



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 Extra Ordinary General Meeting (EGM) held on 28th December 2021
Through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)

REPORT OF SCRUTINIZERS APPOINTED BY THE BOARD OF DIRECTORS FOR THE EXTRA ORDINARY GENERAL MEETING OF M/S CARE HEALTH INSURANCE LIMITED HELD ON TUESDAY, THE 28TH DAY OF DECEMBER, 2021 AT 11:00 A.M.(IST) AND CONCLUDED ON 11:26 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 01st November 2021 for the purpose of Scrutinizing the remote e-voting process and e-voting conducted at the EGM 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 EGM dated 01st November 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 EGM 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 EGM 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 EGM 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 EGM, 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 EGM.



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

D. CUT-OFF DATE

1. The company has dispatched notice of EGM on 06th December 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 EGM at their website (www.careinsurance.com).
2. The Company had provided the facility of voting on the Resolutions proposed in the notice of the EGM through electronic means i.e. by remote e-voting and e-voting at the EGM to persons who were members on the cut-off date of December 21, 2021

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

1. In accordance with the Notice dated November 01, 2021 sent to the members, the remote E-voting commenced on Friday, December 24, 2021, at 9:00 A.M. (IST) and ended on Monday, December 27, 2021, at 5:00 P.M. (IST). The remote e-voting module was disabled by Kfin for voting thereafter.
2. In terms of the notice of EGM, members who were present in the EGM 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 EGM.
3. I have obtained a complete record of votes cast by remote e-voting and e-voting at the EGM from Kfin which was unblocked by me after 30 minutes from the conclusion of EGM 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 am handing over report to the chairperson of the company who had authorized 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) of the company and on Kfin website (www.evoting.kfintech.com).

F. REPORT

Resolution No. 1

Nature of Resolution Special Resolution

SUBJECT MATTER: To approve the alterations to be made in the Articles of Association of the Company.

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 invalid votes (E-voting + Poll)
By Remote E-Voting	16	795836211 ** (100%)	Nil	Nil	0	0
By E- Voting at the EGM	0	0 (0.00%)	Nil	Nil	0	0
Consolidated Votes	16	795836211 (100%)	Nil	Nil	0	0

Resolution No. 2

Nature of Resolution Special Resolution

SUBJECT MATTER: To approve extending the benefits of Religare Health Insurance Employee Stock Option Scheme 2014 read with various amendments to the employees of holding company, namely Religare Enterprises Limited.

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 invalid votes (E-voting + Poll)
By Remote E-Voting	16	795836211** (100%)	Nil	Nil	0	0
By E-Voting at the EGM	0	0 (0.00%)	Nil	Nil	0	0
Consolidated Votes	16	795836211 (100%)	Nil	Nil	0	0

Resolution No. 3

Nature of Resolution Special Resolution

SUBJECT MATTER: To approve grant of employee stock options of more than 1% of the issued capital under Religare Health Insurance Employee Stock Option Scheme 2014 read with various amendments to Dr. Rashmi Saluja, Non-Executive Chairperson 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 invalid votes (E-voting + Poll)
By Remote E-Voting	16	795836211** (100%)	Nil	Nil	0	0
By E-Voting at the EGM	0	0 (0.00%)	Nil	Nil	0	0
Consolidated Votes	16	795836211 (100%)	Nil	Nil	0	0

** The current paid-up capital of the company is divided into 867,546,482 equity shares of Rs. 10 each, out of which 16 shareholders holding 795,836,211 shares have casted their votes in favor of the aforesaid resolutions, which amounts to 91.73% of the total equity shares.

All the aforesaid resolutions were passed by requisite majority.



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: - F007631C001962089**

**Place: Ghaziabad, Uttar Pradesh
Date: 28/12/2021**