash), as per the terms and conditions as mentioned in resolution at item no. 1. 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.

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 of India 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 50 years, is a Graduate in Chemical Engineering from IIT, Delhi and 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



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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 more than 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 more than 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.

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 EGM as per the Secretarial standards as on March 31, 2023

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| Name | Mr. Anuj Gulati |
| Age | 50 years |
| Qualifications | Graduate in Chemical Engineering from IIT, Delhi and 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. 1. 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 |



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| | • Dalmia Bharat Limited |
| Memberships/ Chairmanship of Committees of Others Boards | NIL |

All documents referred to in the Explanatory Statement and resolution shall be available for inspection electronically.

The Board recommends the Resolution at Item No. 1 of the accompanying Notice for approval of the Members of the Company as Special Resolution.

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.

Place: Gurugram
Date: February 05, 2024

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

Yogesh Kumar
Company Secretary



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

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

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

PROCEDURE AND INSTRUCTIONS FOR e-VOTING:

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

Pursuant to the provisions of section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies(Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to offer e-voting facility to members to exercise their votes electronically on the resolution set forth in the notice convening the EGM scheduled to be held on Thursday, March 14, 2024 at 11.00 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 EGM in a fair and transparent manner. In terms of the requirements of the Act and the rules made there under, the Company has fixed Thursday, March 07, 2024 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, March 07, 2024. The Company has engaged the services of KFin Technologies Limited (KFin) to provide VC facility, remote e-voting and voting in the EGM in a secure manner.

The remote e-voting facility begins on Monday, March 11, 2024 (09:00 A.M. IST) and ends on Wednesday, March 13, 2024 (5:00 P.M. IST). During this period, the members of the



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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 EGM:** Members who would like to express their views/raise questions may please log into <https://emeetings.kfintech.com> and click on "Post your queries" and post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email ID, mobile number. Please note that, questions will be answered only if the member continues to hold the shares as on cut-off date. The facility for posting questions will be open from Monday, March 11, 2024 at 9.00. A.M. (IST) till Tuesday, March 12, 2024 at 05.00 P.M. (IST).
- C. Registration as a speaker at the EGM:** Members who wish to speak at the EGM may log into <https://emeetings.kfintech.com> and click on the "Speaker Registration" icon by mentioning their name, demat account number/folio number, city, e-mail id and mobile number. The facility for registration as a speaker will be open from Monday, March 11, 2024 at 9.00. A.M. (IST) till Tuesday, March 12, 2024 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 EGM.

Instructions for e-voting:

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

For NSDL:

| Type of shareholders | Login Method |
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| 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 (i.e. your sixteen digit demat account number held with NSDL), |



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

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



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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. **7886** 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.
- 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 request letter providing the email address, mobile number, self-attested PAN copy and client master copy in case of electronic folio.
 - c. After receiving the e-voting instructions, please follow the steps from sl. no. (i) to sl. no. (xiii) in pt.1 to cast your vote by electronic means.

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

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

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

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

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



Other instructions:

- I. Members may refer to the Help & Frequently Asked Questions (FAQs) section of <https://evoting.kfintech.com/public/Faq.aspx> or write to them at evoting@kfintech.com or call KFin on & Toll-free No. 1-800-3094-001 for any technical assistance or support before or during the EGM.
- II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- III. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e., Thursday, March 07, 2024.
- IV. The members, whose names appear in the Register of Members / list of beneficial owners as on Thursday, March 07, 2024, being the cut-off date, are entitled to vote on the resolution 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 is cast by the member, the member shall not be allowed to change it subsequently.
- V. Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the notice to the members and holding shares as on the cut-off date, may obtain the login ID and password by sending a request to the email ID evoting@kfintech.com. However, if you are already registered with KFin for remote e-voting then member can use his/her existing user ID and password for casting your vote.
- VI. In case a person has become a member of the Company after dispatch of EGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - a) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399:
 1. Example for NSDL:
MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL:
MYEPWD <SPACE> 1402345612345678
 3. Example for Physical:
MYEPWD <SPACE> XXXX1234567890
 - b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the 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.



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- VII. Members who have casted their votes through remote e-voting may also attend the EGM. However, those members are not entitled to cast their vote again in the EGM.
- VIII. A member can opt for only one mode of voting, i.e., either through remote e-voting or voting at the EGM. Thus, voting facility at the EGM shall be used only by those who have not exercised their right to vote through remote e-voting.
- IX. The scrutiniser shall immediately after the conclusion of the voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a consolidated scrutiniser's report, 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 authorized 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 / authorized person.