

TRANSCRIPT

EXTRA-ORDINARY GENERAL MEETING OF CARE HEALTH INSURANCE LIMITED HELD ON DECEMBER 28, 2021 AT 11:00 A.M.

Pratik Kapoor: Hi everyone, A very Good Morning to all of you. I, Pratik Kapoor, Company Secretary of the Company, welcome you all to the Extra-ordinary General Meeting of the Company. Hope you all are safe and in good health.

It may be noted that this Extra-ordinary General Meeting is being held through video conferencing, in accordance with the Companies Act, 2013 and circulars issued by the Ministry of Corporate Affairs. The Company has made all efforts feasible under the current circumstances to enable the members to participate at the meeting through the video conferencing facility and vote electronically. The requisite quorum for this meeting is present.

Since, there is no physical attendance of the Members, the requirement of appointing proxy is not applicable.

Further, the facility for joining this meeting through video conference or other audio-visual means is made available for the members on a first-come-first-served basis. All members who have joined this meeting are by default placed on mute mode by the Host to avoid any disturbance arising from background noise and to ensure smooth and seamless conduct of the Meeting.

Members can post their views or questions on the "Ask a Question" tab on their video conference screens. It may be noted that the Company reserves the right to limit the number of members asking the questions depending on the availability of time at this EGM.

The Company has not received any application from any of the shareholders to register as speaker for this meeting.

The register of directors and key managerial personnel, the register of contracts or arrangements, and other documents mentioned in the EGM Notice have been made available electronically for inspection by the members during this EGM. Members seeking to inspect any of these documents can send the request to secretarial@careinsurance.com.

The Company has provided the facility to cast votes electronically on all the resolutions set forth in the Notice. Members who have not cast their votes electronically and who are participating in this meeting will have an opportunity to cast their votes during the meeting through the e-voting system provided by Kfintech. Members can click on the "Vote" tab on the video conference screen to make use of this facility.

In case members face any difficulty, they may reach out on the helpline numbers. Members may also kindly note that this EGM is recorded.

Now, I request our respected Chairperson, Dr. Rashmi Saluja, to occupy the Chair and preside over this Meeting.

Thank you very much!!

Dr. Rashmi Saluja: Thank you Pratik. Good Morning Shareholders and Dear Directors,

It gives me immense pleasure in extending a warm welcome to all of you to the Extra-ordinary General Meeting of the Company and I thank you all for your gracious presence.

I hope all of you are safe and in good health during this COVID 19 pandemic. This Meeting is held through video conferencing and other audio – visual means because of the social distancing norms as imposed by the Government of India. This is in compliance with the circulars issued by the Ministry of Corporates Affairs. The Company has taken all feasible steps to ensure that the shareholders are provided an opportunity to participate in the Extra-ordinary General Meeting and vote. Adequate video conferencing facility has been provided.

The requisite quorum is present and therefore, I call the meeting to order and start the proceedings of the Meeting.

May I please introduce to all the directors who are present and attending this meeting.

I will start by introducing myself. I am Dr. Rashmi Saluja and I am Non-Executive Chairperson of the Company. I am also the Member of Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee among other Committees. I am joining this Meeting from New Delhi.

I would also like to introduce other Board Members present in this meeting today.

On my left is Mr. Hamid Ahmed. He is a Non-Executive Independent Director of the Company. He is also Member of Audit Committee and Corporate Social Responsibility Committee among other Committee. He has joined this meeting from New Delhi.

Dr. Vijay Shankar Madan is a Non-Executive Independent Director of the Company. He is also Member of Audit Committee and other Committees. He has joined this meeting from New Delhi.

I also have Mr. S. L. Mohan. He is a Non-Executive Independent Director of the Company. He is also member of Nomination & Remuneration Committee and Audit Committee among other Committees. He has joined this meeting from Gurugram.

Mr. Anuj Gulati is the Managing Director & CEO of the Company. He is also the Member of Stakeholders Relationship Committee and Corporate Social Responsibility Committee among other Committees. He has joined this meeting from Gurugram.

I would like to state that the other Directors have expressed their inability to attend the meeting due to other pre-occupations.

We also have with us Mr. Nitin Aggarwal, Group CFO, representing Religare Enterprises Limited, Mr. Shashi Shekhar, Chief Manager, Treasury representing Union Bank of India, Mr. Pankaj Gupta, Chief Financial Officer and Mr. Pratik Kapoor, Company Secretary of the Company, present at this Meeting.

I would also like to inform you that the Representatives of M/s T. R. Chadha & Co. LLP, Chartered Accountants and M/s S P Chopra & Co., our Statutory Auditors and M/s. PI & Associates, our Secretarial Auditors, are also present at the meeting.

So, let me quickly take you through the voting process and the stat documents.

As per the Companies Act, 2013, the Company had provided its Members the facility to cast their votes through remote e-voting system administered by M/s. KFin Technologies Private Limited. Shareholders, who are present in the Meeting and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, are eligible to vote through e-Voting facility during the Meeting. Process of e-voting has been provided in the Notes to the EGM Notice sent to shareholders. On the Video Conferencing Page, you have to click on the link for e-Voting "Cast your vote".

Please note that Shareholders/ Members who have voted through Remote e-Voting prior to the EGM are eligible to attend/participate in the Meeting through Video Conferencing and other audio-visual means. However, they are not eligible to vote again during the meeting.

So, shareholders may cast their votes accordingly during the Meeting.

Ladies and Gentlemen, the Notice dated November 01, 2021 convening this Extraordinary General Meeting has already been circulated to the Members of the Company electronically. With your permission, I take them as read.

The Company has appointed Mr. Kundan Agrawal (Membership No. F7631 & Certificate of Practice No. 8325), Proprietor, M/s Kundan Agarwal & Associates Practicing Company Secretary [FRN: S2009DE113700] as Scrutinizer to scrutinize the votes cast at the meeting and through remote e-voting and for ensuring that voting process is conducted in a fair and transparent manner and to report thereon.

The results of voting on resolutions will be declared on or before the closure of business hours on Thursday, December 30, 2021.

Now, I will quickly summarize the business as stated in the Notice of EGM:

- i. 1st resolution relates to approve the alterations to be made in the Articles of Association of the Company to be passed as a special resolution;

Since, I am interested in other 2 items, I am entrusting the conduct of the proceedings in respect of such items to Mr. Hamid Ahmed with the consent of the Members present, and resume the Chair after that item of business has been transacted.

Mr. Hamid Ahmed: Thank You Dr. Rashmi. Good Morning Ladies and Gentlemen! Item no. 2 and Item no. 3 of the Resolution are as follows:

- ii. 2nd resolution relates 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 to be passed as a special resolution.
- iii. 3rd resolution relates 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 to be passed as a special resolution. Thank you very much!

Now, I would like to request Dr. Rashmi Saluja to Chair the proceedings of the rest of the meeting.

Dr. Rashmi Saluja: Thank you Mr. Hamid.

We will now take the questions from the Shareholders, in case we have received the same.

Moderator: Sorry Ma'am. We haven't received any questions from any of the shareholders. We hand over back to you. Thank you.

Dr. Rashmi Saluja: Thank you. With this of course I thank all the shareholders for taking the initiative to join this meeting through Video Conferencing and other audio visual means and-for making this meeting effective and successful.

I authorize Mr. Pratik Kapoor, the Company Secretary to conduct the voting procedure and conclude the meeting. The e-voting facility will remain open for next 15 minutes to

enable those of the Members who have not casted their vote and would like to cast their vote. The results will be announced on or before Thursday, December 30, 2021 and the same would be uploaded on the website of the Company and KFintech. I hereby authorize Mr. Pratik Kapoor, Company Secretary to declare / submit the voting results of this meeting along with the Scrutinizer Report within the prescribed timelines.

With your consent I and other Board Members would like to leave the Meeting and request all shareholders a healthy and safe future. Request all of you to be very careful and take care. Thank you very much.

