



**CONSOLIDATED SCRUTINISER'S REPORT**

**(Pursuant to Section 108 of The Companies Act 2013 read with Companies (Management and Administration) Rules, 2014)**

To,  
**CARE HEALTH INSURANCE LIMITED**  
5th Floor, 19, Chawla House,  
Nehru Place, New Delhi –  
110019

For 15<sup>th</sup> Annual General Meeting held on 19<sup>th</sup> September 2022  
Through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)

**REPORT OF SCRUTINIZERS APPOINTED BY THE BOARD OF DIRECTORS FOR THE 15<sup>th</sup> ANNUAL GENERAL MEETING OF M/S CARE HEALTH INSURANCE LIMITED HELD ON MONDAY, THE 19<sup>TH</sup> DAY OF SEPTEMBER, 2022 AT 10:30 A.M.(IST) AND CONCLUDED ON 11:22 A.M. (IST)**

**A. APPOINTMENT**

1. I, Kundan Agrawal, Practicing Company Secretary having Membership No. 7631 and COP No. 8325, being appointed as scrutinizier by the board of directors of the company at their meeting held on 26<sup>th</sup> April 2022 for the purpose of Scrutinizing the remote e-voting process and e-voting conducted at the AGM in a fair and transparent manner.
2. My appointment as a Scrutinizer is under 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 ("the Rules");
3. My appointment as a Scrutinizer is also for ascertaining the requisite majority for the resolutions proposed in the Notice of AGM dated 04<sup>th</sup> June 2022 issued to the members of the company in accordance with the General Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021 and 02/2022 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 5<sup>th</sup> May 2020, 13<sup>th</sup> January 2021, 14<sup>th</sup> December 2021 and 05<sup>th</sup> May 2022 respectively issued by Ministry of Corporate Affairs, Government of India (MCA). The AGM was held through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) in compliance with the provisions of Act, and Rules made thereunder, read with the Circulars.

**B. MANAGEMENT'S RESPONSIBILITY**

The management of the Company is responsible to ensure the compliance with the requirements of:-

1. The Companies Act, 2013 and the Rules made thereunder;
2. The MCA circulars;

Relating to e-voting on the resolutions contained in the notice of AGM of Members of the company.

**C. SCRUTINIZER'S RESPONSIBILITY**

My responsibility as a scrutinizier for the e-voting process of voting through electronic means i.e. by remote e-voting and e-voting at the AGM is restricted to making a Scrutinizer's Report of the votes cast in "favour" or "against" the resolutions as stated in the said notice of AGM, based on the reports generated from the e-voting system provided by KFin Technologies Limited, Registrar and Share Transfer Agents (hereinafter to be known as "KFin"), authorized under the rules and engaged by the company to provide e- voting facilities for voting through electronic means i.e. by remote e-voting and e-voting at the AGM.



**D. CUT-OFF DATE**

1. The company has dispatched notice of AGM on 27<sup>th</sup> August 2022 to all the members by E-mail, whose names appeared on the Register of Members/ List of Beneficiaries as notified by KFin and also uploaded the Notice of AGM at their website ([www.careinsurance.com](http://www.careinsurance.com)).
2. The Company had provided the facility of voting on the Resolutions proposed in the notice of the AGM through electronic means i.e. by remote e-voting and e-voting at the AGM to persons who were members on the cut-off date of 12th September, 2022.

**E. REMOTE E-VOTING AND E-VOTING AT THE AGM**

1. In accordance with the Notice dated 04th June 2022 sent to the members, the remote E-voting commenced on Thursday, 15th September 2022, 09:00 a.m. and ended on Sunday, 18<sup>th</sup> September 2022, 5:00 p.m. The remote e-voting module was disabled by Kfin for voting thereafter.
2. In terms of the notice of AGM, members who were present in the AGM through VC/OAVM facility and had not cast their vote on the resolutions through remote e-voting were provided with the facility of e-voting at the AGM.
3. I have obtained a complete record of votes cast by remote e-voting and e-voting at the AGM from Kfin which was unblocked by me after 15 minutes from the conclusion of AGM in the presence of 2 (two) witnesses ACS Deepti Gupta and ACS Itisha Lunia who are not in the employment of the Company.
4. I will hand over report to the chairperson of the company who had authorized officiating Company Secretary to declare the results within 48 hours from the conclusion of the meeting and will upload the results over the website ([www.careinsurance.com](http://www.careinsurance.com)) of the company and on Kfin website ([www.evoting.kfintech.com](http://www.evoting.kfintech.com)).

**F. REPORT**

**Resolution No.** 1

**Nature of Resolution** Ordinary Resolution

**SUBJECT MATTER: To receive, consider and adopt the Audited Revenue Account, Profit & Loss Statement for the year ended March 31, 2022 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.**

Details of Voting	Assent (For) No. Shares of Face Value Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes	
	No. of Shareholders	% of total number of valid votes (E-voting + Poll)	No. of Shareholders	% of total number of valid votes (E-voting + Poll)	No. of Shareholders	% of total number of valid votes (E-voting + Poll)
By Remote E-Voting	25	744483125 (93.55%)	1	100 (0.00%)	0	0
By E- Voting at the AGM	1	51379052 (06.45%)	Nil	Nil	0	0
Consolidated Votes	26	795862177 (100%)	1	100 (0.00%)	0	0



Resolution No. 2

Nature of  
Resolution Ordinary Resolution

**SUBJECT MATTER: To appoint a director in place of Mr. Kartikeya Dhruv Kaji (DIN: 07641723) who retires by rotation and being eligible offers herself for re-appointment.**

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes	
	No. Shares of Face Value Rs. 10/- each		No. of votes	Ratio		
	No. of Shareholders	% of total number of valid votes (E-voting + Poll)	No. of Shareholders	% of total number of valid votes (E-voting + Poll)	No. of Shareholders	% of total number of valid votes (E-voting + Poll)
By Remote E-Voting	25	744483125 (93.55%)	1	100 (0.00%)	0	0
By E- Voting at the AGM	1	51379052 (06.45%)	Nil	Nil	0	0
Consolidated Votes	26	795862177 (100%)	1	100 (0.00%)	0	0

Resolution No. 3

Nature of  
Resolution Ordinary Resolution

**SUBJECT MATTER: To consider and approve the appointment of M/s Nangia & Co. LLP (Reg No. 002391C/ N500069) as the Statutory Auditors along with remuneration**

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes	
	No. Shares of Face Value Rs. 10/- each		No. of votes	Ratio		
	No. of Shareholders	% of total number of valid votes (E-voting + Poll)	No. of Shareholders	% of total number of valid votes (E-voting + Poll)	No. of Shareholders	% of total number of valid votes (E-voting + Poll)
By Remote E-Voting	24	744482575 (93.54%)	2	650 (0.01%)	0	0
By E- Voting at the AGM	1	51379052 (6.45%)	Nil	Nil	0	0
Consolidated Votes	25	795861627 (99.99%)	2	650 (0.01%)	0	0



Resolution No. 4

Nature of Resolution Ordinary Resolution

**SUBJECT MATTER: To consider and approve the re-appointment of M/s S.P. Chopra & Co. (Registration No. 000346N), statutory auditor along with remuneration.**

Details of Voting	Assent (For) No. Shares of Face Value Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes	
	No. of Shareholders	% of total number of valid votes (E-voting + Poll)	No. of Shareholders	% of total number of valid votes (E-voting + Poll)	No. of Shareholders	% of total number of valid votes (E- voting + Poll)
By Remote E-Voting	24	744482575 (93.54%)	2	650 (0.01%)	0	0
By E-Voting at the AGM	1	51379052 (6.45%)	Nil	Nil	0	0
Consolidated Votes	25	795861627 (99.99%)	2	650 (0.01%)	0	0

Resolution No. 5

Nature of Resolution Special Resolution

**SUBJECT MATTER: Remuneration of Mr. Anuj Gulati, Managing Director & CEO of the company.**

Details of Voting	Assent (For) No. Shares of Face Value Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes	
	No. of Shareholders	% of total number of valid votes (E-voting + Poll)	No. of Shareholders	% of total number of valid votes (E-voting + Poll)	No. of Shareholders	% of total number of valid votes (E- voting + Poll)
By Remote E-Voting	24	744475125 (93.53%)	2	8100 (0.02%)	0	0
By E-Voting at the AGM	1	51379052 (6.45%)	Nil	Nil	0	0
Consolidated Votes	25	795854177 (99.98%)	2	8100 (0.02%)	0	0



Resolution No. 6

Nature of Resolution Special Resolution

**SUBJECT MATTER: Performance Bonus (Total Variable Pay) of Managing Director & CEO of the company.**

Details of Voting	Assent (For) No. Shares of Face Value Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes	
	No. of Shareholders	% of total number of valid votes (E-voting + Poll)	No. of Shareholders	% of total number of valid votes (E-voting + Poll)	No. of Shareholders	% of total number of valid votes (E- voting + Poll)
By Remote E-Voting	23	744474575 (93.53%)	3	8650 (0.02%)	0	0
By E-Voting at the AGM	1	51379052 (6.45%)	Nil	Nil	0	0
Consolidated Votes	24	795853627 (99.98%)	3	8650 (0.02%)	0	0

Resolution No. 7

Nature of Resolution Special Resolution

**SUBJECT MATTER: Modification to the resolution No. 3 as passed by the shareholders in their Extra ordinary General meeting Held on December 28, 2021**

Details of Voting	Assent (For) No. Shares of Face Value Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes	
	No. of Shareholders	% of total number of valid votes (E-voting + Poll)	No. of Shareholders	% of total number of valid votes (E-voting + Poll)	No. of Shareholders	% of total number of valid votes (E- voting + Poll)
By Remote E-Voting	23	744474575 (93.54%)	2	650 (0.01%)	0	0
By E-Voting at the AGM	0	0 (0.00%)	1	51379052 (6.45%)	0	0
Consolidated Votes	23	744474575 (93.54%)	3	51379702 (06.46%)	0	0

\*\*1 shareholder having 8000 share was abstained from voting on this resolution.



**\*\* The current paid-up capital of the company is Rs. 914,50,93,590 divided into 91,45,09,359 equity shares of Rs. 10 each, out of which 27 shareholders holding 79,58,62,277 shares have casted their votes for the aforesaid resolutions, which amounts to 87.03% of the total equity shares.**

---

All the resolutions were passed by requisite majority.

Counter Signed by

\_\_\_\_\_  
Authorised Person



Thanking You,  
Yours faithfully

**KUNDAN AGRAWAL & ASSOCIATES**



**Kundan Agrawal**  
**Company Secretary**  
**Membership No.: F7631**  
**C P No 8325**  
**UDIN: - F007631D001006838**

**Place: New Delhi**  
**Date: 20/09/2022**