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NOTICE

NOTICE is hereby given that the **16th Annual General Meeting** of Care Health Insurance Limited will be held on *Thursday, September 14, 2023*, at *10:30 A.M.* through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. 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.

2. To appoint a director in place of Mr. Sunish Sharma (DIN: 00274432), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **REMUNERATION OF MR. ANUJ GULATI, MANAGING DIRECTOR & CEO OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"**RESOLVED THAT** in accordance with the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company ("the Board") and pursuant to the provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), Articles of Association of the Company and subject to the provisions of Section 34A of Insurance Act, 1938 and Insurance Law (Amendment) Act, 2015, if applicable, Guidelines issued by Insurance Regulatory and Development Authority of India ("IRDAI") from time to time, and subject to the approval of IRDAI and any other authority(ies) or such other approval(s) or sanction(s) as may be required, if any, the approval of the shareholders of the Company be and is hereby accorded to increase the fixed remuneration of Mr. Anuj Gulati, Managing Director & CEO of the Company to Rs. 3,84,34,116/- per annum with effect from April 1, 2023 on the following terms and conditions :

i) **Basic Salary :** Rs. 12,81,137/-per month

ii) **Allowances**: Following allowances shall be allowed:

1. House Rent Allowance: Rs. 6,40,568/-per month
2. Additional Allowance: Rs. 11,01,602/- per month
3. Education Allowance: Rs. 18,000/-per month
4. Car Running Expenses: NIL

iii) **Contribution to Provident Fund:** Rs. 1,53,736/-per month

iv) **Leave**: According to Rules of the Company

v) **Perquisites**: Following perquisite shall be allowed as per the norms of the Company:-

1. Leave Travel Allowance: Rs. 6,250/- per month
2. Medical Reimbursement: NIL
3. Car EMI: NIL
4. Group Mediclaim Coverage: Rs. 1,550/- per month
5. Leave Encashment: As per the leave policy of the Company
6. Gratuity :- As per Law

In case of any change in contribution towards Group Mediclaim Coverage, opting for Car Lease, NPS or any other employee benefits, the corresponding amount shall be adjusted with the Additional and Education Allowance.

Mr. Anuj Gulati shall also be entitled to the facility of Car, to be used for official purposes.

RESOLVED FURTHER THAT the Shareholders be and hereby approves that, with every increase in the paid-up share capital of the Company, the ESOPs shall be proportionately granted to the CEO.

RESOLVED FURTHER THAT Mr. Pankaj Gupta, Chief Financial Officer and Head-HR be and are hereby severally authorized to issue grant letters to Mr. Anuj Gulati, Managing Director & CEO and to do all such acts things and deeds as may be deemed necessary to pass the resolution.

RESOLVED FURTHER THAT Mr. Pankaj Gupta, Chief Financial Officer, Mr. Anoop Singh, Chief Compliance Officer and Mr. Yogesh Kumar, Company Secretary of the Company be and are hereby severally authorized to sign, execute and file all such forms, returns, certificates, papers and documents, to provide certified true copy of the resolution, as may be considered necessary or expedient with the Ministry of Corporate Affairs, Insurance Regulatory and Development Authority of India, Central Government or to delegate the authority to any other official of the Company and to do all such acts, deeds, things and matters including but not limited to represent the Company before any authority and to appoint attorney(s) or authorized representative(s) to give effect to this Resolution."

4. PERFORMANCE BONUS (VARIABLE PAY) OF MANAGING DIRECTOR & CEO OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company ("the Board"), the shareholders be and hereby approves the payment of bonus of Rs. 3,55,87,140/- for the performance year 2022-23 to Mr. Anuj Gulati, Managing Director & CEO.

RESOLVED FURTHER THAT Mr. Pankaj Gupta, Chief Financial Officer, Mr. Anoop Singh, Chief Compliance Officer and Mr. Yogesh Kumar, Company Secretary of the Company be and are hereby severally authorized to sign, execute and file all such forms, returns, certificates, papers and documents, to provide certified true copy of the resolution, as may be considered necessary or expedient with the Ministry of Corporate Affairs, Insurance Regulatory and Development Authority of India, Central Government or to delegate the authority to any other official of the Company and to do all such acts, deeds, things and matters including but not limited to represent the Company before any authority and to appoint attorney(s) or authorized representative(s) to give effect to this Resolution."

5. **APPOINTMENT OF MR. PRATAP VENUGOPAL (DIN: 06812788) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Insurance Act, 1938 (including any statutory modification(s) or re-enactment thereof for the time being in force), Guidelines issued by Insurance Regulatory and Development Authority of India ("IRDAI") from time to time, in terms of Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company ("the Board"), Mr. Pratap Venugopal (DIN: 06812788), who was appointed as an Additional Non-Executive Independent Director on the Board of the Company w.e.f. September 26, 2022 has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and who shall hold office for a period of five years from the date of appointment.

RESOLVED FURTHER THAT, Mr. Anuj Gulati, Managing Director & CEO, Mr. Pankaj Gupta, Chief Financial Officer, Mr. Anoop Singh, Chief Compliance Officer and Mr. Yogesh Kumar, Company Secretary be and are hereby severally authorized to sign such documents/agreements/papers relating to the aforesaid appointment and to do all such acts and deeds and file all such forms, returns, documents and letters with the appropriate authorities, as may be required to be done or filed to give effect to the said Resolution.

RESOLVED FURTHER THAT a certified true copy(ies) of this Resolution be provided to all concerned, as and when required, under the hand of any Director, Company Secretary or Corporate Manager - Secretarial of the Company."

6. **APPOINTMENT OF MR. PRAVEEN KUMAR TRIPATHI (DIN: 02167497) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

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To consider and if thought fit, to pass with or without modification(s), the following resolutions as **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Insurance Act, 1938 (including any statutory modification(s) or re-enactment thereof for the time being in force), Guidelines issued by Insurance Regulatory and Development Authority of India ("IRDAI") from time to time, in terms of Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company ("the Board"), Mr. Praveen Kumar Tripathi (DIN: 02167497), who was appointed as an Additional Non-Executive Independent Director on the Board of the Company w.e.f. September 26, 2022 has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and who shall hold office for a period of five years from the date of appointment.

RESOLVED FURTHER THAT, Mr. Anuj Gulati, Managing Director & CEO, Mr. Pankaj Gupta, Chief Financial Officer, Mr. Anoop Singh, Chief Compliance Officer and Mr. Yogesh Kumar, Company Secretary be and are hereby severally authorized to sign such documents/agreements/papers relating to the aforesaid appointment and to do all such acts and deeds and file all such forms, returns, documents and letters with the appropriate authorities, as may be required to be done or filed to give effect to the said Resolution.

RESOLVED FURTHER THAT a certified true copy(ies) of this Resolution be provided to all concerned, as and when required, under the hand of any Director, Company Secretary or Corporate Manager - Secretarial of the Company."

7. **RE-APPOINTMENT OF MR. MALAY KUMAR SINHA (DIN: 08140223) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as **SPECIAL RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Insurance Act, 1938 (including any statutory modification(s) or re-enactment thereof for the time being in force), Guidelines issued by Insurance Regulatory and Development Authority of India ("IRDAI") from time to time and as recommended by the Nomination and Remuneration Committee and Board of Directors of the Company ("the Board"), Mr. Malay Kumar Sinha (DIN: 08140223), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from October 4, 2018 upto October 3, 2023 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from October 4, 2023 upto October 3, 2028 (both days inclusive).

RESOLVED FURTHER THAT, Mr. Anuj Gulati, Managing Director & CEO, Mr. Pankaj Gupta, Chief Financial Officer, Mr. Anoop Singh, Chief Compliance Officer and Mr. Yogesh Kumar, Company Secretary be and are hereby severally authorized to sign such documents/agreements/papers relating to the aforesaid reappointment and to do all such acts and deeds and file all such forms, returns, documents and letters with the appropriate authorities, as may be required to be done or filed to give effect to the said Resolution.

RESOLVED FURTHER THAT a certified true copy(ies) of this Resolution be provided to all concerned, as and when required, under the hand of any Director, Company Secretary or Corporate Manager - Secretarial of the Company."

8. RE-APPOINTMENT OF MRS. ASHA NAIR (DIN: 06363501) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolutions as **SPECIAL RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Insurance Act, 1938 (including any statutory modification(s) or re-enactment thereof for the time being in force), Guidelines issued by Insurance Regulatory and Development Authority of India ("IRDAI") from time to time and as recommended by the Nomination and Remuneration Committee and Board of Directors of the Company ("the Board"), Mrs. Asha Nair (DIN: 06363501), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from September 19, 2018 upto September 18, 2023 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of

Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 1 (one) year on the Board of the Company commencing from September 19, 2023 upto September 18, 2024 (both days inclusive).

RESOLVED FURTHER THAT, Mr. Anuj Gulati, Managing Director & CEO, Mr. Pankaj Gupta, Chief Financial Officer, Mr. Anoop Singh, Chief Compliance Officer and Mr. Yogesh Kumar, Company Secretary be and are hereby severally authorized to sign such documents/agreements/papers relating to the aforesaid reappointment and to do all such acts and deeds and file all such forms, returns, documents and letters with the appropriate authorities, as may be required to be done or filed to give effect to the said Resolution.

RESOLVED FURTHER THAT a certified true copy(ies) of this Resolution be provided to all concerned, as and when required, under the hand of any Director, Company Secretary or Corporate Manager - Secretarial of the Company."

By Order of the Board of Directors
For Care Health Insurance Limited

Place: Gurugram
Date: July 31, 2023

Yogesh Kumar
Company Secretary

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NOTES

1. The Ministry of Corporate Affairs ("MCA") in terms of 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 and General Circular No. 10/2022 dated December 28, 2022 (collectively referred to as **"MCA Circulars"**) issued by the Ministry of Corporate Affairs **("MCA")**, permitted companies to conduct the Annual General Meeting through Video Conferencing / Other Audio Visual Means **("VC" / "OAVM")** till September 30, 2023, without the physical presence of members at a common venue. Hence, in accordance with the Circulars, provisions of the Companies Act, 2013 **("the Act")**, the 16th Annual General Meeting **("AGM / Meeting")** of the Company is being held through VC /OAVM on Thursday, September 14, 2023 at 10: 30 A.M. (IST). The venue of the meeting shall be deemed to be the Registered Office of the Company at 5th Floor, 19, Chawla House, Nehru Place, New Delhi-110019.

2. In line with the MCA Circulars, the Notice calling the AGM along with Annual Report for FY 2022-23 have been uploaded on the website of the Company at www.careinsurance.com and is also available on the website of e-voting agency at https://evoting.kfintech.com.

3. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s).

4. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 relating to special businesses to be transacted at the 16th AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to secretarial@careinsurance.com.

5. As per the provisions under the MCA Circulars, Members attending the 16th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Also, in terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM.

6. Since the AGM will be held through VC/OAVM facility, the attendance slip, proxy form and Route Map are not annexed to this Notice.

7. Pursuant to the provisions of Section 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the AGM through e-voting facility during the AGM.

8. The Company has enabled the Members to participate at the 16th AGM through the VC facility provided by KFin Technologies Limited (*Formerly Known as KFin Technologies*

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Private Limited), Registrar and Share Transfer Agents. The instructions for participation by Members are given in the subsequent paragraphs. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.

9. The facility for e-voting will be made available at the meeting and the members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right at the meeting.

10. The Company has appointed M/s. KFin Technologies Limited (*Formerly Known as KFin Technologies Private Limited*), Registrars and Transfer Agent (hereinafter called **"KFintech")**, for conducting the AGM and for voting through remote e-voting or through e-voting at the AGM. The procedure for participating in the meeting through VC/ OAVM is explained in these notes and is also available on the website of the Company at www.careinsurance.com.

11. Members may note that the VC/OAVM facility, provided by KFintech, allows participation of at-least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of a first-come-first-served basis principle.

12. The facility to join the meeting shall be opened 15 minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM. The meeting may be joined by following the procedure mentioned in the Notice.

13. Pursuant to the provisions of the MCA Circulars on convening AGM through VC / OVAM:

    a. Members can attend the meeting through log in credentials provided to them to connect to Video Conference. Physical attendance of the Members at the Meeting venue is not required.
    b. Facility for appointment of proxy to attend and cast vote on behalf of the member is not available.
    c. Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate Members are required to access the link https://evoting.kfintech.com and upload a certified copy of the Board resolution authorizing their representative to attend the AGM through VC and vote on their behalf. Institutional investors are encouraged to attend and vote at the meeting through VC.

14. **Remote e-voting:** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings (**"SS-2"**) issued by the ICSI and the MCA Circulars, the Company is providing facility to its Members to exercise their right to vote on the resolutions proposed to be passed at the AGM through **remote e-voting** facility.

15. **Voting at the AGM:** Members who could not vote through remote e-voting may avail the e-voting facility which will be made available at the Meeting **("e-voting")** by KFintech. Kindly note that the Members who have casted their vote by remote e-voting prior to

the AGM may also join the AGM through VC but shall not be entitled to cast their vote again

16. In case of joint holders attending the AGM, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

17. The institutional members are encouraged to attend and vote at the AGM.

18. 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] to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

19. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 3 (three) days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him.

20. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.careinsurance.com and on the website of KFintech at https://evoting.kfintech.com immediately after the declaration of result by the Chairperson or any person authorized by him. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the AGM i.e. *Thursday, September 14, 2023*.

21. The copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which Directors are interested will be available electronically for inspection by the members during the AGM.

22. The Company has designated an exclusive Email ID secretarial@careinsurance.com for redressal of shareholders complaints/grievances. For any investor related queries, you are requested to please write to us at the above Email ID.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 2

Mr. Sunish Sharma, whose office of directorship is liable to retire at the ensuing AGM, being eligible, seeks reappointment as a director. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his reappointment as a director.

Additional Information for seeking approval at the AGM as per the Secretarial standards as on March 31, 2023

Name	Mr. Sunish Sharma
Age	48 years
Qualifications	• Master's in Business Administration from the Indian Institute of Management, Calcutta • Institute of Cost Accountant's of India • Bachelor's degree in Commerce from Delhi University
Experience	Mr. Sunish Sharma is the Co-CEO and the Managing Partner of Kedaara Capital and founded the firm in 2012. Prior to co-founding Kedaara, he served as a Managing Director at the global private equity firm, General Atlantic (GA). He has over 25 years of industry experience primarily encompassing the full life-cycle of private equity in India across financial services, consumer, business services & technology, healthcare, and industrial sectors, and across private and public markets. He has led investments, managed the portfolio and successfully divested investments over this period. Prior to GA, he worked as a management consultant at McKinsey in India for over six years. He spent the majority of his time on strategic issues serving several Indian and multi-corporation clients on multiple engagements and M&A transactions.
Terms and conditions of appointment/ re-appointment	The roles and responsibilities will be such as prescribed under the Companies Act, 2013 read with Rules, Corporate Governance Guidelines issued by IRDAI, and Shareholders' Agreement ("Agreement") dated February 06, 2020 entered into between M/s Kedaara Capital Fund II LLP, M/s Trishikhar Ventures LLP("Investor"), Religare Enterprises Limited and the Company
Remuneration proposed to be paid and remuneration last drawn	No remuneration has been paid
Date of first appointment on the Board	August 02, 2021

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Shareholding in the Company	NIL		
Relationship with other directors, managers and KMPs	NIL		
No. of meetings attended during the year	• Board Meeting- 4/4 • Nomination & Remuneration Committee Meeting- 2/2		
Directorships in other Companies	• Spandana Sphoorty Financial Limited • Vedant Fashions Limited		
Memberships/ Chairmanship of Committees of Others Boards	**Spandana Sphoorty Financial Limited**	Corporate Social Responsibility Committee	Member
	Vedant Fashions Limited	1.Nomination & Remuneration Committee; 2.Initial Public Offering (IPO) Committee	Member

<u>Item Nos. 3 and 4</u>

Mr. Anuj Gulati is Graduate in Chemical Engineering from IIT, Delhi and also completed Post Graduate Diploma in Business Management from IIM, Bangalore. He has over 25 years of experience. Before joining the Company, he worked with ICICI Lombard General Insurance Company Limited as Director for Services and Business Development. Previously, he has been an entrepreneur and started his career as a financial analyst with Procter & Gamble India Ltd.

Mr. Anuj Gulati was re-appointed as Managing Director & CEO of the Company by the Board of Directors in terms of the provisions of the Companies Act, 2013 w.e.f April 26, 2020, duly approved by the shareholders at their meeting held on March 13, 2020 for a period of 5 years.

Insurance Regulatory and Development Authority of India ("IRDAI") had approved the appointment of Mr. Anuj Gulati for a period of five years w.e.f. April 26, 2020.

The members are further apprised that based on the recommendations of the Nomination & Remuneration Committee, the Board at its meeting held on April 27, 2023 approved and further recommended to the Shareholders to increase the remuneration of Mr. Anuj Gulati, Managing Director & CEO of the Company to Rs. 3,84,34,116/- per annum with effect from April 1, 2023 subject to Terms and Conditions as stated in the resolution. The said remuneration is also subject to the approval of IRDAI in accordance to the provisions of Section 34 A of the Insurance Act, 1938.

I. GENERAL INFORMATION:

1. Nature of Industry:

The Company is incorporated with the objective of carrying on Insurance Business.

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2. **Date or expected date of commencement of commercial production:**

   The Company is engaged in the Health Insurance Business.

   The Company obtained R3 license from Insurance Regulatory and Development Authority on April 26, 2012. It commenced its operations in July 2012.

3. **Expected date of commencement of activities as per project approved by financial institutions:**

   Not Applicable

4. **Financial performance:**

   During the financial year 2022-23, total Gross Written Premium of the Company is Rs. 5237.69 Crores and net profit (after tax)/Loss is Rs. 245.84 Crores.

5. **Export performance and net foreign exchange collaborations:**

   The Foreign Exchange earned in terms of actual inflows during the year 2022-23 is Rs. 78.64 crores and the Foreign Exchange outgo in terms of actual outflows during the year 2022-23 is Rs. 70.85 crores.

6. **Foreign Investments or collaborators:**

   None

II. INFORMATION ABOUT THE APPOINTEE:

1. **Background Details:**

   Mr. Anuj Gulati, aged 49 years, is a Graduate in Chemical Engineering from IIT, Delhi and also completed Post Graduate Diploma in Business Management from IIM, Bangalore.

   Mr. Anuj Gulati has over 25 years of experience. Before joining the Company, he worked with ICICI Lombard General Insurance Company Limited as Director for Services and Business Development. Previously, he has been an entrepreneur and started his career as a financial analyst with Procter & Gamble India Ltd.

   Mr. Anuj Gulati is responsible for setting up this business and working towards making Care Health Insurance Limited as one of the dominant players in the Indian Health Insurance industry. He has around 21 years of experience in the Insurance Industry.

   Besides his qualifications, he is a person of outstanding caliber and possesses vast experience and capabilities for managing the increasing business activities of the Company.

2. **Recognition or Awards:**

   None

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3. **Job Profile and Suitability of the Appointee:**

Mr. Anuj Gulati has around 21 years of relevant experience in the Insurance Industry. Accordingly, Mr. Anuj Gulati, with his qualifications & experiences in the Insurance industry, is best suited to the said position.

4. **Remuneration Proposed:**

Remuneration forms part of the resolution. Further Mr. Gulati may be granted ESOPs under the "Religare Health Insurance CEO Stock Option Scheme 2014" read with amendments thereof. The Nomination & Remuneration Committee is authorized to grant ESOPs with every increase in the paid-up share capital of the Company, the ESOPs shall be proportionately granted to the CEO.

5. **Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person:**

Taking into account the future growth plans of the Company, industry benchmark in general, profile, position, responsibilities, capabilities and invaluable contribution of Mr. Anuj Gulati in growth of the Company, the proposed remuneration to the appointee is reasonable and in line with the remuneration levels in the Industry, across the Country and benefits his position.

6. **Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel, if any:**

Except for the proposed remuneration, Mr. Anuj Gulati does not have any pecuniary relationship with the Company or with any Managerial Personnel except that Mr. Anuj Gulati currently holds Employee Stock Options under Religare Health Insurance CEO Stock Option Scheme 2014" and various amendments thereof.

III. OTHER INFORMATION

1. **Reasons of loss or inadequate profits:**

The Company was incorporated with the objective of carrying on Insurance Business and had applied with the Insurance Regulatory and Development Authority of India (IRDAI) for registration as an insurance company and in the financial year 2022-23, Company has net profit after tax of Rs. 245.84 crores.

2. **Steps taken or proposed to be taken for improvement:**

The Company has been taking all the necessary steps for further improvement and is expected to grow in the coming years.

3. **Expected increase in productivity and profits:**

The Company has been making profits since 2019 and is expected to grow in the coming years.

<u>Additional Information for seeking approval at the AGM as per the Secretarial standards as on March 31, 2023</u>

Name	Mr. Anuj Gulati
Age	49 years
Qualifications	Graduate in Chemical Engineering from IIT, Delhi and also completed Post Graduate Diploma in Business Management from IIM, Bangalore
Experience	Mr. Anuj Gulati has over 25 years of experience. Before joining the Company, he worked with ICICI Lombard General Insurance Company Limited as Director for Services and Business Development. Previously, he has been an entrepreneur and started his career as a financial analyst with Procter & Gamble India Ltd.
Terms and conditions of appointment/ re-appointment	The role and responsibilities will be such as prescribed under the Companies Act, 2013 read with the Rules and as per IRDAI Corporate Governance Guidelines issued by IRDAI as notified in this regard from time to time.
Remuneration proposed to be paid and remuneration last drawn.	The Proposed Remuneration is in accordance to the Resolution No. 3 and 4. Resolution covers the remuneration in detail. The Total last paid Remuneration (Fixed plus Variable) is Rs. 6,52,43,088/- for FY 2022-23
Date of first appointment on the Board	23.12.2011
Shareholding in the Company	3,65,08,412 Equity Shares (as on March 31, 2023)
Relationship with other directors, managers and KMPs	NIL
No. of meetings attended during the year	Board – 4/4 Policyholder's Protection Committee – 4/4 Risk Management Committee – 4/4 Investment Committee – 4/4 Allotment Committee- 2/2 Corporate social Responsibility(CSR) Committee-1/1 Initial Public Offering Committee-1/1 Stakeholder Relationship Committee-1/1
Directorships in other Companies	• GAPL Agencies Private Limited • GAPL Automotive Private Limited • Gulati Agencies Private Limited
Memberships/ Chairmanship of Committees of Others Boards	NIL

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The Board accordingly recommends the Special resolutions set out at Item No. 3 and 4 of the accompanying Notice for the approval of the Members.

None of the other Directors, Key Managerial Personnel and their relatives is in any way concerned or interested in this Resolution, except Mr. Anuj Gulati to the extent of his remuneration.

Item No. 5

Mr. Pratap Venugopal is BSc. (Microbiology), L.L. B, diploma in Cyber Law, Certificate in Electronic Commerce and Intellectual Property, World Intellectual Property Organization Academy, Certificate in Insurance Laws, Insurance Arbitration Certificate. He commenced practice as an Advocate at New Delhi in the year 1990. After being enrolled as an Advocate-on Record of the Supreme Court of India, he was inducted as Partner in the Law Firm KJJOHN & Professional Experience Co. He has an extensive experience of over 31 years in litigation before Supreme Court of India, Delhi High Court, Competition Commission of India, National Commission, National Company Law Appellate Tribunal, National Green Tribunal, Customs, Excise & Service Tax Appellate Tribunal. He also has extensive experience in arbitrations involving commercial contracts' Engineering and Building Contracts, Maritime contracts etc. He holds membership of Supreme Court Bar Association, Supreme Court AOR Association, Delhi High Court Bar Association, Indian Law Institute and Indian Council of Arbitration.

Mr. Pratap Venugopal was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors w.e.f. September 26, 2022 under section 161(1) of the Companies Act 2013. It is recommended to the Shareholders to consider and approve the appointment of Mr. Pratap Venugopal as a Non-Executive Independent Director on the Board of Directors of the Company whose office is not liable to retire by rotation for a period of 5 years from the date of appointment.

The Company is in receipt of Notice under Section 160 of the Act proposing his candidature as director of the Company. Also, the Company has received all the requisite disclosures as required under the Companies Act and Corporate Governance Guidelines as issued by IRDAI.

Additional Information for seeking approval at the AGM as per the Secretarial standards as on March 31, 2023

Name	Mr. Pratap Venugopal
Age	60 years
Qualifications	BSc. (Microbiology), L.L. B, diploma in Cyber Law, Certificate in Electronic Commerce and Intellectual Property, World Intellectual Property Organization Academy, Certificate in Insurance Laws, Insurance Arbitration Certificate

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Experience	Mr. Pratap Venugopal commenced practice as an Advocate at New Delhi in the year 1990. After being enrolled as an Advocate-on Record of the Supreme Court of India, he was inducted as Partner in the Law Firm KJJOHN & Professional Experience Co. He has an extensive experience of over 31 years in litigation before Supreme Court of India, Delhi High Court, Competition Commission of India, National Commission, National Company Law Appellate Tribunal, National Green Tribunal, Customs, Excise & Service Tax Appellate Tribunal. He also has extensive experience in arbitrations involving commercial contracts' Engineering and Building Contracts, Maritime contracts etc. He holds membership of Supreme Court Bar Association, Supreme Court AOR Association, Delhi High Court Bar Association, Indian Law Institute and Indian Council of Arbitration.
Terms and conditions of appointment/ re-appointment	The role and responsibilities, as an Independent Director, will be such as prescribed under the Companies Act, 2013 read with the Rules, Schedule IV of the Companies Act and as per IRDAI Corporate Governance Guidelines issued by IRDAI as notified in this regard
Remuneration proposed to be paid and remuneration last drawn	Only Sitting Fees is payable
Date of first appointment on the Board	Appointed w.e.f. September 26, 2022
Shareholding in the Company	NIL
Relationship with other directors, managers and KMPs	NIL
No. of meetings attended during the year	Board – 2/4 Audit Committee- 1/4 Policyholder's Protection Committee – 1/4 Risk Management Committee – 1/4 Investment Committee – 1/4 Nomination & Remuneration Committee- 0/2 Allotment Committee- 0/2 Corporate social Responsibility(CSR) Committee-0/1 Initial Public Offering Committee-0/1 Stakeholder Relationship Committee-1/1 Independent Director's Meeting- 0/1 Note: Appointment w.e.f. September 26, 2022
Directorships in other companies	• ASEAN Arbitration Foundation
Memberships/ Chairmanship of Committees of others Boards	NIL
Justification of Appointment of the Independent Director	Considering his Qualification & Experience

The Board accordingly recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives is in any way concerned or interested in the proposed resolution, except Mr. Pratap Venugopal to the extent of his appointment.

Item No. 6

Mr. Praveen Kumar Tripathi is Post graduate in Political Science from Allahabad University and a Gold Medalist for securing highest marks in political science at under-graduate level in the University. He is a retired IAS officer. During his illustrious career, as an IAS officer, spanning over 40 years in public service 1977 to 2017 December (including 5 years as Chairman - Public Grievances Commission & Police Complaints Authority), he held various key senior positions at State and Centre level such as Principal Secretary to Chief Minister, Govt. of NCT Delhi; Chief Secretary – Govt. of NCT Delhi; Joint Secretary - Ministry of Information & Broadcasting, Govt. of India; Director - Indian Institute of Mass Communication; CEO - Delhi Jal Board, NCT Delhi; Commissioner Sales Tax - NCT Delhi; Development Commissioner & Chief Electoral Officer - A&N Islands; Director Total Literacy Campaign (National Literacy Mission) - Department of Education, Ministry of HRD; Commissioner Land - Delhi Development Authority; Commissioner Excise & Entertainment Tax – NCT Delhi; Secretary - New Delhi Municipal Committee; Deputy Commissioner and Secretary to Lt. Governor in Arunachal Pradesh etc. He has also been on the Board / Governing Council of Indraprastha Apollo Hospital, Delhi Metro Rail Corporation, TATA Power Ltd., BSES Rajdhani Power Ltd., BSES Yamuna Power Ltd., Institute of Biliary and Livery Sciences, Delhi, and National Law School, Delhi.

Mr. Praveen Kumar Tripathi was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors w.e.f. September 26, 2022 under section 161(1) of the Companies Act 2013. It is recommended to the Shareholders to consider and approve the appointment of Mr. Praveen Kumar Tripathi as a Non-Executive Independent Director on the Board of Directors of the Company whose office is not liable to retire by rotation for a period of 5 years from the date of appointment.

The Company is in receipt of Notice under Section 160 of the Act proposing his candidature as director of the Company. Also, the Company has received all the requisite disclosures as required under the Companies Act and Corporate Governance Guidelines as issued by IRDAI.

Additional Information for seeking approval at the AGM as per the Secretarial standards as on March 31, 2023

Name	Mr. Praveen Kumar Tripathi
Age	70 years
Qualifications	Post graduate in Political Science from Allahabad University and a Gold Medalist for securing highest marks in political science at under-graduate level in the University

Experience	Mr. Tripathi is a retired IAS officer. During his illustrious career, as an IAS officer, spanning over 40 years in public service 1977 to 2017 December (including 5 years as Chairman - Public Grievances Commission & Police Complaints Authority), he held various key senior positions at State and Centre level such as Principal Secretary to Chief Minister, Govt. of NCT Delhi; Chief Secretary – Govt. of NCT Delhi; Joint Secretary - Ministry of Information & Broadcasting, Govt. of India; Director - Indian Institute of Mass Communication; CEO - Delhi Jal Board, NCT Delhi; Commissioner Sales Tax - NCT Delhi; Development Commissioner & Chief Electoral Officer - A&N Islands; Director Total Literacy Campaign (National Literacy Mission) - Department of Education, Ministry of HRD; Commissioner Land - Delhi Development Authority; Commissioner Excise & Entertainment Tax – NCT Delhi; Secretary - New Delhi Municipal Committee; Deputy Commissioner and Secretary to Lt. Governor in Arunachal Pradesh etc. He has also been on the Board / Governing Council of Indraprastha Apollo Hospital, Delhi Metro Rail Corporation, TATA Power Ltd., BSES Rajdhani Power Ltd., BSES Yamuna Power Ltd., Institute of Biliary and Livery Sciences, Delhi, and National Law School, Delhi.
Terms and conditions of appointment/ re-appointment	The role and responsibilities, as an Independent Director, will be such as prescribed under the Companies Act, 2013 read with the Rules, Schedule IV of the Companies Act and as per IRDAI Corporate Governance Guidelines issued by IRDAI as notified in this regard.
Remuneration proposed to be paid and remuneration last drawn	Only Sitting Fees is payable
Date of first appointment on the Board	Appointed w.e.f. September 26, 2022
Shareholding in the Company	NIL
Relationship with other directors, managers and KMPs	NIL
No. of meetings attended during the year	Board – 2/4 Audit Committee- 1/4 Allotment Committee- 0/2 Corporate social Responsibility(CSR) Committee-0/1 Stakeholder Relationship Committee-1/1 Independent Director's Meeting- 0/1 Note: Appointment w.e.f. September 26, 2022

<table>
<tr><td>Directorships in other companies</td><td colspan="3">

Indiabulls Real Estate Limited
Yaari Digital Integrated Services Limited
JBM Auto Limited
Religare Enterprises Limited
Indiabulls General Insurance Limited
Religare Housing Development Finance Corporation Limited
Religare Finvest Limited

</td></tr>
<tr><td rowspan="11">Memberships/ Chairmanship of Committees of others Boards</td><td rowspan="2">Indiabulls Real Estate Limited</td><td>1. Audit Committee
2. Nomination and Remuneration committee</td><td>Chairperson</td></tr>
<tr><td>3. Risk Management Committee
4. Re-organisation Committee</td><td>Member</td></tr>
<tr><td rowspan="2">Yaari Digital Integrated Services Limited</td><td>1. Risk Management Committee</td><td>Member</td></tr>
<tr><td>2. Nomination and Remuneration committee</td><td>Chairperson</td></tr>
<tr><td>JBM Auto Limited</td><td>Audit Committee</td><td>Member</td></tr>
<tr><td rowspan="2">Religare Enterprises Limited</td><td>1. Audit & Governance Committee</td><td>Chairperson</td></tr>
<tr><td>2. Nomination & Remuneration Committee</td><td>Member</td></tr>
<tr><td>Religare Housing Development Finance Corporation Limited</td><td>Audit Committee</td><td>Member</td></tr>
<tr><td rowspan="2">Religare Finvest Limited</td><td>1. Audit Committee</td><td>Member</td></tr>
<tr><td>2. Nomination & Remuneration Committee</td><td>Member</td></tr>
<tr><td>Justification of Appointment of the Independent Director</td><td colspan="3">Considering his Qualification & Experience</td></tr>
</table>

The Board accordingly recommends the Ordinary Resolution set out at Item No. 6 of the accompanying Notice for the approval of the Members.

care
HEALTH INSURANCE

None of the Directors, Key Managerial Personnel and their relatives is in any way concerned or interested in the proposed resolution, except Mr. Praveen Kumar Tripathi to the extent of his appointment.

Item no. 7

Mr. Malay Kumar Sinha is B.A.(Hons) and M.A. in Humanities from Delhi University and M.Phil in Strategic Studies from Madras University. He started his career as an Executive in TISCO, Jamshedpur and in 1981 joined the Indian Police Service. He worked as a Joint Secretary in the MEA and finally as Secretary Security, Cabinet Secretariat, Rashtrapati Bhawan, from where he superannuated in September 2016.

Mr. Malay Kumar Sinha was appointed as Independent Director w.e.f. October 04, 2018 on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act and his tenure as an Independent Director of the Company will expire on October 03, 2023 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination & Remuneration Committee on the basis of the report of performance evaluation of Independent Directors, recommended the reappointment of Mr. Malay Kumar Sinha as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company from October 04, 2023 to October 03, 2028.

The Board, on the basis of the performance evaluation of the Independent Director, and the recommendation of the Nomination & Remuneration Committee and in accordance to the Policy, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Malay Kumar Sinha would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

<u>Additional Information for seeking approval at the AGM as per the Secretarial standards as on March 31, 2023</u>

Name	Mr. Malay Kumar Sinha
Age	66 years
Qualifications	▪ B.A.(Hons) and M.A. in Humanities from Delhi University ▪ M.Phil in Strategic Studies from Madras University
Experience	He started his career as an Executive in TISCO, Jamshedpur and in 1981 joined the Indian Police Service. He worked as a Joint Secretary in the MEA and finally as Secretary Security, Cabinet Secretariat, Rashtrapati Bhawan, from where he superannuated in September 2016
Terms and conditions of appointment/ re-appointment	The role and responsibilities will be such as prescribed under the Companies Act, 2013 read with the Rules, Schedule IV of the Companies Act and as per IRDAI Corporate Governance Guidelines issued by IRDAI as notified in this regard.

<table>
<tr><td>Remuneration proposed to be paid and remuneration last drawn</td><td colspan="3">Only Sitting Fees is payable</td></tr>
<tr><td>Date of first appointment on the Board</td><td colspan="3">October 04, 2018</td></tr>
<tr><td>Shareholding in the Company</td><td colspan="3">NIL</td></tr>
<tr><td>Relationship with other directors, managers and KMPs</td><td colspan="3">NIL</td></tr>
<tr><td>No. of meetings attended during the year</td><td colspan="3">Board – 4/4
Audit Committee- 4/4
Policyholder's Protection Committee – 4/4
Risk Management Committee – 4/4
Investment Committee – 4/4
Nomination & Remuneration Committee- 2/2
Allotment Committee- 2/2
Corporate social Responsibility(CSR) Committee-1/1
Initial Public Offering Committee-1/1
Stakeholder Relationship Committee-1/1
Independent Director meeting- 1/1</td></tr>
<tr><td>Directorships in other Companies</td><td colspan="3">• Religare Enterprises Limited
• Religare Finvest Limited
• Religare Housing Development Finance Corporation limited
• Religare Broking Limited
• Religare Commodities Limited
• Delhi Gymkhana Club Limited</td></tr>
<tr><td rowspan="2">Memberships/ Chairmanship of Committees of Others Boards</td><td rowspan="2">Religare Enterprises Limited</td><td>1. Nomination & Remuneration Committee
2. Stakeholder Relationship Committee
3. Group Risk Management Committee
4. IT Strategy Committee</td><td>Chairperson</td></tr>
<tr><td>5. Audit and Governance Committee
6. Investment, Borrowing and Share Allotment Committee
7. Corporate Social Responsibility Committee
8. RPT Sub Committee
9. Asset Liability Committee</td><td>Member</td></tr>
<tr><td></td><td>Religare Housing Development Finance</td><td>1. IT Strategy Committee
2. Nomination and Remuneration Committee</td><td>Chairperson</td></tr>
</table>

	Corporation Limited	3. Audit Committee 4. Loan/Investment and Borrowing Committee 5. Review Committee 6. Risk Management Committee 7. Corporate Social Responsibility Committee	Member
	Religare Finvest Limited	1. IT Strategy Committee 2. Audit Committee 3. Nomination and Remuneration Committee 4. Loan/Investment and Borrowing Committee 5. Corporate Social Responsibility Committee 6. Risk Management Committee 7. Share Allotment Committee 8. Review Committee for the identification of non-cooperative borrowers	Member
	Religare Broking Limited	Audit Committee	Member

In the opinion of the Board, Mr. Malay Kumar Sinha, fulfils the conditions specified in the Act and the rules made thereunder and he is independent of the management. The Board accordingly recommends the Special Resolution set out at Item No. 7 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the proposed resolution, except Mr. Malay Kumar Sinha to the extent of his re-appointment.

Item No. 8

Mrs. Asha Nair is MA (Social Work) from Delhi School of Social Work, BA (Eco. Hons.) from Lady Shri Ram College for Women, Delhi and Fellow of Insurance Institute of India University. She joined the Insurance Industry in 1980 as a Direct Recruit Officer and has worked for 30 years in New India Assurance Company in different capacities and rose to the level of General Manager. She has even handled the roll-out of the first comprehensive insurance software, Genisys, in Delhi Region in 1998. She has also supervised the foreign operations of the said Company which had offices in more than 12 countries including UK, Japan and Australia.

HEALTH INSURANCE

In 2010, she was transferred to United India Insurance Co. Ltd as General Manager and became Whole -time Director in 2012. She also became a Board member VST Industries, Agriculture Corporation of India and was Member of the Board of Education of Insurance Institute of India.

Mrs. Asha Nair was appointed as Independent Director w.e.f. September 19, 2018 on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act and her tenure as an Independent Director of the Company will expire on September 18, 2023 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Members are informed that it was proposed to appoint Mrs. Asha Nair as a Non-Executive Independent Director, on the Board for the "second term" of 5 (five) consecutive years, however, Mrs. Asha Nair stated that due to some personal reasons, she would not be able to continue for a period of 5 (five) years and agreed for 1 (one) more year.

The Nomination & Remuneration Committee on the basis of the report of performance evaluation of Independent Directors, recommended the reappointment of Mrs. Asha Nair as an Independent Director for a second term of 1 (one) year on the Board of the Company from September 19, 2023 to September 18, 2024.

The Board, on the basis of the performance evaluation of the Independent Director and the recommendation of the Nomination & Remuneration Committee and in accordance to the Policy, considers that, given her background and experience and contributions made by her during her tenure, the continued association of Mrs. Asha Nair would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director.

Additional Information for seeking information at the AGM as per the Secretarial Standards as on March 31, 2023

Name	Mrs. Asha Nair
Age	67 years
Qualifications	▪ MA (Social Work) from Delhi School of Social Work ▪ BA (Eco. Hons.) from Lady Shri Ram College for Women, Delhi ▪ Fellow of Insurance Institute of India University
Experience	She has more than 30 years of experience in the Insurance Sector
Terms and conditions of appointment/ re-appointment	The role and responsibilities will be such as prescribed under the Companies Act, 2013 read with the Rules, Schedule IV of the Companies Act and as per IRDAI Corporate Governance Guidelines issued by IRDAI as notified in this regard.
Remuneration proposed to be paid and	Only Sitting Fees is payable

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HEALTH INSURANCE

remuneration last drawn	
Date of first appointment on the Board	September 19, 2018
Shareholding in the Company	NIL
Relationship with other directors, managers and KMPs	NIL
No. of meetings attended during the year	Board – 4/4 Audit Committee- 4/4 Policyholder's Protection Committee – 4/4 Independent Director meeting- 1/1
Directorships in other Companies	NIL
Memberships/ Chairmanship of Committees of Others Boards	NIL

In the opinion of the Board, Mrs. Asha Nair, fulfils the conditions specified in the Act and the rules made thereunder and she is independent of the management. The Board accordingly recommends the Special Resolution set out at Item No. 8 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the proposed resolution, except Mrs. Asha Nair to the extent of her re-appointment.

By Order of the Board of Directors
For Care Health Insurance Limited

Place: Gurugram
Date: July 31, 2023

Yogesh Kumar
Company Secretary

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HEALTH INSURANCE

PROCEDURE FOR OBTAINING THE ANNUAL REPORT, AGM NOTICE AND E-VOTING INSTRUCTIONS BY THE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES

In terms of the MCA Circulars, the Company has sent the Annual Report, Notice of AGM and e-voting instructions only in electronic form to the registered email addresses of the shareholders whose email addresses are registered with the Company / Depositories. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

i. Those shareholders who have registered/not registered their mail address may please contact and validate/update their details with the relevant Depository Participant in case of shares held in electronic form.

ii. Shareholders who have not registered their mail address and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced may temporarily get their email address and mobile number provided with the Company's Registrar and Share Transfer Agent, KFintech, by clicking the link: https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx for sending the same. Shareholders are requested to follow the process as guided to capture the email address for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to einward.ris@kfintech.com.

iii. Shareholders may also visit the website of the company www.careinsurance.com or the website of the Registrar and Transfer Agent https://evoting.kfintech.com for downloading the Annual Report and Notice of the AGM.

PROCEDURE AND INSTRUCTIONS FOR e-VOTING:

A. Instructions for the Remote e-voting for the 16th Annual General Meeting of the Company through VC:

Pursuant to 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 from time to time, the Company is pleased to offer e-voting facility to members to exercise their votes electronically on all resolutions set forth in the notice convening the AGM scheduled to be held on Thursday, September 14, 2023, at 10: 30 A.M. (IST).

The Board of Directors of the Company has appointed M/s. Kundan Agrawal & Associates, Practicing Company Secretaries as the scrutiniser for conducting the remote e-voting and the e-voting process in the AGM in a fair and transparent manner. In terms of the requirements of the Act and the rules made there under, the Company has fixed Thursday, September 07, 2023 as the cut-off date. The remote e-voting / voting rights of the members / beneficial owners shall be reckoned on the equity shares held by them as on cut-off date, i.e. Thursday, September 07, 2023. The Company has engaged the services of KFin Technologies Limited(*Formerly Known as KFin Technologies Private Limited*) (KFin) to provide VC facility, remote e-voting and voting in the AGM in a secure manner.

The remote e-voting facility begins on Monday, September 11, 2023 (09:00 A.M. IST) and ends on Wednesday, September 13, 2023 (5:00 P.M. IST). During this period, the members of the Company, holding shares in dematerialisedform, as on the cut-off date, are entitled to avail the facility to cast their vote through remote e-voting.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFin upon expiry of the aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.

B. **Submission of questions prior to AGM:** Members who would like to express their views/raise questions may please log into https://emeetings.kfintech.com and click on "Post your queries" and post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email ID, mobile number. Please note that, questions will be answered only if the member continues to hold the shares as of cut-off date. The facility for posting questions will be open from Monday, September 11, 2023 at 09:00 A.M. (IST) till Tuesday, September 12, 2023 at 05:00 P.M. (IST)

C. **Registration as a speaker at the AGM:** Members who wish to speak at the AGM may log into https://emeetings.kfintech.com and click on the "Speaker Registration" icon by mentioning their name, demat account number/folio number, city, e-mail id and mobile number. The facility for registration as a speaker will be open from Monday, September 11, 2023 at 09:00 A.M. (IST) till Tuesday, September 12, 2023 at 05:00 P.M. (IST). The company reserves the right to limit the number of members asking questions depending on the availability of time at the AGM.

Instructions for e-voting:

a) **Login method for remote e-Voting for individual shareholders holding securities in demat mode.**

For NSDL:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL	**1. User already registered for Internet-based Demat Account Statement (IDeAS) facility:** I. Visit URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access toe-Voting". IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting serviceprovider website for casting the vote during the remote e-Voting period. **2. User not registered for IDeAS e-Services** I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in point 1. **3. Alternatively by directly accessing the e-Voting website of NSDL** I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID

	(i.e. your sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting service provider name, i.e., KFin. V. On successful selection, you will be redirected to KFin e-Voting page for casting your vote duringthe remote e-Voting period.

For CDSL:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with CDSL	**1. Existing user who have opted for Easi / Easiest** I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi. III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The menu will have links of ESP i.e. KFin e-Voting portal. V. Click on e-Voting service provider name to cast your vote. **2. User not registered for Easi/Easiest** I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1. **3. Alternatively, by directly accessing the e-Voting website of CDSL** I. Visit URL: www.cdslindia.com II. Provide your demat account number and PAN. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFin where thee-Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registeredwith NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you willbe redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – KFin and you will be redirected to e-Voting website of KFin for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or022-23058542-43

b) Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode.

1) Members whose email IDs are registered with the depository participant(s), will receive an email from KFin which will include details of E-Voting Event Number, USER ID and password. Members will have to follow the following process:

i. Open your web browser during the voting period and navigate to https://evoting.kfintech.com.

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN followed by folio number. In case of demat account, User ID will be your DP ID and client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change menu wherein you will be mandatorily required to change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A - Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, $, etc.). The system will prompt you to change the password and update the contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. Login again with the new credentials.

vi. On successful login, the system will prompt to select the E-voting event.

vii. Select Event No. 7549 and click on "SUBMIT".

viii. Now you are ready for e-voting as "Cast Vote" page opens.

ix. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN.

x. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio /demat accounts.

xi. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

xii. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".

xiii. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution(s).

2) Members whose email IDs are not registered with the Company/depository participants(s), are requested to follow the following process:

a. Members may temporarily get their email ID and mobile number registered with KFin, by accessing the link: https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

b. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copyand client master copy in case of electronic folio.

c. After receiving the e-voting instructions, please follow the steps from sl. no. (i) to sl. no. (xiii) in pt.1 to cast your voteby electronic means.

D. Instructions for the members for attending the 16th AGM of the Company through VC:

1. Members can attend the AGM through the link https://emeetings.kfintech.com/ by using their remote e-voting credentials.

2. The facility for joining the AGM will be opened 15 minutes before the scheduled time of the meeting on first cum first serve basis. In respect of large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the audit committee, nomination and remuneration committee and stakeholders' relationship committee and auditors, the restrictions on number of members will not be applicable.

3. Members can participate in the AGM through their desktops / smartphones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops / laptops with high-speed internet connectivity. It is recommended to use a stable Wi-Fi or LAN connection.

4. The attendance of the members (members logins) attending the AGM will be counted for the purpose of reckoningthe quorum under section 103 of the Act.

Step 1	Access the URL https://emeetings.kfintech.com/

Step 2	Enter the login credentials (i.e., User ID and password provided for remote e-voting)
Step 3	Please select the name of the meeting
Step 4	Click on 'Video Conference' option
Step 5	Click on the red square box with a video icon to join the VC

E. Instructions for members for e-voting during the AGM session:

Members who have not casted their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform of KFin. Members may click on the voting icon displayed on the screen to cast their votes.

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HEALTH INSURANCE

Other instructions:

I. Members may refer to the Help & Frequently Asked Questions (FAQs) section of https://evoting.kfintech.com/public/Faq.aspx or write to them at evoting@kfintech.com or call KFin on & Toll-free No. 1-800-3094-001 for any technical assistance or support before or during the AGM.

II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

III. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, Thursday, September 07, 2023.

IV. The members, whose names appear in the Register of Members / list of beneficial owners as on Thursday, September 07, 2023, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.

V. Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the notice to the members and holding shares as on the cut-off date, may obtain the login ID and password by sending a request to the email ID evoting@kfintech.com. However, if you are already registered with KFin for remote e-voting then member can use his/her existing user ID and password for casting your vote.

VI. In case a person has become a member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

a) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399:

1. Example for NSDL:

MYEPWD <SPACE> IN12345612345678

2. Example for CDSL:

MYEPWD <SPACE> 1402345612345678

3. Example for Physical:

MYEPWD <SPACE> XXXX1234567890

b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the homepage of https://evoting.kfintech.com/, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

VII. Members who have casted their votes through remote e-voting may also attend the AGM. However, those members are not entitled to cast their vote again in the AGM.

VIII. A member can opt for only one mode of voting, i.e., either through remote e-voting or voting at the AGM. Thus, voting facility at the AGM shall be used only by those who have not exercised their right to vote through remote e-voting.

IX. The scrutiniser shall immediately after the conclusion of the voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a consolidated scrutiniser's report, not later than 3 (three) days of conclusion of the meeting, of the total votes cast in favour or against, if any, to the chairman of the Company or person authorised by him in writing who shall countersign the same.

X. The voting results declared along with the scrutiniser's report shall be placed on the Company's website, www.careinsurance.com and on the website of KFin, https://evoting.kfintech.com/public/Downloads.aspx (Select Document Type: Results) after the result is declared by the chairman / authorised person.