



## Kundan Agrawal & Associates

Company Secretaries

Phone: 91-11-43093900

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### 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  
5<sup>th</sup> Floor, 19, Chawla House,  
Nehru Place, New Delhi-110019

For 17<sup>th</sup> Annual General Meeting (AGM) held on 30<sup>th</sup> September 2024  
Through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)

REPORT OF SCRUTINIZERS APPOINTED BY THE BOARD OF DIRECTORS FOR THE 17<sup>TH</sup> ANNUAL GENERAL MEETING OF CARE HEALTH INSURANCE LIMITED HELD ON MONDAY, THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2024 AT 10:30 A.M.(IST) AND CONCLUDED AT 11:12 A.M. (IST)

#### A. APPOINTMENT

1. I, Kundan Agrawal, Practicing Company Secretary, having Membership No. 7631 and COP No. 8325, being appointed as scrutinizer by the Board of Directors of the Company at its meeting held on September 05, 2024 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 ("the Rules") as amended.
3. My appointment as a Scrutinizer is also for ascertaining the requisite majority for the resolutions proposed in the Notice of AGM dated September 05, 2024 issued to the Members of the Company in accordance to 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, 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"). 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.



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### C. SCRUTINIZER'S RESPONSIBILITY

My responsibility as a Scrutinizer 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 September 07, 2024 to all the Members by e-mail, whose names appeared in the Register of Members/ List of Beneficiaries as notified by KFin and also uploaded the Notice of AGM at its website [[www.careinsurance.com](http://www.careinsurance.com)].
2. The Company has 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 i.e. September 23, 2024.

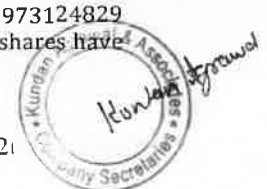
### E. REMOTE E-VOTING AND E-VOTING AT THE AGM

1. In accordance with the Notice dated September 05, 2024 sent to the Members, the remote e-voting commenced on Friday, September 27, 2024 from 09:00 a.m. and ended on Sunday, September 29, 2024 at 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 at 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 Company Secretary who has been authorized by the Chairperson of the Company to declare the results not later than three (3) days of 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 the website of Kfin ([www.evoting.kfintech.com](http://www.evoting.kfintech.com)).

### F. REPORT:

The current paid-up capital of the Company is Rs. 9,731,248,290 divided into 973124829 equity shares of Rs. 10 each, out of which 47 shareholders holding 817753787 shares have

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cast their votes for the below resolutions, which amounts to 84.03% of the total equity shares. Accordingly, all the resolutions were passed by requisite majority.





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| Resol<br>ution<br>no. | Nature of<br>Resolution        | Subject Matter  | Type of voting                | Assent (For)               |  | Dissent (Against)      |  | Abstained / Invalid<br>Votes |   |
|-----------------------|--------------------------------|---|-------------------------------|----------------------------|--|------------------------|--|------------------------------|---|
|                       |                                |   |                               | No. of<br>Sharehold<br>ers | % of total<br>Number of valid<br>votes | No. of<br>Shareholders | % of total<br>number of<br>valid votes | No. of<br>Sharehol<br>ders   | % of total<br>number<br>of valid<br>votes |
| 1                     | <b>Ordinary<br/>Resolution</b> | To receive, consider and adopt the Audited Revenue Account, Profit & Loss Statement of the Company for the financial year ended March 31, 2024 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon | By Remote E-Voting            | 40                         | 766362442<br>(93.72%)                  | 2                      | 200<br>(00.00%)                        | 0                            | 0   |
|                       |                                |   | By E-Voting at the AGM        | 4                          | 51389560<br>(06.27%)                   | 1                      | 1585<br>(00.01%)                       | 0                            | 0   |
|                       |                                |   | <b>CONSOLIDATED<br/>VOTES</b> | <b>44</b>                  | <b>817752002<br/>(99.99%)</b>          | <b>3</b>               | <b>1785<br/>(00.01)</b>                | <b>0</b>                     | <b>0</b>                                  |
| 2                     | <b>Ordinary<br/>Resolution</b> | To appoint a director in place of Dr. Rashmi Saluja (DIN: 01715298), who retires by rotation and being eligible, offers herself for re-appointment  | By Remote E-Voting            | 39                         | 612234477<br>(74.86%)                  | 3                      | 154128165<br>(18.84%)                  | 0                            | 0   |
|                       |                                |   | By E-Voting at the AGM        | 3                          | 10508<br>(00.01%)                      | 1                      | 1585<br>(00.01%)                       | 1                            | 51379052<br>(06.28%)                      |
|                       |                                |   | <b>CONSOLIDATED<br/>VOTES</b> | <b>42</b>                  | <b>612244985<br/>(74.87%)</b>          | <b>4</b>               | <b>154129750<br/>(18.85%)</b>          | <b>1</b>                     | <b>51379052<br/>(06.28%)</b>              |
| 3                     | <b>Ordinary<br/>Resolution</b> | Appointment of Mr. Rishiraj Khajanchi (DIN: 07883033) as a Non-Executive Director of the Company  | By Remote E-Voting            | 40                         | 766362442<br>(93.72%)                  | 2                      | 200<br>(00.00%)                        | 0                            | 0   |
|                       |                                |   | By E-Voting at the AGM        | 4                          | 51389560<br>(06.27%)                   | 1                      | 1585<br>(00.01%)                       | 0                            | 0   |
|                       |                                |   | <b>CONSOLIDATED<br/>VOTES</b> | <b>44</b>                  | <b>817752002</b>                       | <b>3</b>               | <b>1785</b>                            | <b>0</b>                     | <b>0</b>                                  |

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| 4 | <b>Ordinary Resolution</b> | Appointment of Dr. Harsha Jauhari (DIN: 01893576) as a Non-Executive Independent Director of the Company | By Remote E-Voting        | 39        | 612234477<br>(74.87%)         | 3        | 154128165<br>(18.84%)         | 0        | 0        |
|---|----------------------------|--|---------------------------|-----------|-------------------------------|----------|-------------------------------|----------|----------|
|   |                            |  | By E-Voting at the AGM    | 4         | 51389560<br>(06.28%)          | 1        | 1585<br>(00.01%)              | 0        | 0        |
|   |                            |  | <b>CONSOLIDATED VOTES</b> | <b>43</b> | <b>663624037<br/>(81.15%)</b> | <b>4</b> | <b>154129750<br/>(18.85%)</b> | <b>0</b> | <b>0</b> |
| 5 | <b>Ordinary Resolution</b> | Appointment of Mr. Nirmal Chand (DIN: 10041305) as a Non-Executive Independent Director of the Company   | By Remote E-Voting        | 39        | 612234477<br>(74.87%)         | 3        | 154128165<br>(18.84%)         | 0        | 0        |
|   |                            |  | By E-Voting at the AGM    | 4         | 51389560<br>(06.28%)          | 1        | 1585<br>(00.01%)              | 0        | 0        |
|   |                            |  | <b>CONSOLIDATED VOTES</b> | <b>43</b> | <b>663624037<br/>(81.15%)</b> | <b>4</b> | <b>154129750<br/>(18.85%)</b> | <b>0</b> | <b>0</b> |
| 6 | <b>Special Resolution</b>  | Remuneration of Mr. Anuj Gulati, Managing Director & CEO of the Company- Fixed Pay                       | By Remote E-Voting        | 40        | 766362442<br>(93.71%)         | 2        | 200<br>(00.00%)               | 0        | 0        |
|   |                            |  | By E-Voting at the AGM    | 4         | 51389560<br>(06.28%)          | 1        | 1585<br>(00.01%)              | 0        | 0        |
|   |                            |  | <b>CONSOLIDATED VOTES</b> | <b>44</b> | <b>817752002<br/>(99.99%)</b> | <b>3</b> | <b>1785<br/>(00.01)</b>       | <b>0</b> | <b>0</b> |
| 7 | <b>Special Resolution</b>  | Performance Bonus of Managing Director & CEO of the Company - Variable Pay (Cash Component)              | By Remote E-Voting        | 40        | 766362442<br>(93.71%)         | 2        | 200<br>(00.00%)               | 0        | 0        |
|   |                            |  | By E-Voting at the AGM    | 4         | 51389560<br>(06.28%)          | 1        | 1585<br>(00.01%)              | 0        | 0        |

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|  |  |  |    |                       |   |                 |   |   |
|--|--|--|----|-----------------------|---|-----------------|---|---|
|  |  |  | 44 | 817752002<br>(99.99%) | 3 | 1785<br>(00.01) | 0 | 0 |
|--|--|--|----|-----------------------|---|-----------------|---|---|

Counter Signed by

Thanking you,  
Yours faithfully

KUNDAN AGRAWAL & ASSOCIATES



Kundan Agrawal  
Company Secretary  
Membership No.: F7631  
CP No. 8325  
UDIN: - F007631F001383577



Authorized Person

Yogesh Kumar  
Company Secretary  
FCS - 7342

Place: New Delhi  
Date: 30.09.2024

Witness:

*[Signature]*  
Occupation - Jot  
C-369 Laxmi Nagar  
Ghaziabad, U.P. 201011.

Witness:

*[Signature]*  
Saurav Upadhyay  
Occupation: Consultant  
F-14, Subhash Chowk,  
Laxmi Nagar, Delhi - 110092