



## Kundan Agrawal & Associates

Company Secretaries

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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 16<sup>th</sup> Annual General Meeting (AGM) held on 14<sup>th</sup> September 2023  
Through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)**

**REPORT OF SCRUTINIZERS APPOINTED BY THE BOARD OF DIRECTORS FOR THE 16<sup>th</sup> ANNUAL GENERAL MEETING OF M/S CARE HEALTH INSURANCE LIMITED HELD ON THURSDAY, THE 14<sup>TH</sup> DAY OF SEPTEMBER, 2023 AT 10:30 A.M.(IST) AND CONCLUDED ON 11:14 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 31<sup>st</sup> July, 2023 for the purpose of scrutinizing the remote e-voting process and e-voting conducted at the Annual 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 31<sup>st</sup> July, 2023 issued to the Members of the Company in accordance to the General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 respectively issued by the Ministry of Corporate Affairs, Government of India (MCA) (collectively referred to as 'MCA Circulars'). 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 22<sup>nd</sup> August, 2023 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. 7th September, 2023.

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

1. In accordance with the Notice dated 31st July, 2023 sent to the Members, the remote e-voting commenced on Monday, 11th September, 2023 from 09:00 a.m. and ended on Wednesday, 13<sup>th</sup> September, 2023 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. 950,45,16,980 divided into 95,04,51,698 equity shares of Rs. 10 each, out of which 40 shareholders holding 81,88,43,263 shares have cast their votes for the below resolutions, which amounts to 86.15% of the total equity shares. Accordingly, all the resolutions were passed by requisite majority.



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Resolution no.	Nature of Resolution	Subject Matter	Type of voting	Assent (For) No. Shares of Face Value Rs.10/- each		Dissent (Against) No. Shares of Face Value Rs.10/- each		Invalid 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)	No. of Shareholders	% of total number of valid votes (E-voting + Poll)
1	<b>Ordinary Resolution</b>	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.	By Remote E-Voting	39	818843243 (100.00%)	Nil	Nil	0	0
			By E-Voting at the AGM	1	20 (00.00%)	Nil	Nil	0	0
			<b>CONSOLIDATED VOTES</b>	<b>40</b>	<b>818843263 (100.00%)</b>	<b>Nil</b>	<b>Nil</b>	<b>0</b>	<b>0</b>
2	<b>Ordinary Resolution</b>	To appoint a director in place of Mr. Sunish Sharma (DIN: 00274432), who retires by rotation and being eligible, offers himself for re-appointment	By Remote E-Voting	39	818843243 (100.00%)	Nil	Nil	0	0
			By E-Voting at the AGM	1	20 (00.00%)	Nil	Nil	0	0
			<b>CONSOLIDATED VOTES</b>	<b>40</b>	<b>818843263 (100.00%)</b>	<b>Nil</b>	<b>Nil</b>	<b>0</b>	<b>0</b>
3	<b>Special Resolution</b>	Remuneration of Mr. Anuj Gulati, Managing Director & CEO of the Company	By Remote E-Voting	39	818843243 (100.00%)	Nil	Nil	0	0



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			By E- Voting at the AGM	1	20 (00.00%)	Nil	Nil	0	0
			<b>CONSOLIDATED VOTES</b>	<b>40</b>	<b>818843263 (100.00%)</b>	<b>Nil</b>	<b>Nil</b>	<b>0</b>	<b>0</b>
4	<b>Special Resolution</b>	Performance Bonus (variable pay) of Managing Director & CEO of the Company	By Remote E- Voting	38	818843143 (100.00%)	1	100 (0.00%)	0	0
			By E- Voting at the AGM	1	20 (00.00%)	Nil	Nil	0	0
			<b>CONSOLIDATED VOTES</b>	<b>39</b>	<b>818843163 (100.00%)</b>	<b>1</b>	<b>100 (0.00%)</b>	<b>0</b>	<b>0</b>
5	<b>Ordinary Resolution</b>	Appointment of Mr. Pratap Venugopal (DIN: 06812788) as a Non-Executive Independent Director	By Remote E- Voting	39	818843243 (100.00%)	Nil	Nil	0	0
			By E- Voting at the AGM	1	20 (00.00%)	Nil	Nil	0	0
			<b>CONSOLIDATED VOTES</b>	<b>40</b>	<b>818843263 (100.00%)</b>	<b>Nil</b>	<b>Nil</b>	<b>0</b>	<b>0</b>
6	<b>Ordinary Resolution</b>	Appointment of Mr. Praveen Kumar Tripathi (DIN: 02167497) as a Non-Executive Independent Director	By Remote E- Voting	39	818843243 (100.00%)	Nil	Nil	0	0
			By E- Voting at the AGM	1	20 (00.00%)	Nil	Nil	0	0
			<b>CONSOLIDATED VOTES</b>	<b>40</b>	<b>818843263 (100.00%)</b>	<b>Nil</b>	<b>Nil</b>	<b>0</b>	<b>0</b>



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7	<b>Special Resolution</b>	Re-appointment of Mr. Malay Kumar Sinha (DIN: 08140223) as an Independent Director of the Company	By Remote E-Voting	39	818843243 (100.00%)	Nil	Nil	0	0
			By E-Voting at the AGM	1	20 (00.00%)	Nil	Nil	0	0
			<b>CONSOLIDATED VOTES</b>	<b>40</b>	<b>818843263 (100.00%)</b>	<b>Nil</b>	<b>Nil</b>	<b>0</b>	<b>0</b>
8	<b>Special Resolution</b>	Re-appointment of Mrs. Asha Nair (DIN: 06363501) as an Independent Director of the Company	By Remote E-Voting	39	818843243 (100.00%)	Nil	Nil	0	0
			By E-Voting at the AGM	1	20 (00.00%)	Nil	Nil	0	0
			<b>CONSOLIDATED VOTES</b>	<b>40</b>	<b>818843263 (100.00%)</b>	<b>Nil</b>	<b>Nil</b>	<b>0</b>	<b>0</b>

Counter Signed by



Authorized Person

Thanking you,  
Yours faithfully

**KUNDAN AGRAWAL & ASSOCIATES**



Kundan Agrawal  
Company Secretary  
Membership No.: F7631  
CP No. 8325  
UDIN: - F007631E001008708

Place: New Delhi  
Date: 14.09.2023