



Kundan Agrawal & Associates

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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,
The Company Secretary authorized by Chairperson
CARE HEALTH INSURANCE LIMITED
5th Floor, 19, Chawla House,
Nehru Place, New Delhi - 110019

For 14th Annual General Meeting held on 27th September 2021
Through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)

REPORT OF SCRUTINIZERS APPOINTED BY THE BOARD OF DIRECTORS FOR THE 14th ANNUAL GENERAL MEETING OF M/S CARE HEALTH INSURANCE LIMITED HELD ON MONDAY, THE 27TH DAY OF SEPTEMBER, 2021 AT 11:00 A.M.(IST) AND CONCLUDED ON 11:40 A.M. (IST)

A. APPOINTMENT

1. I, Kundan Agrawal, Practicing Company Secretary having Membership No. 7631 and COP No. 8325, being appointed as scrutinizers by the board of directors of the company at their meeting held on 02nd August 2021 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 02nd August 2021 issued to the members of the company in accordance with the General Circular No. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April 2020, 13th April 2020, 5th May 2020 and 13th January 2021 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

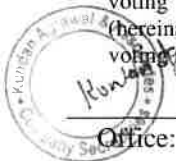
The management of the Company is responsible to ensure the compliance with the requirements of:-

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 scrutinizers 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 Private 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.



Office:- 193, 1st Floor, Shakti Khand-3, Indirapuram, Ghaziabad, Uttar Pradesh-201010

D. CUT-OFF DATE

1. The company has dispatched notice of AGM on dated 04.09.2021 to all the members by E-mail, whose names appeared on the Register of Members/ List of Beneficiaries as notified by KFin Technologies Private Limited, Registrar and Share Transfer Agents (hereinafter to be known as "Kfin") and also uploaded the Notice of AGM at their website (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 20th September, 2021

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

1. In accordance with the Notice dated 02nd August 2021 sent to the members, the remote E-voting commenced on Thursday, 23rd September 2021, 09:00 a.m. and ends on Sunday, 26th September 2021, 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 30 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 company secretary to declare the results with 48 hours from the conclusion of the meeting and will upload the results over the website (www.careinsurance.com) of the company and on Kfin website (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, 2021 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)		Dissent (Against)		Invalid poll No. of Votes	
	No. Shares of Face Value 10/- each	Rs.	No. of votes	Ratio	No. of Votes	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	30	799003461 (99.95%)	Nil	Nil	0	0
By E- Voting at the AGM	2	325058 (0.05%)	Nil	Nil	0	0
Consolidated Votes	32	799328519 (100%)	Nil	Nil	0	0

Resolution No. 2

Nature of Resolution Ordinary Resolution

SUBJECT MATTER: To appoint a director in place of Dr. Rashmi Saluja (DIN: 01715298) 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 10/- each	Rs.	No. of votes	Ratio	No. of Votes	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	30	799003461 (99.95%)	Nil	Nil	0	0
By E- Voting at the AGM	2	325058 (0.05%)	Nil	Nil	0	0
Consolidated Votes	32	799328519 (100%)	Nil	Nil	0	0

Resolution No. 3

Nature of Resolution Ordinary Resolution

SUBJECT MATTER: To consider and approve the ratification of Statutory Auditors along with revised remuneration

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes	
	No. Shares of Face Value 10/- each	Rs.	No. of votes	Ratio	No. of Votes	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	30	799003461 (99.95%)	Nil	Nil	0	0
By E- Voting at the AGM	2	325058 (0.05%)	Nil	Nil	0	0
Consolidated Votes	32	799328519 (100%)	Nil	Nil	0	0



Resolution No. 4

Nature of Resolution Special Resolution

SUBJECT MATTER: To consider and approve the 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 Shareholder s	% of total number of valid votes (E-voting + Poll)	No. of Sharehol ders	% of total number of valid votes (E-voting + Poll)	No. of Shareh olders	% of total number of valid votes (E- voting + Poll)
By Remote E-Voting	30	799003461 (99.95%)	Nil	Nil	0	0
By E- Voting at the AGM	2	325058 (0.05%)	Nil	Nil	0	0
Consolidated Votes	32	799328519 (100%)	Nil	Nil	0	0

Resolution No. 5

Nature of Resolution Special Resolution

SUBJECT MATTER: Performance bonus (total variable pay) of managing director & CEO of the company- voluntary relinquishment considering covid situation

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 Shareholder s	% of total number of valid votes (E-voting + Poll)	No. of Sharehol ders	% of total number of valid votes (E-voting + Poll)	No. of Shareh olders	% of total number of valid votes (E- voting + Poll)
By Remote E-Voting	30	799003461 (99.95%)	Nil	Nil	0	0
By E- Voting at the AGM	2	325058 (0.05%)	Nil	Nil	0	0
Consolidated Votes	32	799328519 (100%)	Nil	Nil	0	0



Resolution No. 6

Nature of Resolution Ordinary Resolution

SUBJECT MATTER: To consider appointment of Mr. Hamid Ahmed (DIN: 09032137) as non-executive independent director

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes	
	No. Shares of Face Value 10/- each	Rs.	No. of votes	Ratio	No. of Shareholders	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	30	799003461 (99.95%)	Nil	Nil	0	0
By E- Voting at the AGM	2	325058 (0.05%)	Nil	Nil	0	0
Consolidated Votes	32	799328519 (100%)	Nil	Nil	0	0

Resolution No. 7

Nature of Resolution Ordinary Resolution

SUBJECT MATTER: To consider appointment of Dr. Vijay Shankar Madan (DIN: 00806142) as non-executive independent director

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes	
	No. Shares of Face Value 10/- each	Rs.	No. of votes	Ratio	No. of Shareholders	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	30	799003461 (99.95%)	Nil	Nil	0	0
By E- Voting at the AGM	2	325058 (0.05%)	Nil	Nil	0	0
Consolidated Votes	32	799328519 (100%)	Nil	Nil	0	0



Resolution No. 8

Nature of Resolution Ordinary Resolution

SUBJECT MATTER: To consider appointment of Mr. Sunish Sharma (DIN 00274432) as additional non-executive director.

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 Shareholder s	% of total number of valid votes (E-voting + Poll)	No. of Sharehol ders	% of total number of valid votes (E-voting + Poll)	No. of Shareh olders	% of total number of valid votes (E- voting + Poll)
By Remote E-Voting	30	799003461 (99.95%)	Nil	Nil	0	0
By E- Voting at the AGM	2	325058 (0.05%)	Nil	Nil	0	0
Consolidated Votes	32	799328519 (100%)	Nil	Nil	0	0

Resolution No. 9

Nature of Resolution Special Resolution

SUBJECT MATTER: To approve amendment no. 3 to Religare Health Insurance Employee Stock Option Scheme 2014

Details of Voting	Assent (For) No. Shares of Face Value Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid/abstained No. of Votes	
	No. of Shareholder s	% of total number of valid votes (E-voting + Poll)	No. of Sharehol ders	% of total number of valid votes (E-voting + Poll)	No. of Shareh olders	% of total number of valid votes (E- voting + Poll)
By Remote E-Voting	29	798003461 (99.87%)	Nil	Nil	1	100000 (00.13%)
By E- Voting at the AGM	2	325058 (0.05%)	Nil	Nil	0	0
Consolidated Votes	31	798328519 (100%)	Nil	Nil	1	100000 (00.13%)



Resolution No. 10

Nature of Resolution Special Resolution

SUBJECT MATTER: To approve amendment no. 4 to Religare Health Insurance CEO Stock Option Scheme 2014

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes	
	No. Shares of Face Value 10/- each	Rs.	No. of votes	Ratio	No. of Shareholders	% of total number of valid 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	30	799003461 (99.95%)	Nil	Nil	0	0
By E-Voting at the AGM	2	325058 (0.05%)	Nil	Nil	0	0
Consolidated Votes	32	799328519 (100%)	Nil	Nil	0	0

All the resolutions were passed by majority.


For Care Health Insurance Limited
Pratik Kapoor
Company Secretary

Counter Signed by

(Chairperson/ Company Secretary authorized by chairperson)

Thanking You,
Yours faithfully

KUNDAN AGRAWAL & ASSOCIATES


Kundan Agrawal
Company Secretary
Membership No.: F7631
C P No 8325
UDIN: - F007631C001023712

Place: Ghaziabad, Uttar Pradesh
Date: 28/09/2021

