



NOTICE

NOTICE is hereby given that the **18th Annual General Meeting** of Care Health Insurance Limited ("the Company") will be held on **Wednesday, August 06, 2025 at 11:00 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, 2025 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. **To appoint Mr. Abhay Kumar Agarwal (DIN: 00042882) as a Non-Executive and Non-Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 152 and 161 read with 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 in terms of Memorandum of Association and Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee ("the NRC") and the Board of Directors of the Company ("the Board"), the approval of the Shareholders of the Company be and is hereby accorded to appoint, Mr. Abhay Kumar Agarwal (DIN: 00042882), as a Non-Executive Non-Independent Director, liable to retire by rotation, who was appointed as an Additional Non-Executive Non-Independent Director on the Board w.e.f. April 01, 2025, who has given his consent and whose term of office as per section 161 of the Act is up to the date of this Annual General Meeting or the last date on which the Annual General Meeting for financial year 2024-25 should have been held, whichever is earlier, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of Director.

RESOLVED FURTHER THAT Managing Director & CEO, Chief Operating Officer, Chief Financial Officer, Chief Compliance Officer, Head-HR and Company Secretary of the Company, 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, Head – Secretarial Process & Reporting or Corporate Manager - Secretarial of the Company.”

4. To appoint Mr. Arjun Lamba (DIN: 00124804) as a Non-Executive and Non-Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 152 and 161 read with 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 in terms of Memorandum of Association and Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee (“the NRC”) and the Board of Directors of the Company (“the Board”), the approval of the Shareholders of the Company be and is hereby accorded to appoint, Mr. Arjun Lamba (DIN: 00124804), as a Non-Executive Non-Independent Director, liable to retire by rotation, who was appointed as an Additional Non-Executive Non-Independent Director on the Board w.e.f. April 01, 2025, who has given his consent and whose term of office as per section 161 of the Act is up to the date of this Annual General Meeting or the last date on which the Annual General Meeting for financial year 2024-25 should have been held, whichever is earlier, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of Director.

RESOLVED FURTHER THAT Managing Director & CEO, Chief Operating Officer, Chief Financial Officer, Chief Compliance Officer, Head-HR and Company Secretary of the Company, 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, Head- Secretarial Process & Reporting or Corporate Manager - Secretarial of the Company.”

5. **To appoint Mr. Gurumurthy Ramanathan (DIN: 10366010) as a Non-Executive and Non-Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 152 and 161 read with 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 in terms of Memorandum of Association and Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee (“the NRC”) and the Board of Directors of the Company (“the Board”), the approval of the Shareholders of the Company be and is hereby accorded to appoint, Mr. Gurumurthy Ramanathan (DIN: 10366010), as a Non-Executive Non-Independent Director, liable to retire by rotation, who was appointed as an Additional Non-Executive Non-Independent Director on the Board w.e.f. April 01, 2025, who has given his consent and whose term of office as per section 161 of the Act is up to the date of this Annual General Meeting or the last date on which the Annual General Meeting for financial year 2024-25 should have been held, whichever is earlier, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of Director.

RESOLVED FURTHER THAT Managing Director & CEO, Chief Operating Officer, Chief Financial Officer, Chief Compliance Officer, Head-HR and Company Secretary of the Company, 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, Head- Secretarial Process & Reporting or Corporate Manager - Secretarial of the Company.”

6. **To appoint Mr. Suresh Mahalingam (DIN: 01781730) as a Non-Executive and Non-Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 152 and 161 read with 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 in terms of Memorandum of Association and Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee ("the NRC") and the Board of Directors of the Company ("the Board"), the approval of the Shareholders of the Company be and is hereby accorded to appoint, Mr. Suresh Mahalingam (DIN: 01781730), as a Non-Executive Non-Independent Director, liable to retire by rotation, who was appointed as an Additional Non-Executive Non-Independent Director on the Board w.e.f. April 01, 2025, who has given his consent and whose term of office as per section 161 of the Act is up to the date of this Annual General Meeting or the last date on which the Annual General Meeting for financial year 2024-25 should have been held, whichever is earlier, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of Director.

RESOLVED FURTHER THAT Managing Director & CEO, Chief Operating Officer, Chief Financial Officer, Chief Compliance Officer, Head-HR and Company Secretary of the Company, 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, Head- Secretarial Process & Reporting or Corporate Manager - Secretarial of the Company."

7. To approve the payment of Performance Bonus (Variable Pay- Cash Component) to the 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 & Remuneration Committee and the Board of Directors of the Company, the approval of the Shareholders be and is hereby accorded for the payment of Variable Pay (Cash-Component) of Rs. 4,15,08,840/- for the performance year 2024-25 to Mr. Anuj Gulati, Managing Director & CEO of the Company.

RESOLVED FURTHER THAT out of the above Variable Pay (Cash-Component), Rs.1,95,04,420/- shall be deferred and become payable over a period of 3 years.

RESOLVED FURTHER THAT Chief Operating Officer, Chief Financial Officer, Chief Compliance Officer, Head-HR and 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.”

8. To approve the remuneration 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 provisions of Section 34A of Insurance Act, 1938, Master Circular on Corporate Governance for Insurers, 2024, applicable provisions of the Companies Act, 2013, and provisions of Articles of Association of the Company and other requisite approval(s) or sanction(s) as may be required and subject to the approval of the Insurance Regulatory and Development Authority of India (“IRDAI”) and as recommended by the Nomination & Remuneration Committee and Board of Directors of the Company, the approval of the Shareholders be and is hereby accorded for the payment of Rs. 4,15,08,840/- per annum, as the remuneration, to Mr. Anuj Gulati, Managing Director & CEO of the Company with effect from April 1, 2025 on the following terms and conditions:

- i) **Basic Salary :** Rs. 13,83,628/-per month
- ii) **Allowances: Following allowances shall be allowed:**
 - 1. House Rent Allowance: Rs. 6,91,814/-per month
 - 2. Additional Allowance: Rs. 11,90,843/- per month
 - 3. Education Allowance: Rs. 18,000/-per month
 - 4. Car Running Expenses: NIL
- iii) **Contribution to Provident Fund: Rs. 1,66,035/-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. 2,500/- 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, Club membership to be used for Official Purposes.

RESOLVED FURTHER THAT Mr. Anuj Gulati will be entitled for the performance linked Variable Pay (Cash Component) & Variable Pay (Non-cash Component) as may be

determined from time to time.

RESOLVED FURTHER THAT Chief Operating Officer, Chief Financial Officer and Head- HR, be and are hereby severally authorized to issue grant letters to Mr. Anuj Gulati and to do all such acts things and deeds as may be deemed necessary to give effect to this resolution.

RESOLVED FURTHER THAT Chief Operating Officer, Chief Financial Officer, Head – HR, Chief Compliance Officer and 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.”

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, Head- Secretarial Process & Reporting or Corporate Manager - Secretarial of the Company.”

9. To approve the re-appointment of the 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 pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013, Schedule V & all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Section 34A of the Insurance Act, 1938 and Master Circular on Corporate Governance for Insurers, 2024 and subject to the approval of the Insurance Regulatory and Development Authority of India (“IRDAI”), and/ or any other approval(s) or sanction(s) as may be required and as recommended by the Nomination & Remuneration Committee and the Board of Directors of the Company, the approval of the Shareholders be and is hereby accorded for the re-appointment of Mr. Anuj Gulati as the Managing Director & CEO of the Company on remuneration of Rs. 4,15,08,840/- per annum for a term of one year with effect from April 26, 2025 on terms and conditions as mentioned below:

- i) **Basic Salary** : Rs. 13,83,628/-per month
- ii) **Allowances: Following allowances shall be allowed:**
 - 1. House Rent Allowance: Rs. 6,91,814/-per month
 - 2. Additional Allowance: Rs. 11,90,843/- per month
 - 3. Education Allowance: Rs. 18,000/-per month
 - 4. Car Running Expenses: NIL

- iii) **Contribution to Provident Fund: Rs. 1,66,035/-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. 2,500/- 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, club membership to be used for Official Purposes.

RESOLVED FURTHER THAT Mr. Anuj Gulati will be entitled for the performance linked Variable Pay (Cash Component) & Variable Pay (Non-cash Component) as may be determined from time to time.

RESOLVED FURTHER THAT subject to the superintendence, control and direction of the Board, Mr. Anuj Gulati shall perform such duties and functions as would commensurate with his position as Managing Director & CEO of the Company and as may be delegated to him from time to time.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee of the Company be and is hereby authorized to increase/make changes in the terms and conditions of re-appointment including the remuneration and as prescribed/in accordance with the Act and do all such other acts, deeds and things which are necessary and incidental in order to give effect this resolution.

RESOLVED FURTHER THAT Chief Operating Officer, Chief Financial Officer and Head-HR, be and are hereby severally authorized to issue grant letters to Mr. Anuj Gulati and to do all such acts things and deeds as may be deemed necessary to give effect to this resolution.

RESOLVED FURTHER THAT Chief Operating Officer, Chief Financial Officer, Head – HR, Chief Compliance Officer and 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.



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, Head- Secretarial Process & Reporting or Corporate Manager - Secretarial of the Company.”

10. To approve the Care Health Insurance- CSAR Stock Option Plan

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 the Insurance Regulatory and Development Authority of India (Corporate Governance for Insurers) Regulations, 2024 (“the Regulations”) dated March 20, 2024 read with the Master Circular on Corporate Governance for Insurers, 2024 dated May 22, 2024, and pursuant to the applicable provisions of the Companies Act, 2013 (“Act”), if any, and the rules made thereunder, as amended from time to time and subject to such other applicable provisions, if any, and as recommended by the Nomination & Remuneration Committee and the Board of Directors of the Company, the Shareholders be and hereby approve the **Care Health Insurance – CSAR Stock Option Plan (“CSAR Plan”/”Plan”)**).

RESOLVED FURTHER THAT the Nomination & Remuneration Committee and/or Board be and are hereby authorized for the administration and implementation of **CSAR Plan/Plan** and may correct any defect, omission or reconcile any inconsistency in **CSAR Plan/Plan** in the manner and to the extent it deems necessary or desirable and to resolve any difficulty in relation to implementation of **CSAR Plan/Plan** and take any action which the Nomination & Remuneration Committee and/or Board is entitled to take in relation thereto and to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and to do all other things incidental and ancillary thereof in conformity with the provisions of the Act, the Articles of Association of the Company, the Guidelines and any other applicable laws in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred on it, to the Nomination & Remuneration Committee in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper to give effect to aforesaid resolution.

RESOLVED FURTHER THAT Chief Operating Officer, Chief Financial Officer, Chief Compliance Officer, Head- HR and Company Secretary of the Company be and are hereby severally authorized to decide and execute and sign all documents with respect to the aforesaid plan and to do all such acts, things and deeds as may be required to give effect to this 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, Head – Secretarial Process & Reporting or Corporate Manager - Secretarial of the Company.”

Place: New Delhi
Date: July 08, 2025

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

Yogesh Kumar
Company Secretary
FCS- 7342

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, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 (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, 2025, 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 18th Annual General Meeting ("**AGM / Meeting**") of the Company is being held through VC /OAVM on Wednesday, August 06, 2025 at 11:00 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 2024-25 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 18th 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 18th 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 18th AGM through the VC facility provided by KFin Technologies Limited, Registrar and Share Transfer

Agents (hereinafter called “KFintech”). 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 cast their vote by remote e-voting shall be able to exercise their right at the meeting.
10. The Company has appointed 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 the 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 cast 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. Devender Suhag, M/s SMD & Co., Company Secretaries (Membership No. F9545 & Certificate of Practice No. 26611), 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. *August 06, 2025*.
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.

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

Item no. 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

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 the date of the Notice

| | |
|----------------|--|
| Name | Mr. Sunish Sharma |
| Age | 50 years |
| Qualifications | <ul style="list-style-type: none"> • Master's in Business Administration from the Indian Institute of Management, Calcutta • Cost Accountant from the Institute of Cost Accountants of India • Bachelor's degree in Commerce from Delhi University |
| Experience | <p>Mr. Sunish Sharma is the Co-Founder and Managing Partner of Kedaara Capital, a firm he started in 2012. Prior to co-founding Kedaara, he served as a Managing Director at the Global Private Equity Firm, General Atlantic. He has 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. He is Director at Avanse Financial Services Limited, Spandana Sphoorty Financial Limited and Vedant Fashions Limited. He is also one of the founders of Young India Fellowship, launched in 2011 in collaboration with University of Pennsylvania's School of Engineering and Applied Sciences to develop change agents for India through a multi-disciplinary programme. He was profiled as one of the "25 hottest young executives below 40 in India" by Business Today, the leading business magazine in India. Further, in the 20th anniversary issue of Business Today, he was also profiled as one of the Top 20 professionals which represent the future of Indian Business, "The Next Big Guns". He has also been profiled as one of "Asia's 25 most influential people in private equity" by Asian Investor. He has spoken at various conferences on private equity in the region.</p> |

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| | He is a gold medallist from Indian Institute of Management, Calcutta where he did his Master of Business Administration after graduating with honors from Delhi University. He also holds a Cost Accounting degree as well. | | |
| Terms and conditions of appointment/ re-appointment | The roles and responsibilities will be such as prescribed under the Companies Act, 2013 read with relevant Rules, Master Circular on Corporate Governance for Insurers, 2024 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 | N.A. | | |
| Date of first appointment on the Board | August 02, 2021 | | |
| Shareholding in the Company | NIL | | |
| Relationship with other directors, managers and KMPs | NIL | | |
| No. of meetings attended during the year | <ul style="list-style-type: none"> • Board Meeting- 6/7 • Nomination & Remuneration Committee Meeting- 3/4 | | |
| Directorships in other Companies | <ul style="list-style-type: none"> • Spandana Sphoorty Financial Limited • Vedant Fashions Limited • Avanse Financial Services Limited | | |
| Memberships/ Chairmanship of Committees of Others Boards | Spandana Sphoorty Financial Limited | Nomination & Remuneration Committee | Member |
| | Vedant Fashions Limited | Nomination & Remuneration Committee; | Member |
| | Avanse Financial Services Limited | 1. Audit Committee 2. IPO Committee | Member in both the Committees |

The Board recommends the matter for approval of the Members as set out at Item No. 2 of the Notice as Ordinary Resolution.

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

Item no. 3

To appoint Mr. Abhay Kumar Agarwal (DIN: 00042882) as a Non-Executive and Non-Independent Director of the Company

The members are apprised that the Company has received the name of Mr. Abhay Kumar Agarwal from Religare Enterprises Limited ("REL"), Holding Company, to consider for appointment as an Additional Non-Executive & Non-Independent Director on the Board of the Company, in accordance to the provisions of Section 161 of the Companies Act, 2013 ("Act") or any other provisions of the Companies Act, 2013, if applicable.

The members are further apprised that in accordance to the nomination received from REL, the Nomination & Remuneration Committee and the Board of Directors had approved the appointment of Mr. Abhay Kumar Agarwal as an Additional Non-Executive & Non-Independent Director of the Company w.e.f. April 01, 2025, liable to retire by rotation, to hold office till this Annual General Meeting or the last date on which the AGM for the FY 2024-25 should have been held, whichever is earlier.

The members are also apprised that the Company is in receipt of Notice under Section 160 of the Companies Act, 2013 proposing his candidature as a Non-Executive & Non-Independent Director of the Company, liable to retire by rotation.

Also, the Company has received all the requisite disclosures as required under the Companies Act, 2013 and Master Circular on Corporate Governance for Insurers, 2024.

Additional Information for seeking approval at the AGM as per the Secretarial standards as on date of this Notice

| | |
|----------------|--|
| Name | Mr. Abhay Kumar Agarwal |
| Age | 65 years |
| Qualifications | Chartered Accountant |
| Experience | <p>Mr. Abhay Kumar Agarwal is a Chartered Accountant by profession.</p> <p>He has more than 36 years of industry experience in the areas of Accounting, Finance, Management and Corporate Advisory Services.</p> <p>Mr. Abhay Kumar Agarwal is working as consultant with Dabur Group for more than 36 years and has experience in the areas of Accounting, Finance, Management and corporate advisory services.</p> <p>He is member of Audit Committee, the Shareholders' Committee and on the Board of Directors of various companies for over 20 years.</p> |

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| | He also has experience as a Director in various Non-Banking Financial Companies for more than 10 years. | | |
| Terms and conditions of appointment/ re-appointment | He is proposed to be appointed as Non- Executive & Non-Independent Director in line with Companies Act, 2013 and Master Circular on Corporate Governance for Insurers, 2024 issued by IRDAI. | | |
| Remuneration proposed to be paid and remuneration last drawn | No remuneration is being proposed to be paid. | | |
| Date of first appointment on the Board | Appointed as an Additional Non- Executive & Non-Independent Director w.e.f. April 01, 2025 | | |
| Shareholding in the Company | NIL | | |
| Relationship with other directors, managers and KMPs | NIL | | |
| No. of meetings attended during the year | He was appointed as an Additional Non- Executive & Non-Independent Director w.e.f. April 01, 2025 and subsequent to that attended the Board Meeting of the Company held on April 24, 2025. | | |
| Directorships in other companies | <ul style="list-style-type: none"> • Lite Bite Foods Private Limited • Super Hoze Industries Private Limited • Gyan Enterprises Private Limited • V I C Enterprises Private Limited • Puran Associates Private Limited • Milky Investment and Trading Company • Burman Capital Management Private Limited • Burman Estate Private Limited • GTV SEZ Phase I Private Limited • Mind Sports League Private Limited • Dabur Securities Private Limited • GTV Tech SEZ Private Limited • Forum I Aviation Private Limited • Ratna Commercial Enterprises Private Limited • Sportzsquare Ventures Private Limited • Religare Broking Limited | | |
| Memberships/ Chairmanship of Committees of others Boards | Burmans Finvest Private Limited | 1. Audit Committee 2. Asset Liability Management Committee 3. Risk Management Committee 4. Corporate Social Responsibility Committee 5. Nomination and Remuneration Committee 6. IT Strategy Committee | Member |

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| | Puran Associates Private Limited | 1. Audit Committee 2. Asset Liability Management Committee 3. Risk Management Committee 4. Corporate Social Responsibility Committee 5. Nomination and Remuneration Committee 6. IT Strategy Committee | Member |
| | Milky Investment and Trading Company | 1. Audit Committee 2. Asset Liability Management Committee 3. Risk Management Committee 4. Corporate Social Responsibility Committee 5. Nomination and Remuneration Committee 6. IT Strategy Committee | Member |
| | Elephant India Finance Private Limited | 1. Audit Committee 2. Asset Liability Management Committee 3. Risk Management Committee 4. Corporate Social Responsibility Committee 5. Nomination and Remuneration Committee 6. IT Strategy Committee | Member |
| | VIC Enterprises Private Limited | 1. Audit Committee 2. Asset Liability Management Committee 3. Risk Management Committee 4. Corporate Social Responsibility Committee 5. Nomination and Remuneration Committee 6. IT Strategy Committee | Member |
| | Ratna Commercial Enterprises Private Limited | 1. Audit Committee 2. Asset Liability Management Committee 3. Risk Management Committee 4. Corporate Social Responsibility Committee 5. Nomination and Remuneration Committee 6. IT Strategy Committee | Member |

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|--|----------------------------------|---|--------|
| | Gyan Enterprises Private Limited | 1. Audit Committee 2. Asset Liability Management Committee 3. Risk Management Committee 4. Corporate Social Responsibility Committee 5. Nomination and Remuneration Committee 6. IT Strategy Committee | Member |
|--|----------------------------------|---|--------|

The Director proposed, if appointed, shall be liable to retire by rotation and shall be appointed as a Non-executive & Non-Independent Director of the Company.

The Board recommends the Resolution for approval of the Members as set out at Item No. 3 of the Notice as Ordinary Resolution.

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

Item no. 4

To appoint Mr. Arjun Lamba (DIN: 00124804) as a Non-Executive and Non-Independent Director of the Company

The members are apprised that the Company has received the name of Mr. Arjun Lamba from Religare Enterprises Limited ("REL"), Holding Company, to consider for appointment as an Additional Non-Executive & Non-Independent Director on the Board of the Company, in accordance to the provisions of Section 161 of the Companies Act, 2013 ("Act") or any other provisions of the Companies Act, 2013, if applicable.

The members are further apprised that in accordance to the nomination received from REL, the Nomination & Remuneration Committee and the Board of Directors had approved the appointment of Mr. Arjun Lamba as an Additional Non-Executive & Non-Independent Director of the Company w.e.f. April 01, 2025, liable to retire by rotation, to hold office till this Annual General Meeting or the last date on which the AGM for the FY 2024-25 should have been held, whichever is earlier.

The members are also apprised that the Company is in receipt of Notice under Section 160 of the Companies Act, 2013 proposing his candidature as a Non-Executive & Non-Independent Director of the Company, liable to retire by rotation.

Also, the Company has received all the requisite disclosures as required under the Companies Act, 2013 and Master Circular on Corporate Governance for Insurers, 2024.

Additional Information for seeking approval at the AGM as per the Secretarial standards as on the date of this Notice

| | |
|--|---|
| Name | Mr. Arjun Lamba |
| Age | 44 years |
| Qualifications | Graduated in BBA from Ecole Les Roches, Switzerland |
| Experience | <p>Arjun Lamba is the founder director of Guardian Advisors Private Limited (SEBI registered PMS which was founded in 2005). He has completed his BBA from Ecole Les Roches, Switzerland and having 23 years plus experience in the capital markets. Prior to starting Guardian Advisors Private Limited he was with Span Investments and Kotak Securities.</p> <p>He is an experienced Investment Professional in the Indian equities market for last 23 years. Guardian Advisors is a specialized investment firm focused on the Indian public equity markets. The Company is a registered portfolio manager with the Securities and Exchange Board of India (SEBI) since 2005. It is one of the oldest PMS providers in India.</p> <p>He has extensive capital markets experience and M&A (Mergers and Acquisitions) experience (Acquisition of Eveready Industries on behalf of the Burman Family) and is a Non-Independent & Non-Executive Director on the board of Eveready Industries India Limited (Leading battery brand in India) since 3rd September, 2022. He was also a key member of the Burman Family team that acquired Religare Enterprises Limited in 2025.</p> |
| Terms and conditions of appointment/ re-appointment | He is proposed to be appointed as Non- Executive & Non-Independent Director in line with Companies Act, 2013 and Master Circular on Corporate Governance for Insurers, 2024 issued by IRDAI. |
| Remuneration proposed to be paid and remuneration last drawn | No remuneration is being proposed to be paid. |
| Date of first appointment on the Board | Appointed as an Additional Non- Executive & Non-Independent Director w.e.f. April 01, 2025 |
| Shareholding in the Company | NIL |
| Relationship with other directors, managers and KMPs | NIL |
| No. of meetings attended during the year | He was appointed as an Additional Non- Executive & Non-Independent Director w.e.f. April 01, 2025 and subsequent to that attended the Board Meeting of the Company held on April 24, 2025. |

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| Directorships in other companies | <ul style="list-style-type: none"> • Eveready Industries India Limited • Guardian Advisors Private Limited • Casa Tres India Private Limited • Religare Broking Limited |
| Memberships/ Chairmanship of Committees of others Boards | Nil |

The Director proposed, if appointed, shall be liable to retire by rotation and shall be appointed as a Non-executive and Non-Independent Director of the Company.

The Board recommends the Resolution for approval of the Members as set out at Item No. 4 of the Notice as Ordinary Resolution.

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

Item no. 5

To appoint Mr. Gurumurthy Ramanathan (DIN: 10366010) as a Non-Executive and Non-Independent Director of the Company

The members are apprised that the Company has received the name of Mr. Gurumurthy Ramanathan from Religare Enterprises Limited ("REL"), Holding Company, to consider for appointment as an Additional Non-Executive & Non-Independent Director on the Board of the Company, in accordance to the provisions of Section 161 of the Companies Act, 2013 ("Act") or any other provisions of the Companies Act, 2013, if applicable.

The members are further apprised that in accordance to the nomination received from REL, the Nomination & Remuneration Committee and the Board of Directors had approved the appointment of Mr. Gurumurthy Ramanathan as an Additional Non-Executive & Non-Independent Director of the Company w.e.f. April 01, 2025, liable to retire by rotation, to hold office till this Annual General Meeting or the last date on which the AGM for the FY 2024-25 should have been held, whichever is earlier.

The members are also apprised that the Company is in receipt of Notice under Section 160 of the Companies Act, 2013 proposing his candidature as a Non-Executive & Non-Independent Director of the Company, liable to retire by rotation.

Also, the Company has received all the requisite disclosures as required under the Companies Act, 2013 and Master Circular on Corporate Governance for Insurers, 2024.

Additional Information for seeking approval at the AGM as per the Secretarial standards as on the date of this Notice

| | |
|----------------|---------------------------|
| Name | Mr. Gurumurthy Ramanathan |
| Age | 61 years |
| Qualifications | B.com (H), CAIIB |

| | |
|--|---|
| Experience | <p>Mr. Gurumurthy Ramanathan, superannuated end June 23 as Head of Governance at RBL Bank. He brings about 38 years of exposure in the banking sector both in India and in Hong Kong.</p> <p>During the 6 years in his last role he oversaw the assurance, operations, technology & credit functions in the bank. He joined RBL Bank in mid of 2011 as part of the transformation team and was heading the Corporate & Institutional Banking business group for about 5 years. He also managed the regulatory interface for RBL Bank for several years.</p> <p>Prior to joining RBL Bank, he set up & headed the FI Strategic Coverage Group for Standard Chartered Bank for India. In this role he was responsible for building & managing relationships for the Bank with large/ strategic clients in the Financial Services space. Prior to joining Standard Chartered Bank he had a long stint with Bank of America in which he managed relationships with the IT sector, Corporates & Financial Institutions.</p> <p>In earlier assignments he has been associated with Credit Lyonnais and State Bank of India. He has extensive experience in wholesale banking, capital markets, integrated risk management & management of large/ diverse teams in leadership both in India & outside.</p> <p>He is currently an Independent Director in Arka Fincap Ltd., an NBFC promoted by Kirloskar Group and an Additional Director (Independent) in Axis Capital Ltd. which is a wholly owned subsidiary of Axis Bank.</p> <p>He holds a Bachelor's degree from Delhi University and is a Certified Associate of the Indian Institute of Bankers.</p> |
| Terms and conditions of appointment/ re-appointment | He is proposed to be appointed as Non- Executive & Non-Independent Director in line with Companies Act, 2013 and Master Circular on Corporate Governance for Insurers, 2024 issued by IRDAI. |
| Remuneration proposed to be paid and remuneration last drawn | No remuneration is being proposed to be paid. |
| Date of first appointment on the Board | Appointed as an Additional Non- Executive & Non-Independent Director w.e.f. April 01, 2025 |
| Shareholding in the Company | NIL |
| Relationship with other directors, managers and KMPs | NIL |
| No. of meetings attended during the year | He was appointed as an Additional Non- Executive & Non-Independent Director w.e.f. April 01, 2025 and subsequent to that attended the Board Meeting of the Company held on April 24, 2025. |
| Directorships in other companies | <ul style="list-style-type: none"> • Axis Capital Limited • Arka Fincap Limited • Simplex Infrastructures Limited • Religare Broking Limited |

| | | | |
|--|---------------------|--|----------|
| Memberships/ Chairmanship of Committees of others Boards | Arka Fincap Limited | 1. Audit Committee | Member |
| | | 2. Risk Management Committee | |
| | | 3. IT Strategy Committee | Chairman |
| | | 4. Stakeholders Relationship Committee | |

The Director proposed, if appointed, shall be liable to retire by rotation and shall be appointed as a Non-executive and Non-Independent Director of the Company.

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

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

Item no. 6

To appoint Mr. Suresh Mahalingam (DIN: 01781730) as a Non-Executive and Non-Independent Director of the Company

The members are apprised that the Company has received the name of Mr. Suresh Mahalingam from Religare Enterprises Limited ("REL"), Holding Company, to consider for appointment as an Additional Non-Executive & Non-Independent Director on the Board of the Company, in accordance to the provisions of Section 161 of the Companies Act, 2013 ("Act") or any other provisions of the Companies Act, 2013, if applicable.

The members are further apprised that in accordance to the nomination received from REL, the Nomination & Remuneration Committee and the Board of Directors had approved the appointment of Mr. Suresh Mahalingam as an Additional Non-Executive & Non-Independent Director of the Company w.e.f. April 01, 2025, liable to retire by rotation, to hold office till this Annual General Meeting or the last date on which the AGM for the FY 2024-25 should have been held, whichever is earlier.

The members are also apprised that the Company is in receipt of Notice under Section 160 of the Companies Act, 2013 proposing his candidature as a Non-Executive & Non-Independent Director of the Company, liable to retire by rotation.

Also, the Company has received all the requisite disclosures as required under the Companies Act, 2013 and Master Circular on Corporate Governance for Insurers, 2024.

Additional Information for seeking approval at the AGM as per the Secretarial standards as on the date of this Notice

| | |
|------|-----------------------|
| Name | Mr. Suresh Mahalingam |
|------|-----------------------|

| | |
|----------------|---|
| Age | 63 years |
| Qualifications | <ul style="list-style-type: none"> • Post-Graduation in International Management (PGPIM) from IMI, India • Advanced Management Course from Kellogg School of Management, Northwestern University, Chicago. • CFI Certified Leadership Coach. |
| Experience | <p>With an illustrious career spanning over three decades in corporate India, Mr. Suresh Mahalingam have consistently proven himself as a dynamic catalyst of change. His core competency lies in orchestrating multi-talented and diverse teams to execute future-ready strategies with passion and precision. Navigating complex challenges, from cutting-edge thinking to world-beating execution, has been the hallmark of my journey.</p> <p>His journey encompasses senior leadership roles in both the BFSI and FMCG sectors, including serving as MD & CEO of TATA AIA. General Manager at HDFC Life, Business Head at ITC Ltd and Member of the Group Management Council at WGC. This diverse experience provides him with a unique perspective on what it takes to succeed in the dynamic Indian business landscape.</p> <p>With over fifteen years of board experience, he bring a wealth of wisdom and exposure to corporate governance, triple bottom line management, and overall sustainability. He is an Independent Director at Aviva India, Muthoot Housing Finance and SF World, former Vice Chairman & Director of Pramerica Life Insurance and former Director on the Boards of Principal Asset Management, Aadhar Housing Finance, Avanse Financial Services, Navi General Insurance and PGIM India Asset Management.</p> <p>He is also on the advisory boards of companies like Insurance Dekho, TMI Group, FayrEdge, and provide strategic guidance to start-ups in Fintech, InsurTech and EdTech. Additionally, I am a trusted advisor assisting a large PE firm in their investments in the BFSI space.</p> <p>A Certified Leadership Coach, Team Coach and Transition Coach, He guide and support senior business leaders across various enterprises. In leadership coaching, he empowers executives to become more self-aware, maximize their potential, and ensure success in their current positions or transitions to new roles. As a team coach, he foster cohesiveness, instill accountability, and propel teams to surpass goals through synchronized effort and shared commitment.</p> <p>He is also recognized as a keynote speaker on multiple platforms, sharing insights and experiences garnered from</p> |

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| | <p>the frontlines of leadership and business. Beyond this, he conducts training programs and leadership workshops, enabling leaders and their teams to elevate their performance and productivity.</p> <p>He completed his Post Graduate Programme in International Management from IMI, India, and completed an advanced Management course from Kellogg school of Management.</p> | | |
| Terms and conditions of appointment/ re-appointment | He is proposed to be appointed as Non- Executive & Non-Independent Director in line with Companies Act, 2013 and Master Circular on Corporate Governance for Insurers, 2024 issued by IRDAI. | | |
| Remuneration proposed to be paid and remuneration last drawn | No remuneration is being proposed to be paid. | | |
| Date of first appointment on the Board | Appointed as an Additional Non- Executive & Non-Independent Director w.e.f. April 01, 2025 | | |
| Shareholding in the Company | NIL | | |
| Relationship with other directors, managers and KMPs | NIL | | |
| No. of meetings attended during the year | He was appointed as an Additional Non- Executive & Non-Independent Director w.e.f. April 01, 2025 and subsequent to that attended the Board Meeting of the Company held on April 24, 2025. | | |
| Directorships in other companies | <ul style="list-style-type: none"> • Muthoot Housing Finance Company Limited • Pratishruti Foundation • Aviva Life Insurance Company India Ltd • Religare Broking Limited | | |
| Memberships/ Chairmanship of Committees of others Boards | Aviva Life Insurance Company India Ltd | 1.Risk Management Committee 2.Investment Committee 3.Nomination & Remuneration Committee 4.With Profits Committee | Member |
| | Muthoot Housing Finance Co. Ltd | 1.Audit & IT Strategy Committee 2.Nomination & Remuneration Committee | Chairman Member |

The Director proposed, if appointed, shall be liable to retire by rotation and shall be appointed as a Non-Executive and Non-Independent Director of the Company.

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

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

Item nos. 7, 8 and 9

- **To approve the payment of Performance Bonus (Variable Pay- Cash Component) to the Managing Director & CEO of the Company;**
- **To approve the remuneration of Managing Director & CEO of the Company; and**
- **To approve the re-appointment of the Managing Director & CEO of the Company**

The members are apprised that Mr. Anuj Gulati is Graduate in Chemical Engineering from IIT, Delhi and Post Graduate Diploma in Business Management from IIM, Bangalore. He has over 26 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 w.e.f April 26, 2020, duly approved by the shareholders and IRDAI, for a period of 5 years. Accordingly, his tenure has completed on April 25, 2025.

Further, as per Clause 2.4(c) of the Master Circular on Corporate Governance for Insurers, 2024, the post of Managing Director (MD), Chief Executive Officer (CEO) or Whole-time Director (WTD) shall not be held by the same incumbent for a continuous period of more than 15 years.

Since, Mr. Anuj Gulati has been the Managing Director & CEO of the Company w.e.f. April 26, 2012, it was proposed to re-appoint him as Managing Director & CEO of the Company for a period of 1 year, i.e., till April 25, 2026.

The members are further apprised that the Nomination & Remuneration Committee and the Board of Directors at their meetings held earlier on April 24, 2025 had approved the re-appointment and recommended the same to the Member's for their approval.

The members are further apprised that in accordance to the Master Circular on Corporate Governance for Insurers, 2024, it is proposed to fix the remuneration of the Managing Director & CEO w.e.f. April 01, 2025.

In this regard, it is informed that the Board at its meeting held on April 24, 2025 has approved the Fixed and Variable pay (Cash Component) of Managing Director & CEO for the FY 2025-26 and further recommended to the Shareholders for its approval, subject to the approval of the IRDAI.

However, with reference to the Variable Pay (Non Cash Component), the same is yet to be decided by the Nomination & Remuneration Committee/Board of Directors of the Company.



I. GENERAL INFORMATION:

1. Nature of Industry:

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

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 2024-25, total Gross Written Premium of the Company is Rs. 8561.99 Crores and net profit (after tax) is Rs. 155.18 Crores.

5. Export performance and net foreign exchange collaborations:

The Foreign Exchange earned in terms of actual inflows during the year 2024-25 is Rs. 220.46 crores and the Foreign Exchange outgo in terms of actual outflows during the year 2024-25 is Rs.167.27 crores.

6. Foreign Investments or collaborators:

None

II. INFORMATION ABOUT THE APPOINTEE:

1. Background Details:

Mr. Anuj Gulati, aged 51 years, is a Graduate in Chemical Engineering from IIT, Delhi and Post Graduate Diploma in Business Management from IIM, Bangalore.

Mr. Anuj Gulati has over 26 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 more than 22 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

3. Job Profile and Suitability of the Appointee:

Mr. Anuj Gulati has more than 22 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 resolutions. 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 2024-25, Company has net profit after tax of Rs. 155 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.

Additional Information for seeking approval at the AGM as per the Secretarial standards as on the date of the Notice

| | |
|---|---|
| Name | Mr. Anuj Gulati |
| Age | 51 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 26 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 Master Circular on Corporate Governance for Insurers, 2024 issued by IRDAI. |
| Remuneration proposed to be paid and remuneration last drawn. | The Proposed Remuneration is in accordance to the Resolution No. 8 which covers the same in detail. The last Fixed Pay drawn for FY 2024-25 was Rs. 4,15,08,840/-. However, with regard to the Variable Pay (Cash and Non-Cash Component), the same is yet to be approved by the IRDAI and the members of the Company. |
| Date of first appointment on the Board | 23.12.2011 |
| Shareholding in the Company | 4,64,38,625 Equity Shares |

| | | | |
|--|---|---------------------------|--------|
| Relationship with other directors, managers and KMPs | NIL | | |
| No. of meetings attended during the year | <ul style="list-style-type: none"> • Board – 7/7 • Policyholder Protection, Grievance Redressal and Claims Monitoring Committee – 4/4 • Risk Management Committee – 4/4 • Investment Committee – 4/4 • Allotment Committee- 2/2 • Corporate Social Responsibility Committee- 2/2 • Stakeholders Relationship Committee-1/1 | | |
| Directorships in other Companies | <ul style="list-style-type: none"> • GAPL Agencies Private Limited • GAPL Automotive Private Limited • Gulati Agencies Private Limited • Dalmia Bharat Limited | | |
| Memberships/ Chairmanship of Committees of Others Boards | Dalmia Bharat Limited | Audit Committee | Member |
| | | Risk Management Committee | |

The Board accordingly recommends the Resolutions for approval of the Members as set out at Item Nos. 7, 8 and 9 of the accompanying Notice as Special Resolutions.

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 re-appointment and remuneration.

Item no. 10

To approve the Care Health Insurance- CSAR Stock Option Plan

The Members are apprised that the Insurance Regulatory and Development Authority of India has issued the “Master Circular on Corporate Governance for Insurers, 2024” on May 22, 2024.

In accordance to the aforesaid Master Circular, the annual remuneration of the KMPs should be aggregate of Fixed Pay (including monetary and non-monetary perquisites) and Variable Pay, for a particular financial year. The Variable pay shall be in the form of share linked instruments or a mix of cash and share linked instruments. Cash linked Stock Appreciation Rights (CSARs) are also to be treated as share linked instruments.

The Members are further apprised that the organization is in growth phase and would need certain employees of the Company to continue the growth journey over the next few years. These employees have been managing multiple roles and teams; hence, their retention is of paramount importance.



Accordingly, the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective Meetings held on July 08, 2025 considered and approved the Care Health Insurance- CSAR Stock Option Plan and further recommended the same to the shareholders for their approval.

Salient features of the Plan are as follows:

- **Eligibility and Applicability**

- ✓ Only Employee within the meaning of this Plan are eligible for being granted CSAR Options under the Plan. The specific Employee to whom the CSAR Options would be granted, and their Eligibility Criteria shall be determined by the Committee from time to time.
- ✓ The Plan shall be applicable to the Company and any successor Company thereof and also to each Grantee.

- **Grant and Acceptance of Grant**

- ✓ **Grant of CSAR Options**

- (a) Grants contemplated under the Plan shall be made on such day and month as decided by the Head HR at its discretion.
- (b) Each Grant of CSAR Options under the Plan shall be made in writing by the Company to the Employee by way of Grant Letter containing specific details of the Grant, and disclosure requirements, as prescribed under Applicable Laws.

- ✓ **Acceptance of the Grant**

- (a) Any Employee who intends to accept the Grant made under this Plan must deliver to the Company a duly signed acceptance of the Grant Letter on or before the date ("Closing Date") which shall not be more than 60 days from the date of the Grant, as specified in the Grant Letter. On receipt by the Company of the signed acceptance, the Employee will become a Grantee.
- (b) Any Employee who fails to deliver the signed acceptance of the Grant Letter on or before the Closing Date stated above shall be deemed to have rejected the Grant unless the Committee determines otherwise.

- (c) Upon acceptance of the Grant in the manner described above, the Employee henceforth as a Grantee shall be bound by the terms, conditions and restrictions of the Plan and the Grant Letter. The Grantee's acceptance of the Grant of CSAR Options under the Plan, within the time period provided, shall constitute an agreement between the Grantee and the Company as to the terms of this Plan and the Grant Letter.

- **Vesting Conditions**

- ✓ CSAR Options granted under the Plan would Vest not earlier than minimum period of **1 (one)** year and not later than the maximum Vesting Period of **5 (five) years** from the Grant Date of such CSAR Options ("Vesting Schedule")
- ✓ Vesting of CSAR Options would be subject to Grantee's continued employment or service with the Company, as the case may be, as on relevant date of Vesting and thus the CSAR Options would vest essentially on passage of time.
- ✓ The specific Vesting schedule and Vesting Conditions subject to which Vesting would take place would be outlined in the Grant Letter issued to the Grantee at the time of Grant of CSAR Options.

- **Base Price**

- ✓ Base Price per CSAR Option shall be determined by the Committee as on the date of Grant.
- ✓ The Base Price may differ from Grant to Grant at the discretion of the Committee.
- ✓ The specific Base Price as determined by the Committee in relation to a specific Grant shall be intimated to the Grantee in the Grant Letter issued at the time of Grant.
- ✓ The Base Price shall have relevance in determination of Appreciation and the Grantees are not required to pay the Base Price.

- **Exercise and Settlement of Vested CSAR Options**

- ✓ **In case of continuation of employment/ services**

- (a) The Exercise Period for Vested CSAR Options shall be decided by the NRC at the time of grant of such CSAR Options.
- (b) Upon Exercise, the Grantee shall be entitled to the Appreciation for the total numbers of CSAR Options exercised on that date. Appreciation shall be computed by multiplying the total number of CSAR Options exercised with the Appreciation per CSAR Option. It is clarified that in the event the Appreciation is nil or negative, no benefit would accrue to Grantee.
- (c) The Company shall process the exercised CSAR Options for Settlement and shall determine the Appreciation as mentioned above, in respect of all such CSAR Options.
- (d) Subject to deduction of applicable taxes pursuant to Clause 11 of the Plan, the Appreciation shall be paid in Cash within the Payout Period.

✓ **In case of separation from employment/ service**

In case of death or Permanent Incapacity of an Employee prior to completion of the Vesting Period:

- a) Vested CSAR Options pending for Exercise and Settlement as on the date of death/ Permanent Incapacity shall be entitled for Settlement and payout shall be made as a part of full and final settlement of dues.
- b) the Unvested CSAR Options shall immediately vest and be entitled for Settlement similar to Vested Options.

In case of Resignation

- a) Vested CSAR Options pending for Exercise and Settlement as on the Last working day, as the case may be, shall be entitled for Settlement and payout shall be made as a part of full and final settlement of dues.
- b) the Unvested CSAR Options as on the Last working day shall stand cancelled with effect from that date.

In case of Retirement/End of Term of an Employee prior to completion of the Vesting Period:

- a) Vested CSAR Options pending for Exercise and Settlement as on the date of Retirement / End of Term shall be entitled for Settlement and payout shall be made as a part of full and final settlement of dues.

- b) For all the Unvested CSAR Options, in case an employee continues to be solely associated with the company in any capacity to provide his services, the Head – HR/Chief Compliance Officer can propose to the committee, to continue the vesting as per the original schedule of the respective grant, otherwise the Unvested CSAR Options shall stand cancelled with effect from the Last working day.
- c) In the event of termination, all unvested CSAR's shall be deemed cancelled effective from the date of termination. The decision regarding the payout, if any, for unexercised CSARs shall be made jointly by the Head – HR and MD & CEO.

- **Applicability of Malus & Clawback**

- ✓ A malus arrangement permits the Company to prevent vesting of all or part of the amount of a deferred Variable Pay. It does not reverse vesting after it has already occurred.
- ✓ Clawback is a contractual agreement between the employee and the Company in which the employee agrees to return previously paid or vested remuneration to the Company under certain circumstances which has been defined in the contractual agreement.
- ✓ As a policy, Malus and Clawback will be triggered only on the deferred Variable Pay in the event of subdued or negative financial performance of the Company resulting in a significant rise in financial loss to the Company, and personal pecuniary benefit is gained by the employee. The Company shall, in the first instance, be obligated to indemnify, defend and hold harmless the employee against any and all losses, damages, costs (including attorney fee) incurred by the employee in this regard, provided if it is established that personal pecuniary benefit was gained by the employee, the Company shall no longer be obligated to continue to indemnify and/or defend the employee. Prior to any action of Malus/ Clawback being taken under this provision, it must be ensured that due regard is given to the principles of natural justice, and it must be established that the financial loss has arisen due to deliberate personal actions of the respective employee. Bonafide errors of judgment considering prevailing market practices will not be subject to Malus/ Clawback provisions.
- ✓ Where Malus/ Clawback provisions become applicable in accordance with this Policy, the same shall only be applied to the deferred Variable Pay, net of applicable taxes, relating to the financial year during which the event giving rise to Malus/ Clawback occurred, e.g., if the act has occurred in the financial year 2023-24, then Malus/ Clawback shall only

be applied to the deferred Variable Pay for financial year 2023-24.

- ✓ Malus/ Clawback provisions will be applicable only if the occurrence of the action/omission giving rise to such provisions is conclusively established in the appropriate forum, e.g., Company's enquiry committee, judicial/quasi-judicial/law enforcement agencies, within a period of 3 years from the date on which the alleged action/omission occurred. In case of resignation/ retirement/ termination, the said period of 3 years shall survive such resignation/ retirement/ termination.
- ✓ In case of death of the employee prior to completion of any deferral period, provisions of Malus/ Clawback shall not apply and the relevant deferred Variable Pay shall be paid as per the employment contract agreed between the Company and the relevant employee and this policy.

- **Deduction of Tax**

- ✓ The liability for paying taxes if any, pursuant to Settlement of CSAR Options under the Plan, shall be entirely on Grantee and shall be in accordance with the provisions of Income Tax Act, 1961 and the rules made thereunder and/or Income Tax Laws of respective countries as applicable to Employee, if any, working abroad.
- ✓ The Settlement of Appreciation is always subject to tax deduction at source as per applicable tax laws. It is deemed that the Grantee has authorized withholding of tax from payroll and any other amounts payable to the Grantee including the Appreciation to be settled in favour of the Grantee in connection with any payment made under this Plan.
- ✓ The Company shall have no obligation to deliver any amount in Cash until the Company's obligations under the tax laws, if any, have been satisfied in full.

- **Miscellaneous**

- ✓ This Plan shall be subject to all Applicable Laws, and approvals from governmental authorities. The Grant and Settlement of CSAR Options under this Plan shall also be subject to the Company requiring Grantees to comply with all Applicable Laws.
- ✓ Inability to obtain authority

The inability of the Company to obtain authority from any regulatory body having jurisdiction over the Company, or under any Applicable Laws, for the lawful issuance of CSAR Options and Settlement thereof, shall relieve and wholly discharge the any and all liability(ies) in respect of the failure to issue or settle such CSAR Options

- ✓ Neither the existence of this Plan nor the fact that an individual has on any occasion been granted a CSAR Option shall give such individual any right, entitlement or expectation that he has or will in future have any such right, entitlement or expectation to participate in this Plan by being granted a CSAR Option on any other occasion.
- ✓ The rights granted to the Grantee upon the Grant of a CSAR Option shall not afford the Grantee any rights or additional rights to compensation or damages in consequence of the loss or termination of his office or employment with the Company for any reason whatsoever (whether or not such termination is ultimately held to be wrongful or unfair).
- ✓ The Grantee shall not be entitled to any compensation or damages for any loss or potential loss which he may suffer by reason of deferring the Settlement of CSAR Options.
- ✓ This Plan being a pure Cash settled incentive Plan, the CSAR Options granted, vested or settled shall not afford any right whatsoever like a shareholder except that is contemplated in the Plan and in the Grant Letter.
- ✓ The Grantee shall have no rights of a shareholder except for the adjustment be made in accordance with sub-clause 4.2 (iv) of the Plan.

- **Amendments/modification**

No change/alteration/modification in the Plan shall be made for the Grant which have already been made to Employees which is detrimental to the interest of such Employee.

- **Governing Law and Jurisdiction**

- ✓ The terms and conditions of the Plan shall be governed by and construed in accordance with the Applicable Laws.
- ✓ The Courts in Delhi, India shall have jurisdiction in respect of any and all matters, disputes or differences arising in relation to or out of this Plan.
- ✓ Nothing in this clause shall however limit the right of the Company to bring proceedings against Employee in connection with this Plan:

- (i) in any other Court of competent jurisdiction; or
- (ii) Con-currently in more than one jurisdiction.

✓ Foreign Exchange Laws

In case any CSAR Options are granted to any Employee being resident outside India belonging to the Company, the provisions of the Foreign Exchange Management Act, 1999 and Rules or Regulations made thereunder as amended and enacted from time to time shall be applicable and the Company has to comply with such requirements as prescribed in connection with Grant, Vest, and Settlement of CSAR Options.

- **Accounting Policy**

The Company shall follow the rules/regulations applicable to accounting of Cash-Settled Stock Options.

The rules/regulations to be followed shall include but not limited to the IND AS and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein.

A copy of the draft Care Health Insurance – CSAR Stock Option Plan is also available and can be accessed on the link provided below:

https://cms.careinsurance.com/cms/public/uploads/uploads/other_disclosure/CareCSARStockOptionPlan_1752486368.pdf

The Board accordingly recommends the Resolution for approval of the Members as set out at Item No. 10 of the Notice as Special Resolution.

None of the other Directors, Key Managerial Personnel and their relatives is in any way concerned or interested in this Resolution except to the extent of the options that may be offered to the Managing Director & CEO and other Key Managerial Personnel.

Place: New Delhi
Date: July 08, 2025

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

Yogesh Kumar
Company Secretary
FCS- 7342

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 18th 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 Wednesday, August 06, 2025 at 11:00 A.M.(IST).

The Board of Directors of the Company has appointed Mr. Devender Suhag, M/s SMD & Co., Company Secretaries (Membership No. F9545 & Certificate of Practice No. 26611) as the scrutinizer 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 Wednesday, July 30, 2025 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. Wednesday, July 30, 2025. The Company has engaged the services of KFin Technologies Limited (KFinTech) to provide VC facility, remote e-voting and voting in the AGM in a secure manner.

The remote e-voting facility begins on Saturday, August 02, 2025 (09.00 A.M. IST) and ends on Tuesday, August 05, 2025 (05.00 P.M. IST). During this period, the members of the Company, holding shares in dematerialised form, 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 KFinTech 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 Saturday, August 02, 2025 at 09.00 A.M. (IST) till Sunday, August 03, 2025 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 Saturday, August 02, 2025 at 09.00 A.M. (IST) till Sunday, August 03, 2025 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 | <p>1. User already registered for Internet-based Demat Account Statement (IDeAS) facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. On the new page, enter User ID and Password. Post successful authentication, click on “Access toe-Voting”. 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. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> To register click on link : https://eservices.nsdl.com Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in point 1. <p>3. Alternatively by directly accessing the e-Voting website of</p> |

| | |
|--|---|
| | <p>NSDL</p> <ol style="list-style-type: none"> 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 during the remote e-Voting period. |
|--|---|

For CDSL:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with CDSL | <p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> 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. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> 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. <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> 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 e-Voting is in progress. |
| Individual Shareholder login through their demat accounts / Website of Depository Participant | <ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with 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 will be 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 and 1800 22 44 30 |
| Securities held with CDSL | Please contact CDSL helpdesk at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

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. 8958 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 copy and 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 vote by electronic means.

D. Instructions for the members for attending the 18th 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 login) attending the AGM will be counted for the purpose of reckoning the 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 cast 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.



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, Wednesday, July 30, 2025.
- IV. The members, whose names appear in the Register of Members / list of beneficial owners as on Wednesday, July 30, 2025, 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 cast 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.

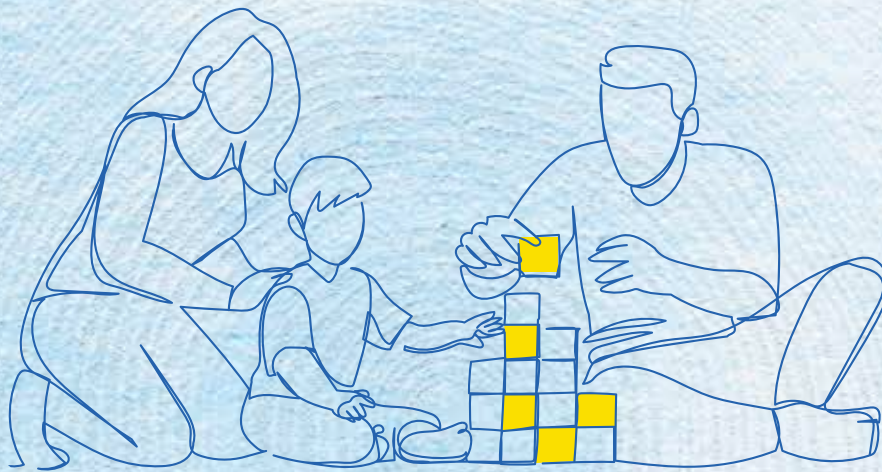
- VIII. A member can opt for only one mode of voting, i.e., either through remote e-voting or voting at the AGM. Thus, voting facility at the AGM shall be used only by those who have not exercised their right to vote through remote e-voting.
- IX. The scrutinizer shall immediately after the conclusion 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 scrutinizer'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 authorized by him in writing who shall countersign the same.
- X. The voting results declared along with the scrutinizer'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.

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HEALTH[®]
INSURANCE

**BEST CLAIM SETTLEMENT
COMPANY OF THE YEAR**

9th ANNUAL INDIA INSURANCE SUMMIT & AWARDS 2025^{*}



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OUR CORE

SINCE 2012

18TH ANNUAL REPORT
2024-25

^{*}The Company Was Awarded 'Best Claim Settlement Company of The Year' Award At The 9th Annual India Insurance Summit & Awards 2025, in March 2025

Dear Shareholder,

The one common thread that has seamlessly bound together your Company is the relentless objective of doing what is best for the customer, for they are the sole purpose of our existence and reason for our progress. And in our 13th year, the algorithm of our operation remained the same as we launched more products to service further customized needs of consumer sub-segments, infused technology to drive efficiency, created more 'self-managed' solutions for the customer and continued to be the health insurer of choice with 'next door' servicing presence across the country.

Our legacy approach to business – value for money products backed by quality servicing – has always held us in good stead and this year was further testament of this belief. Now the country's second largest health insurer with a revenue (Gross Written Premium) of over Rs.8,500 crores and a 22% (YoY) growth, your Company has attained this coveted position on a bedrock of certain significant customer-experience initiatives. These include, the consistently refined cashless network of more than 21,600 healthcare providers spread across over 1450 cities that enable customers to avail quality healthcare at a near-immediate proximity, and the complete ease of enrolment and servicing as customers are oriented, onboarded and serviced through a vast network of branches, well-tenured employees, key distributors and lakhs of individual health planners.

Technology-led innovation & processes continue to be a focal point at Care Health, as we now continuously explore and achieve newer avenues to empower the customer to efficiently managing every aspect of their lifecycle through the Care Health – Customer App. At 5 million downloads, this platform has become a powerful conduit that enables customers to decide when, where and how they would like to utilize the array of services & benefits on offer. While futurescaping is an everyday practice at Care Health, the unwavering focus on business basics remains an operating norm as your Company demonstrated through an efficient combined ratio and healthy pre-tax retained earnings.

In conclusion, I would like to convey my sincere gratitude to the honorable regulator, our esteemed board, valued distribution & servicing partners and employees for their vital contributions to your Company.

Look forward to yet another special year ahead.

Warmly,

Anuj Gulati
Managing Director & CEO

CARE HEALTH INSURANCE LIMITED

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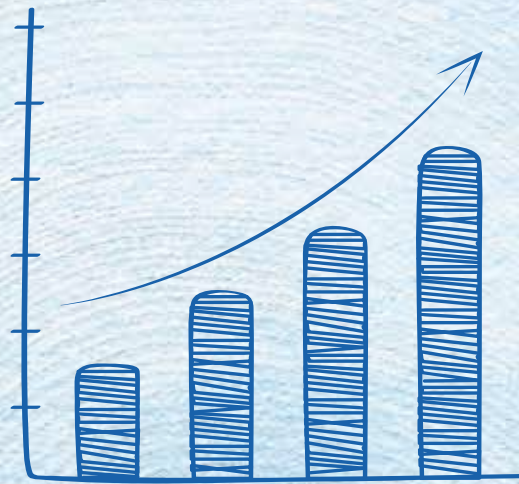
BOARD'S REPORT

Dear Members,

Care Health Insurance Limited

Your Directors have the pleasure of presenting the 18th Annual Report together with the Audited Financial Statements of the Company for the financial year ended March 31, 2025.

FINANCIAL RESULTS



(₹ in Crores)

| PARTICULARS | 2024-25 | 2023-24 |
|--|----------|----------|
| Gross Written Premium | 8,561.99 | 7,021.93 |
| Net Written Premium | 6,732.71 | 6,046.67 |
| Net Earned Premium (A) | 6,347.22 | 5,328.68 |
| Net Incurred Claims (B) | 4,095.89 | 3,074.27 |
| Net Commission (C) | 1,356.84 | 1,070.24 |
| Expenses (D) | 1,228.45 | 1,184.99 |
| Premium Deficiency (E) | 0.00 | 0.00 |
| Investment & Other Income (F) | 542.16 | 410.88 |
| Profit / (Loss) Before Tax (A-B-C-D-E+F) | 208.20 | 410.06 |
| Provision for tax | 55.81 | 99.59 |
| Deferred Tax Expense/(Income) | -2.79 | 5.58 |
| Profit / (Loss) After Tax | 155.18 | 304.89 |



INSURANCE PRODUCTS

HEALTH INSURANCE

Care
Enhance
Care Heart
Domestic Staff Add-on
Arogya Sanjeevani Policy-CHI
Corona Kavach Policy-CHI
Senior Health Advantage
Protect Plus (Add-on)
Surrogacy & Oocyte Care
Care Advanced (Add-on)

Assure
Care Freedom
Secure
Care Shield Add-on
Care Plus
Saral Suraksha Bima – CHI
Instant Care (Add-on)
Care Saksham
Ultimate Care

Care Advantage
Super Medclaim
Joy
Covid Care
Care Classic
Care OPD (Add-on)
Care Supreme
Extra Care (Add-on)
Supreme Enhance

TRAVEL INSURANCE

Explore | Student Explore | Explore Protect Plus (Add-on)
Student Explore Health Unlimited | Explore Advantage (Add-on)

GROUP INSURANCE

Group Care
Grameen Care
Group Care 360°
Group Credit Protection Plan
Group Saral Suraksha Bima
Add-on Explore Plus

Group Secure
Group Explore
Group Global Care
Group Arogya Sanjeevani Policy
Grameen Care Plus
Group Care 360 Plus (Add-on)

With awareness and demand of health insurance growing significantly, the industry has realized that a 'one size fits all' approach will not work and therefore your Company has designed specialized products for every segment.

INSURANCE PRODUCTS

| PRODUCTS | DESCRIPTION |
|----------------------------------|---|
| Retail Health Indemnity Products | |
| carē | A comprehensive Health Insurance plan that addresses an array of healthcare needs, CARE, has been our flagship product since inception. What makes it popular is the flexibility to choose your cover from a range of optional benefits, as per your requirements. |
| carē advantage | A Comprehensive Health Insurance that provides higher Sum insured options at affordable premiums. |
| carē supreme | Comprehensive Health Hospitalization product that offers exclusive benefits such as unlimited recharge for same illness, Cumulative bonus option up to 500% etc. along with zone based premium. |
| carē classic | Comprehensive Hospitalization cover with zone-based pricing targeting customers of Tier 2 and Tier 3 cities. |
| carē freedom | A comprehensive Health Insurance Plan for senior citizens and individuals with pre-existing medical conditions. It is offered without pre-policy medical check-ups and there is no loading based on the individual's health condition. |
| carē heart | Specifically designed for persons with a pre-existing heart disease i.e. someone who has undergone a heart surgery in the last 7 years. Doesn't require the proposer to undergo a pre-policy Medical Check-up. |
| carē plus | An ideal Comprehensive Health Coverage plan specifically designed for youth. Includes features such as unlimited e – consultations, early bird discount etc. |
| enhancē | A Super-Top Health Insurance plan that offers high sum insured option at competitive prices. Enhance is most popular among those who already have a health insurance policy with a lower sum insured, and would want to enhance their sum insured to address future healthcare needs. |
| super mediclaim | Indemnity Coverage for specific critical illnesses and surgeries at highly affordable premiums (Premium Instalment options) with IPD as well as OPD coverage & lifelong renewability. |
| jōy | A Maternity Health Insurance product specially designed for young couples who are planning a family. While the focus is on maternity related hospitalization, this product also covers any hospitalization during the policy tenure. |

| PRODUCTS | DESCRIPTION |
|--|---|
| senior health advantage | Comprehensive Health Hospitalization cover for senior citizens above 60 years. |
| Arogya Sanjeevani Policy-Care Health Insurance | Standard retail indemnity product which is simple, affordable and designed to meet customers' basic Insurance Needs. |
| covid care | Indemnity-based health insurance policy that covers individuals & families for COVID-19 related medical expenses. |
| Domestic Staff Add-on | Add-on product that offers health coverage to the domestic staff of existing Policyholders of retail Health Products. |
| corona kavach Care Health Insurance | A standardised short term indemnity health insurance plan designed to safeguard you and your family from COVID-19 treatment expenses. Period of coverage ranges from 3 ½ to 9 ½ months. |
| care Shield Add-on | Add-on product which offers protection against inflation, NCB reduction and provides coverage for typically non-payables consumables as well. |
| Care OPD | Add –on product that offers OPD cover which can be opted along with base Products. |
| Instant Care | Add –on product that offers Instant cover where PED wait period for Asthama, BP, Cholesterol, Diabetes will be reduced to 90 days. |
| protect plus | Add –on product that offers Global cover which can be opted along with base Products. |
| care saksham | Standard retail indemnity product for person with disabilities/HIV/Mental Illness designed to meet specific customers basic Insurance Needs. |
| surrogacy and oocyte care | This product is curated specifically offering coverage for surrogate mother and Oocyte donor in case of complications. |
| extra care | Add –on product that offers additional benefits which can be opted along with base Products. |
| Supreme Enhance | A Super-Top Health Insurance plan that offers varied sum insured and deductible options at affordable prices. |
| Care Advanced | Add –on product that offers additional benefits which can be opted along with base Products. |
| Ultimate Care | Comprehensive Health Hospitalization product that offers exclusive benefits such as unlimited recharge for same illness, Loyalty benefit, Medi voucher on renewal etc. along with zone based premium. |

| PRODUCTS | DESCRIPTION |
|--|---|
| Group Health Products | |
| group carē 360° | A comprehensive offering for groups including employer-employee and affinity groups, providing a wide range of benefits on both Fixed Benefit as well as Indemnity basis, while also offering innovative Wellness and Value Added Services. |
| group credit protection plan | A highly flexible Group product specially designed for credit protection of loan customers with coverage tenure up to 5 years, offering fixed benefits like critical illness and personal accident as well as health indemnity cover. |
| Grameen carē | A micro-insurance product, which is a comprehensive Group Health Insurance plan to meet rural India's healthcare needs. |
| Group carē | With adherence to the belief that human capital is an enterprise's most valuable asset, Group Care spans an array of treatment modalities – from intensive in-patient care to primary healthcare and from maternity related treatment to organ transplantation. With a bouquet of optional services to choose from and customize, Group Care is a straightforward plan designed to offer comprehensive coverage with maximum convenience. |
| Group Global carē | A comprehensive Global Insurance product that offers wide range of benefits on Indemnity as well as Fixed Benefit basis to eligible Groups. |
| Group Arogya Sanjeevani policy-Care Health Insurance | Standard group indemnity product which is simple, affordable and designed to meet customers' basic insurance needs. This product will be offered to employer-employee and affinity groups. |
| Grameen carē plus | Group micro-insurance product with a bouquet of optional benefits which offers a comprehensive Health Insurance cover to meet rural India's healthcare needs. |
| Group carē 360° plus | Group Add-on product that offers various benefits to meet the employer-employee / affinity group needs. |

| PRODUCTS | DESCRIPTION |
|----------------------------------|---|
| Travel Products | |
| explore | A comprehensive International Travel Insurance which covers emergency hospitalization and out-patient treatment, Explore also provides other travel related coverage for events such as delay/loss of baggage, loss of passport, trip cancellation among others. |
| student explore | A comprehensive Insurance plan for students studying abroad, Student Explore covers hospitalization as well as out-patient treatment and provides other features such as delay/loss of baggage, loss of passport, trip cancellation, study interruption, sponsor protection among others. |
| Group explore | This product provides coverage for emergency care of any Illness or Injury during overseas travel. Policyholder further has the choice to opt for any of the 38 optional benefits. |
| Add-on explore plus | An add-on offering additional features to existing Group Travel benefits. |
| explore protect plus | An add-on offering additional features to existing Group Travel benefits. |
| student explore health unlimited | A comprehensive unlimited health Insurance cover for students studying abroad. This product covers hospitalization as well as out-patient treatment and other non-medical features such as delay/loss of baggage, loss of passport, study interruption, sponsor protection etc. |
| explore advantage | An add-on offering additional features to existing Retail Travel benefits. |
| Fixed Benefit Products | |
| secure | A Fixed Benefit product against Accidental Death and Disabilities, Secure offers a host of optional benefits like Temporary Total Disability, Common Carrier Mishap, PTD improvement and PPD Improvement etc. |
| assure | A Fixed Benefit product which provides coverage against 20 major critical illnesses, the key USP for Assure is Zero Day Survival Period. Assure also comes with a Personal Accident cover. |
| Group secure | A Fixed Benefit product that covers Accidental Death and Disabilities with a customization option. |
| Saral Suraksha Bima | Standard PA product which is simple, affordable and designed to meet customers' basic requirements for accidental coverage. |
| Group Saral Suraksha Bima | Standard PA product that offers accidental coverage to Employer-Employee and Affinity groups. |

As the organization grows from strength to strength, the product portfolio has also diversified and now comprises of a comprehensive range of products in the health, critical illness, travel and personal accident categories. With due focus on specialization, your Company has worked towards creating new product categories and enriching existing categories.

BUSINESS PERFORMANCE

In the financial year ended March 2025, our Gross Domestic Premium Income (GDPI) rose to Rs. 8,318 crores from Rs. 6,864 crores registering a growth of 21.18% over financial year 2023-24. The Company has earned underwriting profit/(loss) of Rs. (328) crores in the financial year 2024-25. The Profit Before Tax (PBT) of the Company for the year is Rs. 208 crores and the Profit After Tax (PAT) for the year increased/(Decreased) to Rs. (155.18) crores, registering a growth/(-decline) of (49%). Solvency ratio is at 1.68, which is above the minimum regulatory requirement of 1.50x. The combined ratio as on March 31, 2025 is 103%. The Net worth of the Company at the end of financial year March 31, 2025 is Rs. 2,331 crores. With continuous profitability since last many years, the Company has been able to clear all the accumulated losses and as on March 31, 2025 a profit reserve of Rs. 624.09 Crores is created. The Company has launched few new products namely Ultimate Care, Supreme Enhance and Care Advanced (Add-on). During the year under review, 07 new branches have been opened. The agent strength, which is back bone of our distribution, has increased from 2,80,314 to 3,62,078 as compared to financial year 2023-24.

CREDIT RATING

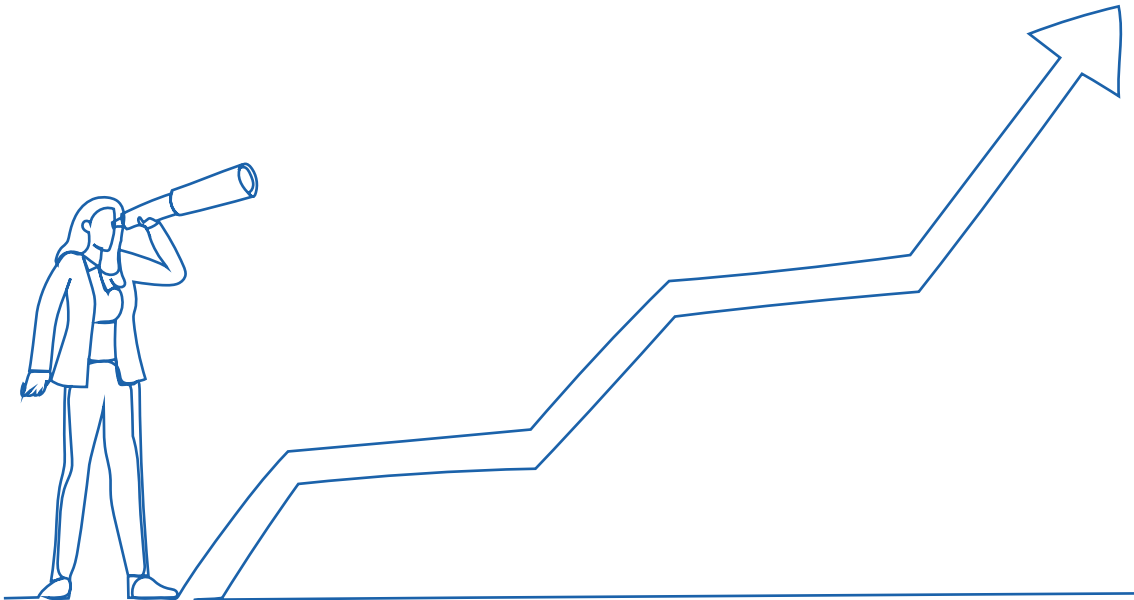
In June 2024, India Rating has affirmed/assigned below rating to CHIL:

| INSTRUMENT TYPE | SIZE OF ISSUE (BILLION) | RATING ASSIGNED ALONG WITH OUTLOOK/WATCH | RATING ACTION |
|---|-------------------------|--|---------------|
| Long-Term Issuer Rating | - | IND A+/Stable | Assigned |
| Proposed subordinated debt [#] | INR1.5 | IND A+/Stable | Affirmed |

[#]unallocated

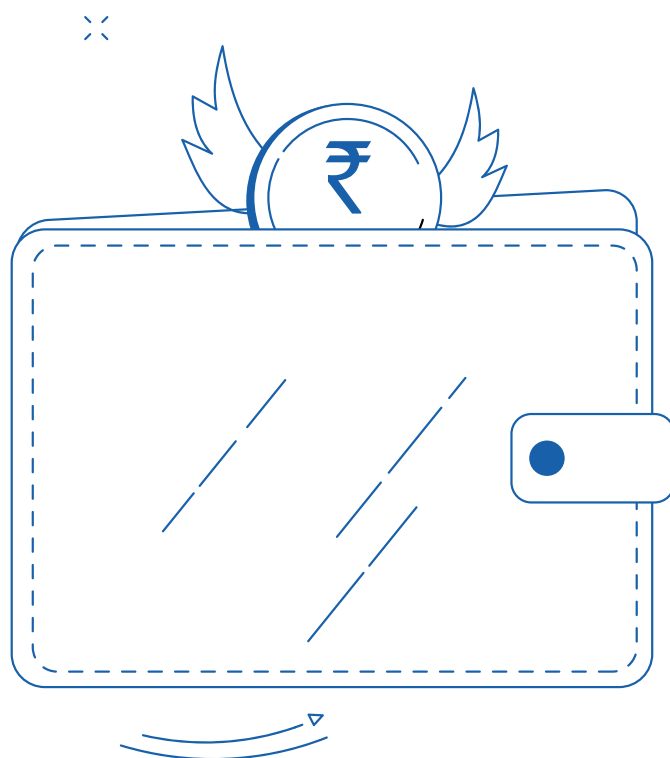
FUTURE OUTLOOK

The awareness level for health insurance has increased, which is also reflected in the industry growth, a trend that is expected to continue in the coming period. In order to achieve growth objectives, your Company plans to focus on increasing its distribution footprint through various Channels such as Agency, Banks, Brokers, Digital etc. and shall further intensify distribution in all these channels through efficient application of technology.



TRANSFER TO RESERVES

Your Company has transferred Rs. 155.18 crores towards the reserves and surplus during the FY 2024-25. Also, the Company has transferred Rs. 0.23 Crores to Securities Premium against the exercise of equity stock options.



SHARE CAPITAL

The authorized share capital of your Company as on March 31, 2025 is Rs. 1300,00,00,000/- (Rupees One Thousand and Three Hundred Crores only) divided into 130,00,00,000 (One Hundred and Thirty Crores only) equity shares of Rs. 10/- (Rupees Ten only) each.

During the financial year 2024-25, the Company has raised capital as below:

| TYPE OF ALLOTMENT | NO. OF SHARES | FACE VALUE PER SHARE (in Rs.) | PREMIUM PER SHARE (in Rs.) | CAPITAL RAISED (in Rs.) | PREMIUM RECEIVED (in Rs.) | TOTAL RAISED (in Rs.) |
|-------------------|---------------|-------------------------------|----------------------------|-------------------------|---------------------------|-----------------------|
| ESOPs | 21,40,756 | 10.00 | As applicable | 2,14,07,560 | 4,05,75,796.83 | 6,19,83,356.83 |
| TOTAL | 21,40,756 | | | 2,14,07,560 | 4,05,75,796.83 | 6,19,83,356.83 |

The paid-up equity share capital of your Company as on March 31, 2025 is Rs. 974,18,44,600/- (Rupees Nine Hundred Seventy Four Crore Eighteen Lakh Forty Four Thousand and Six Hundred Only) divided into 97,41,84,460 (Ninety Seven Crore Forty One Lakh Eighty Four Thousand Four Hundred and Sixty Only) equity shares of Rs. 10/- (Rupees Ten only) each. The Share premium amount in Share premium account as on March 31, 2025 is Rs. 732,83,26,952/- (Rupees Seven Hundred Thirty Two Crores Eighty Three Lakhs Twenty Six Thousand Nine Hundred and Fifty Two Only).

STATEMENT ON THE AFFAIRS OF THE COMPANY



- Section 3A of the Insurance Act, 1938 has been amended by the Insurance Laws (Amendment) Act, 2015 to remove the process of annual renewal of the Certificate of Registration issued to Insurers under Section 3 of the Insurance Act, 1938. However, it has been stated that Insurers shall continue to pay such annual fee as may be prescribed by the Regulations. Insurance Regulatory and Development Authority of India ("IRDAI") in line with the above amendment issued a general circular stating that Certificate of Registration of the Insurers renewed in 2014, expiring in March 2015, shall continue to be in force from April 1, 2015 subject to payment of renewal fee. Your Company has paid the requisite renewal fee.
- During its thirteenth year and twelfth full fiscal year of operations, your Company has continued to focus on developing its personnel and management strength, customer-led processes, scalable infrastructure, technology enhancement and distribution capabilities.
- With a bouquet of multiple products across retail and group categories, your Company has products for each segment such as health, personal accident, and critical illness, travel, excess of loss and maternity. Your Company has been servicing across country with network of 269 branches.
- During financial year 2024-25, your Company has under-written premium of Rs. 8,562 Crores.
- Your Company has tied up with more than 21610 healthcare network providers to facilitate cashless services to its customers.
- All retail hospitalisation claims are managed by in-house Claims team except for the travel insurance where the claim is managed through Assistant Service Provider.
- Your Company has tied up with Third Party Administrators to service claims registered against few selective Group policies basis customer request.
- The Company launched a Customer App in November 2018 reaching 8.81 Million+ installations (Android+iOS) by March'25. Installations have increased by 76% in the FY 2024-25 compared to FY 2023-24. The App has an overall rating of 4.6 stars on iOS and 4.1 stars on Android.

ISSUE OF SWEAT EQUITY SHARES

During the financial year, your company has not issued any sweat equity shares.

DIVIDEND

Your Company has earned a profit (after tax) of Rs. 155.18 Crores in FY 2024-25. Further, since the Company is in the growing phase and requires funds for expansion, the Company has not proposed any dividend for the financial year 2024-25.

MATERIAL CHANGES AND COMMITMENTS IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There has been no material change and commitment which will affect the financial position of the Company.

RURAL & SOCIAL SECTOR OBLIGATION

Your Company has complied with the requirements of the IRDAI Regulations on Rural and Social Sector obligations.



DIRECTORS

During the year under review the composition of the Board of Directors of your Company was in conformity with the requirements of Master Circular on Corporate Governance for Insurers, 2024 issued by IRDAI and the Companies Act, 2013.

As on March 31, 2025, the Board of Directors of the Company consists of 8 Directors, comprising of a Managing Director & CEO, 2 Non-Executive and Non-Independent Directors, 1 Bank Nominee Director and 4 Non-Executive Independent Directors as follows:



BOARD COMPOSITION

| S.No. | Members | Designation |
|-------|----------------------------|------------------------------------|
| 1 | Mr. Anuj Gulati | Managing Director & CEO |
| 2. | Mr. Biju Sushama Vasudevan | Bank Nominee Director |
| 3. | Dr. Harsha Jauhari | Non-Executive Independent Director |
| 4. | Mr. Malay Kumar Sinha | Non-Executive Independent Director |
| 5. | Mr. Nirmal Chand | Non-Executive Independent Director |
| 6. | Mr. Praveen Kumar Tripathi | Non-Executive Independent Director |
| 7. | Mr. Rishiraj Khajanchi | Non-Executive Director |
| 8. | Mr. Sunish Sharma | Non-Executive Director |

During the year under review, following events occurred with respect to Directorship of the Company:

- Mr. Kartikeya Dhruv Kaji, Non-Executive Director, has resigned from the Board of Directors and respective Committees of the Company with effect from May 24, 2024;
- The tenure of Mrs. Asha Nair as an Independent Director of the Company and Member of respective Committees ended on September 18, 2024.
- Mr. Rishiraj Khajanchi was appointed as an Additional Non-Executive Director to the Board of Directors and member of various Committees of the Company with effect from June 06, 2024 and his appointment was regularised as Non-Executive Director of the Company as per the provisions of the Companies Act, 2013, in the Annual General Meeting held on September 30, 2024.
- Dr. Harsha Jauhari was appointed as an Additional Non-Executive Independent Director to the Board of Directors of the Company with effect from July 29, 2024 and his appointment was regularised as Non-Executive Independent Director of the Company as per the provisions of the Companies Act, 2013, in the Annual General Meeting held on September 30, 2024;
- Mr. Nirmal Chand was appointed as an Additional Non-Executive Independent Director to the Board of Directors of the Company with effect from August 08, 2024 and his appointment was regularised as Non-Executive Independent Director of the Company as per the provisions of the Companies Act, 2013, in the Annual General Meeting held on September 30, 2024;
- During the year, the members at the 17th Annual General Meeting of the Company held on September 30, 2024, approved the appointment of Dr. Rashmi Saluja, as a director of the Company liable to retire by rotation.
- Mr. Pratap Venugopal, Non-Executive Independent Director, has resigned from the Board of Directors and respective Committees of the Company with effect from January 10, 2025;
- Mr. Hamid Ahmed, Non-Executive Independent Director, has resigned from the Board of Directors and respective Committees of the Company with effect from February 04, 2025;
- Dr. Rashmi Saluja, Non-Executive Director (Chairperson) of the Company was removed from the position of NonExecutive Chairperson of the Company as well as the member of all the Committees vide circular resolution passed by the Board of Directors of the Company on March 13, 2025; and
- Furthermore, pursuant to Sections 100(2)(a), 115 and 169 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, a special notice cum requisition dated 1 March, 2025 (Special Notice cum Requisition) along with certified true copy of the resolution passed by the Board of Religare Enterprises Limited ("REL") on 28 February 2025 was received by the Company, from REL, which holds 61,22,24,375 Equity Shares (including 103 shares held by 4 nominee(s) shareholders) representing 62.913% of the paid-up Equity Share capital

of the Company, to convene an Extra-Ordinary General meeting of the Company for passing the resolution for removal of Dr. Rashmi Saluja (DIN: 01715298), as a Non-Executive and Non-Independent Director of the Company under Section 169 of the Companies Act, 2013. Accordingly, the Extra-Ordinary General Meeting of the shareholders of the Company was convened on March 29, 2025.

The shareholders at the Extra-Ordinary General Meeting held on March 29, 2025, approved the removal of Dr. Rashmi Saluja from the office of Non-Executive and Non-Independent Director of the Company.

Subsequent to the closing of the Financial Year and up to the date of this report:

- Mr. Abhay Kumar Agarwal, Mr. Arjun Lamba, Mr. Gurumurthy Ramanathan and Mr. Suresh Mahalingam were appointed as Additional Non-Executive and Non-Independent Directors of the Company with effect from April 01, 2025.

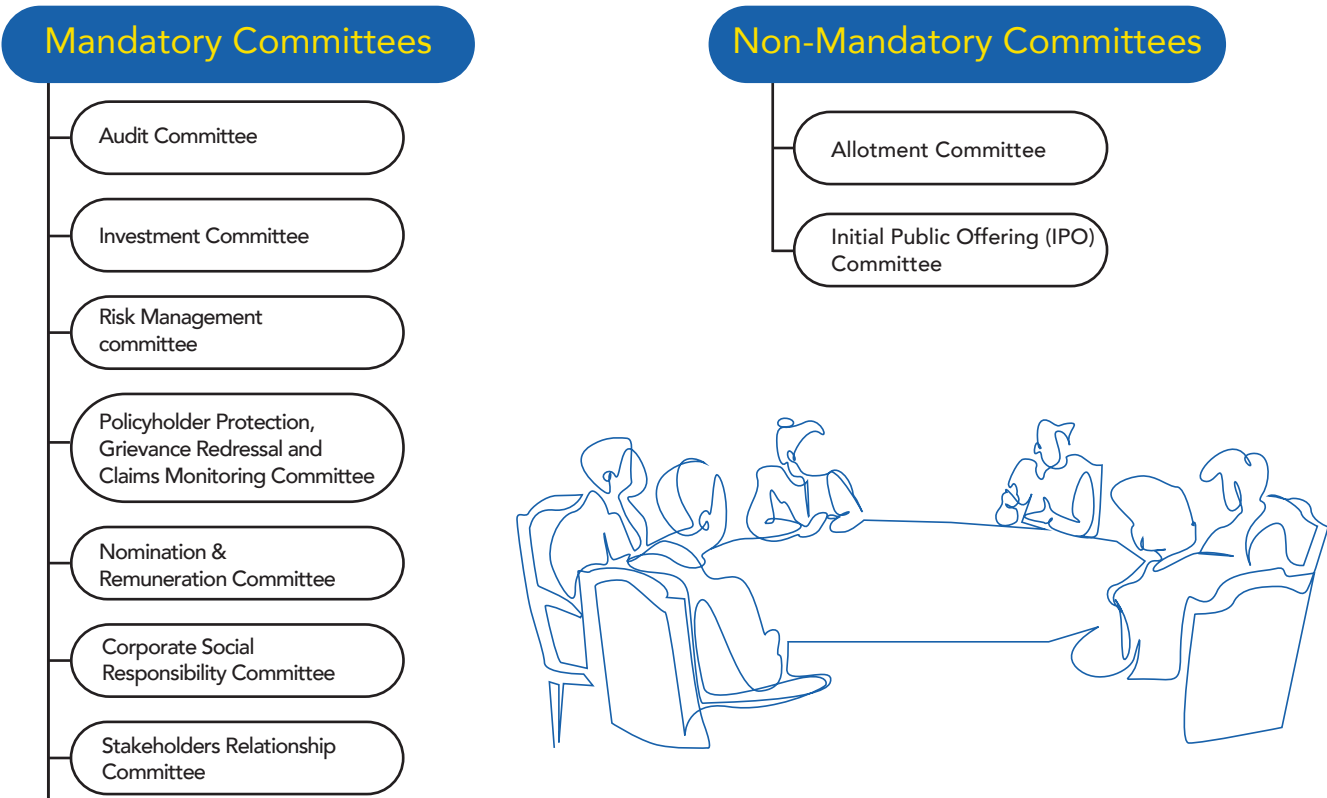
The Company has received requisite declaration from all the Independent Directors of the Company in accordance to Section 149(7) of the Companies Act, 2013, including the declaration relating to registration with Independent Director’s Databank, declaration under 149(6) of the Companies Act, 2013, that they meet the criteria of independence and declarations from the directors as required under the Companies Act, 2013, and IRDAI Corporate Governance Guidelines.

The Company has also received the requisite declarations and disclosures under the Companies Act, 2013 and Master Circular on Corporate Governance for Insurers, 2024 issued by IRDAI from all Directors. Further, all the Directors have confirmed that they comply with the ‘Fit and Proper’ criteria prescribed under the Master Circular on Corporate Governance for Insurers, 2024 issued by IRDAI.

Pursuant to Section 134 read with Rule 8(5) of the Companies (Accounts) Rules, 2014, in the opinion of the Board, all the Independent Directors, including the directors appointed/ re-appointed, possess the requisite qualification, integrity, experience, expertise, proficiency etc.

COMMITTEES OF THE BOARD

Your Company has constituted following mandatory and non-mandatory Committees as required under the provisions of the Companies Act, 2013 and the Master Circular on Corporate Governance for Insurers, 2024 issued by Insurance Regulatory & Development Authority of India (IRDAI).



All decisions pertaining to the constitution of the Board Committees, Appointment of Members and fixation of Terms of Reference of the Committees are taken by the Board of Directors of the Company.

MEETINGS OF THE BOARD AND ITS COMMITTEES

Details of the composition, qualification, field of specialization, status of directorships, meetings held during the financial year 2024-25 and the attendance at each meeting of the Board and its Committees are as under:

BOARD OF DIRECTORS

During the financial year 2024-25, your Company held seven (7) Board Meetings i.e. on May 14, 2024, July 29, 2024, August 08, 2024, September 05, 2024, November 05, 2024, December 27, 2024 & February 01, 2025. The brief details of the attendees are as under:

| S. No. | Name of the Director | Qualification | Field of specialization | Nature of Directorship Independent/ Executive/ Non-Executive | Designation in the Board Chairperson/ Member | Meeting dated May 14, 2024 | Meeting dated July 29, 2024 | Meeting dated August 08, 2024 | Meeting dated September 05, 2024 | Meeting dated November 05, 2024 | Meeting dated December 27, 2024 | Meeting dated February 01, 2025 |
|--------|--------------------------------|---|-------------------------------------|--|--|----------------------------|-----------------------------|-------------------------------|----------------------------------|---------------------------------|---------------------------------|---------------------------------|
| 1 | Dr. Rashmi Saluja [#] | MBBS, MD & MBA (Finance) | Doctor Entrepreneur and Academician | Non-Executive Chairperson | Member | Present | Present | Present | Present | Present | Present | Present |
| 2 | Mr. Anuj Gulati | B. Tech, IIT Delhi, PGDBM, IIM Bangalore | Insurance Sector | Managing Director & CEO (Executive Director) | Member | Present | Present | Present | Present | Present | Present | Present |
| 3 | Ms. Asha Nair ^{##} | Economic (Hons), Masters in Social Work, Fellow member of Insurance Institute of India | Insurance Sector | Non-Executive Independent Director | Member | Present | Present | Present | Present | NA | NA | NA |
| 4 | Mr. Biju Sushama Vasudevan | Postgraduate in Agriculture Science, Certified Associate of Indian Institute of Banking (CAIIB) and holds a Masters on Business Administration in Finance from Institute of Chartered Financial Analysts of India (ICFAI) | Banking | Bank Nominee Director | Member | Present | Absent | Present | Present | Present | Absent | Present |

| S. No. | Name of the Director | Qualification | Field of specialization | Nature of Directorship Independent/ Executive/ Non-Executive | Designation in the Board Chairperson/ Member | Meetings dated May 14, 2024 | Meetings dated July 29, 2024 | Meetings dated August 08, 2024 | Meetings dated September 05, 2024 | Meetings dated November 05, 2024 | Meetings dated December 27, 2024 | Meetings dated February 01, 2025 |
|--------|-------------------------------|--|-------------------------|--|--|-----------------------------|------------------------------|--------------------------------|-----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| 5 | Mr. Hamid Ahmed### | B.A. (Eco.) from Delhi University; M.B.A. from London, U.K. | Business Management | Non-Executive Independent Director | Member | Present | Present | Absent | Present | Present | Present | Present |
| 6 | Dr. Harsha Jauhari* | M.B.B.S, M.S, F.R.C.S., F.I.C.S., F.A.I.S. F.I.S.O.T, Diploma in Medical Ethics & Law | Doctor and Academician | Non-Executive Independent Director | Member | NA | NA | Present | Present | Present | Present | Present |
| 7 | Mr. Kartikeya Dhruv Kaji##### | MBA from The Wharton School of the University of Pennsylvania, Bachelor of Arts in Economics from Dartmouth College, member of the Mumbai chapter of the Entrepreneurs' Organization | Business Management | Non-Executive Director | Member | Present | NA | NA | NA | NA | NA | NA |
| 8 | Mr. Malay Kumar Sinha | B.A. (Hons) ,M.A. in Humanities and M. Phil in strategic studies | Retired IPS | Non-Executive Independent Director | Member | Present | Present | Present | Present | Present | Present | Present |

| S. No. | Name of the Director | Qualification | Field of specialization | Nature of Directorship Independent/ Executive/ Non-Executive | Designation in the Board Chairperson/ Member | Meetings dated May 14, 2024 | Meetings dated July 29, 2024 | Meetings dated August 08, 2024 | Meetings dated September 05, 2024 | Meetings dated November 05, 2024 | Meetings dated December 27, 2024 | Meetings dated February 01, 2025 |
|--------|----------------------------|--|----------------------------|--|--|-----------------------------|------------------------------|--------------------------------|-----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| 9 | Mr. Nirmal Chand** | MA, MBA (Banking & Finance), CAIIB | Retired Principal CGM, RBI | Non-Executive Independent Director | Member | NA | NA | NA | Present | Present | Present | Present |
| 10 | Mr. Pratap Venugopal#### | BSc. (Microbiology), LL. B, Diploma in Cyber Law, Certificate in Electronic Commerce and Intellectual Property, World Intellectual Property Organization Academy, Certificate in Insurance Laws, Insurance Arbitration Certificate | Practising Advocate | Non-Executive Independent Director | Member | Present | Present | Present | Absent | Present | Present | NA |
| 11 | Mr. Praveen Kumar Tripathi | Post-graduation in Political Science | Retired IAS | Non-Executive Independent Director | Member | Present | Present | Present | Present | Present | Present | Present |
| 12 | Mr. Rishiraj Khajanchi*** | CA, B.com | Chartered Accountant | Non-Executive Director | Member | NA | Present | Present | Absent | Present | Present | Present |
| 13 | Mr. Sunish Sharma | MBA, IIM Calcutta, BBA (H), Delhi University, Cost Accountant | Business Management | Non-Executive Director | Member | Present | Present | Present | Absent | Present | Present | Present |

#removed from the directorship of the Company w.e.f. March 29, 2025 by the shareholders at the EGM held on March 29, 2025;

##tenure ended w.e.f. September 18, 2024;

###resigned from the Board and Committees w.e.f. February 04, 2025;

####resigned from the Board and Committees w.e.f. May 24, 2024;

#####resigned from the Board and Committees w.e.f. January 10, 2025;

*appointed as a Non-Executive Independent Director in the Board of Directors of the Company w.e.f. July 29, 2024;

**appointed as a Non-Executive Independent Director in the Board of Directors of the Company w.e.f. August 08, 2024; and

***appointed as a Non-Executive Director in the Board of Directors of the Company w.e.f. June 06, 2024.

AUDIT COMMITTEE

Audit Committee has been functioning as per the provisions of the Companies Act, 2013 and the Master Circular on Corporate Governance for Insurers, 2024 issued on May 22, 2024 by IRDAI. The major role of the Audit Committee is to oversee the financial statements, financial reporting, statement of cash flow, disclosure processes both on an annual and quarterly basis.

Mr. Pratap Venugopal was designated as the Chairperson of the Audit Committee with effect from May 14, 2024. During the financial year 2024-25, the Committee held four (4) meetings i.e. on May 14, 2024, August 08, 2024, November 05, 2024 and February 01, 2025. The details of attendees are as under:

| S. No. | NAME OF THE MEMBER | NATURE OF DIRECTORSHIP INDEPENDENT/ EXECUTIVE/ NON-EXECUTIVE | DESIGNATION IN THE COMMITTEE CHAIRPERSON/ MEMBER | MEETING DATED MAY 14, 2024 | MEETING DATED AUGUST 08, 2024 | MEETING DATED NOVEMBER 05, 2024 | MEETING DATED FEBRUARY 01, 2025 |
|--------|--|---|--|----------------------------|-------------------------------|---------------------------------|---------------------------------|
| 1 | Mr. Pratap Venugopal [#] | Non-Executive Independent Director | Chairperson | Present | Present | Present | NA |
| 2 | Ms. Asha Nair ^{##} | Non-Executive Independent Director | Member | Present | Present | NA | NA |
| 3 | Mr. Hamid Ahmed ^{###} | Non-Executive Independent Director | Member | Present | Absent | Present | Present |
| 4 | Mr. Kartikeya Dhruv Kaji ^{####} | Non-Executive Director | Member | Present | NA | NA | NA |
| 5 | Mr. Malay Kumar Sinha | Non-Executive Independent Director | Member | Present | Present | Present | Present |
| 6 | Mr. Praveen Kumar Tripathi | Non-Executive Independent Director | Member | Present | Present | Present | Present |
| 7 | Dr. Rashmi Saluja ^{#####} | Non-Executive Chairperson | Member | Present | Present | Present | Present |
| 8 | Mr. Rishiraj Khajanchi [*] | Non-Executive Director | Member | NA | Present | Present | Present |

[#] resigned from the Board and Committees w.e.f. January 10, 2025;

^{##} tenure ended on September 18, 2024;

^{###} resigned from the Board and Committees w.e.f. February 04, 2025;

^{####} resigned from the Board and Committees w.e.f. May 24, 2024;

^{#####} removed from the position of NonExecutive Chairperson of the Company as well as the member of all the Committees vide Circular Resolution passed on March 13, 2025; and

^{*}inducted as the member of the Committee w.e.f. June 06, 2024.

INVESTMENT COMMITTEE

The Investment Committee has been functioning in accordance with the Master Circular on Corporate Governance for Insurers, 2024 issued on May 22, 2024 by IRDAI. The Committee's role is to manage the investment out of the policyholders' funds, laying down overall investment policy and operational framework for investment operations of the Company. During the financial year 2024-25, the Committee held four (4) meetings i.e. on May 14, 2024, August 08, 2024, November 05, 2024 and February 01, 2025. The details of attendees are as under:

| S. No. | NAME OF THE MEMBER | NATURE OF DIRECTORSHIP INDEPENDENT/ EXECUTIVE/ NON-EXECUTIVE | DESIGNATION IN THE COMMITTEE CHAIRPERSON/ MEMBER | MEETING DATED MAY 14, 2024 | MEETING DATED AUGUST 08, 2024 | MEETING DATED NOVEMBER 05, 2024 | MEETING DATED FEBRUARY 01, 2025 |
|--------|--|---|--|----------------------------|-------------------------------|---------------------------------|---------------------------------|
| 1 | Dr. Rashmi Saluja [#] | Non-Executive Chairperson | Member | Present | Present | Present | Present |
| 2 | Mr. Anuj Gulati | Managing Director & CEO (Executive Director) | Member | Present | Present | Present | Present |
| 3 | Mr. Biju Sushama Vasudevan | Bank Nominee Director | Member | Present | Absent | Present | Present |
| 4 | Mr. Hamid Ahmed ^{##} | Non-Executive Independent Director | Member | Present | Absent | Present | Present |
| 5 | Mr. Kartikeya Dhruv Kaji ^{###} | Non-Executive Director | Member | Present | NA | NA | NA |
| 6 | Mr. Malay Kumar Sinha | Non-Executive Independent Director | Member | Present | Present | Present | Present |
| 7 | Mr. Pratap Venugopal ^{####} | Non-Executive Independent Director | Member | Present | Present | Present | NA |
| 8 | Mr. Rishiraj Khajanchi [*] | Non-Executive Director | Member | NA | Present | Present | Present |
| 9 | Mr. Ambrish Jindal ^{**} | Chief Financial Officer | Member | NA | NA | NA | Present |
| 10 | Mr. Chandra Shekhar Dwivedi ^{***} | Appointed Actuary | Member | NA | Present | Present | Present |
| 11 | Mr. Nitin Katyal | Chief Investment Officer | Member | Present | Present | Present | Present |
| 12 | Mr. Kolla Suresh | Chief Risk Officer | Member | Present | Present | Present | Present |
| 13 | Mr. Pankaj Gupta ^{####} | Chief Financial Officer | Member | Present | Present | NA | NA |

[#]removed from the position of NonExecutive Chairperson of the Company as well as the member of all the Committees vide Circular Resolution passed on March 13, 2025;

^{##}resigned from the Board and Committees w.e.f. February 04, 2025;

^{###}resigned from the Board and Committees w.e.f. May 24, 2024;

^{####}resigned from the Board and Committees w.e.f. January 10, 2025;

^{####}resigned from the post of Chief Financial Officer of the Company w.e.f. October 09, 2024 and consequently ceases to be the member of the Committee;

^{*}inducted as the member of the Audit Committee w.e.f. June 06, 2024;

^{**}appointed as a Chief Financial Officer of the Company w.e.f. November 05, 2024 and was also inducted as the member of the Investment Committee w.e.f. from that date; and

^{***}appointed as an Appointed Actuary w.e.f. May 04, 2024 and was also inducted as the member of the Investment Committee w.e.f. from that date.

RISK MANAGEMENT COMMITTEE

The Risk Management Committee has been functioning in accordance with the Master Circular on Corporate Governance for Insurers, 2024 issued on May 22, 2024 by IRDAI, wherein its major role is to assist the Board in effective operation of the risk management system. During the financial year 2024-25, the Committee held four (4) meetings i.e. on May 14, 2024, August 08, 2024, November 05, 2024 and February 01, 2025. The details of attendees are as under:

| S. No. | NAME OF THE MEMBER | NATURE OF DIRECTORSHIP (INDEPENDENT /EXECUTIVE/ NON-EXECUTIVE) | DESIGNATION IN THE COMMITTEE CHAIRPERSON/ MEMBER | MEETING DATED MAY 14, 2024 | MEETING DATED AUGUST 08, 2024 | MEETING DATED NOVEMBER 05, 2024 | MEETING DATED FEBRUARY 01, 2025 |
|--------|--|---|---|----------------------------|-------------------------------|---------------------------------|---------------------------------|
| 1 | Dr. Rashmi Saluja [#] | Non-Executive Chairperson | Member | Present | Present | Present | Present |
| 2 | Mr. Anuj Gulati | Managing Director & CEO (Executive Director) | Member | Present | Present | Present | Present |
| 3 | Mr. Hamid Ahmed ^{##} | Non-Executive Independent Director | Member | Present | Absent | Present | Present |
| 4 | Mr. Kartikeya Dhruv Kaji ^{###} | Non-Executive Director | Member | Present | NA | NA | NA |
| 5 | Mr. Malay Kumar Sinha | Non-Executive Independent Director | Member | Present | Present | Present | Present |
| 6 | Mr. Pratap Venugopal ^{####} | Non-Executive Independent Director | Member | Present | Present | Present | NA |
| 7 | Mr. Rishiraj Khajanchi [*] | Non-Executive Director | Member | NA | Present | Present | Present |
| 8 | Mr. Ambrish Jindal ^{**} | Chief Financial Officer | Member | NA | NA | NA | Present |
| 9 | Mr. Chandra Shekhar Dwivedi ^{***} | Appointed Actuary | Member | NA | NA | Present | Present |
| 10 | Mr. Kolla Suresh ^{***} | Chief Risk Officer | Member | NA | NA | Present | Present |
| 11 | Mr. Pankaj Gupta ^{####} | Chief Financial Officer | Member | NA | NA | NA | NA |

[#]removed from the position of NonExecutive Chairperson of the Company as well as the member of all the Committees vide Circular Resolution passed on March 13, 2025;

^{##}resigned from the Board and Committees w.e.f. February 04, 2025;

^{###}resigned from the Board and Committees w.e.f. May 24, 2024;

^{####}resigned from the Board and Committees w.e.f. January 10, 2025;

^{#####}inducted in the Committee on August 08, 2024 and resigned from the post of Chief Financial Officer of the Company w.e.f. October 09, 2024 and consequently ceases to be the member of the Committee;

^{*}inducted as the member of the Committee w.e.f. June 06, 2024;

^{**}appointed as Chief Financial Officer of the Company w.e.f. November 05, 2024 and was also inducted as the member of the Investment Committee w.e.f. from that date; and

^{***}inducted as the members of the Committee w.e.f. August 08, 2024

POLICYHOLDER PROTECTION, GRIEVANCE REDRESSAL AND CLAIMS MONITORING COMMITTEE

The Policyholder Protection, Grievance Redressal And Claims Monitoring Committee has been functioning in accordance with the Master Circular on Corporate Governance for Insurers, 2024 issued on May 22, 2024 by IRDAI. The major role of the Committee is to put in place the proper procedures and effective mechanism to address complaints and grievance of policyholders. During the financial year 23-24, the Committee held four (4) meetings i.e. on May 14, 2024, August 08, 2024, November 05, 2024 and February 01, 2025. The details of attendees are as under:

| S. No. | NAME OF THE MEMBER | NATURE OF DIRECTORSHIP (INDEPENDENT /EXECUTIVE/ NON-EXECUTIVE) | DESIGNATION IN THE COMMITTEE CHAIRPERSON/ MEMBER | MEETING DATED MAY 14, 2024 | MEETING DATED AUGUST 08, 2024 | MEETING DATED NOVEMBER 05, 2024 | MEETING DATED FEBRUARY 01, 2025 |
|--------|--|---|---|----------------------------|-------------------------------|---------------------------------|---------------------------------|
| 1 | Dr. Rashmi Saluja [#] | Non-Executive Chairperson | Member | Present | Present | Present | Present |
| 2 | Mr. Anuj Gulati | Managing Director & CEO (Executive Director) | Member | Present | Present | Present | Present |
| 3 | Ms. Asha Nair ^{##} | Non-Executive Independent Director | Member | Present | Present | NA | NA |
| 4 | Mr. Hamid Ahmed ^{###} | Non-Executive Independent Director | Member | Present | Absent | Present | Present |
| 5 | Mr. Kartikeya Dhruv Kaji ^{####} | Non-Executive Director | Member | Present | NA | NA | NA |
| 6 | Mr. Malay Kumar Sinha | Non-Executive Independent Director | Member | Present | Present | Present | Present |
| 7 | Mr. Pratap Venugopal ^{####} | Non-Executive Independent Director | Member | Present | Present | Present | NA |
| 8 | Mr. Rishiraj Khajanchi [*] | Non-Executive Director | Member | NA | Present | Present | Present |
| 9 | Mr. Chaudhury Chandrakanta Mishra | Expert Representative | Expert Representative | NA | NA | Present | Present |

[#]removed from the position of NonExecutive Chairperson of the Company as well as the member of all the Committees vide Circular Resolution passed on March 13, 2025;

^{##}tenure ended on September 18, 2024;

^{###}resigned from the Board and Committees w.e.f. February 04, 2025;

^{####}resigned from the Board and Committees w.e.f. May 24, 2024;

^{####}resigned from the Board and Committees w.e.f. January 10, 2025; and

^{*}inducted as the member of the Committee w.e.f. June 06, 2024

NOMINATION & REMUNERATION COMMITTEE

Nomination & Remuneration Committee has been functioning pursuant to the Companies Act, 2013 and the Master Circular on Corporate Governance for Insurers, 2024 issued on May 22, 2024 by IRDAI. One of its major roles is to determine the remuneration and compensation packages for the CEO and approve the compensation philosophy for employees of the Company.

Mr. Malay Kumar Sinha is the Chairperson of the Committee. During the financial year 2024-25, the committee held four (4) meetings i.e on May 14, 2024, July 29, 2024, September 05, 2024 and November 05, 2024. The details of attendees are as under:

| S. No. | NAME OF THE MEMBER | NATURE OF DIRECTORSHIP (INDEPENDENT /EXECUTIVE/ NON-EXECUTIVE) | DESIGNATION IN THE COMMITTEE CHAIRPERSON/ MEMBER | MEETING DATED MAY 14, 2024 | MEETING DATED JULY 29, 2024 | MEETING DATED SEPTEMBER 05, 2024 | MEETING DATED NOVEMBER 05, 2024 |
|--------|---|---|---|----------------------------|-----------------------------|----------------------------------|---------------------------------|
| 1 | Mr. Malay Kumar Sinha | Non-Executive Independent Director | Chairperson | Present | Present | Present | Present |
| 2 | Mr. Hamid Ahmed [#] | Non-Executive Independent Director | Member | Present | Present | Present | Present |
| 3 | Mr. Pratap Venugopal ^{##} | Non-Executive Independent Director | Member | Present | Present | Absent | Present |
| 4 | Mr. Praveen Kumar Tripathi [*] | Non-Executive Independent Director | Member | NA | NA | NA | NA |
| 5 | Dr. Rashmi Saluja ^{###} | Non-Executive Chairperson | Member | Present | Present | Present | Present |
| 6 | Mr. Sunish Sharma | Director Non-Executive Director | Member | Present | Present | Absent | Present |

[#]resigned from the Board and Committees w.e.f. February 04, 2025;

^{##}resigned from the Board and Committees w.e.f. January 10, 2025;

^{###}removed from the position of NonExecutive Chairperson of the Company as well as the member of all the Committees vide Circular Resolution passed on March 13, 2025; and

^{*}inducted as the member of Nomination and Remuneration Committee w.e.f. March 13, 2025

ALLOTMENT COMMITTEE

The major role of the Allotment Committee is to assist the Board in the allotment of shares. During the financial year 2024-25, the Committee held two (2) meetings i.e. on May 14, 2024 and August 05, 2024. The details of attendees are as under:

| S. No. | NAME OF THE MEMBER | NATURE OF DIRECTORSHIP INDEPENDENT/ EXECUTIVE/ NON-EXECUTIVE | DESIGNATION IN THE COMMITTEE CHAIRPERSON/ MEMBER | MEETING DATED MAY 14, 2024 | MEETING DATED AUGUST 05, 2024 |
|--------|---|---|---|----------------------------|-------------------------------|
| 1 | Dr. Rashmi Saluja [#] | Non-Executive Chairperson | Member | Present | Present |
| 2 | Mr. Anuj Gulati | Managing Director & CEO (Executive Director) | Member | Present | Present |
| 3 | Mr. Hamid Ahmed ^{##} | Non-Executive Independent Director | Member | Present | Absent |
| 4 | Mr. Malay Kumar Sinha | Non-Executive Independent Director | Member | Present | Present |
| 5 | Mr. Kartikeya Dhruv Kaji ^{###} | Non-Executive Director | Member | Present | NA |
| 6 | Mr. Pratap Venugopal ^{####} | Non-Executive Independent Director | Member | Present | Present |
| 7 | Mr. Praveen Kumar Tripathi | Non-Executive Independent Director | Member | Present | Present |
| 8 | Mr. Rishiraj Khajanchi [*] | Non-Executive Director | Member | NA | Present |

[#]removed from the position of NonExecutive Chairperson of the Company as well as the member of all the Committees vide Circular Resolution passed on March 13, 2025

^{##}resigned from the Board and Committees w.e.f. February 04, 2025

^{###}resigned from the Board and Committees w.e.f. May 24, 2024

^{####}Resigned from the Board and Committees w.e.f. January 10, 2025

^{*}Appointed in the Board and various Committees w.e.f. June 06, 2024



CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The role of the CSR Committee is to overview the CSR activities of the Company which shall focus on promoting consumer awareness and protection, eradicating hunger, poverty and malnutrition, promoting healthcare including preventive healthcare, ensuring environment sustainability and ecological balance, supporting skill development and generation of employment, promoting education across the continuum- primary, secondary and tertiary especially among children, women, elderly and the differently-abled.

During the financial year 2024-25, the Committee held two (2) meetings i.e. on May 14, 2024 and August 08, 2024. The details of attendees are as under:

| S. No. | NAME OF THE MEMBER | NATURE OF DIRECTORSHIP INDEPENDENT/ EXECUTIVE/ NON-EXECUTIVE | DESIGNATION IN THE COMMITTEE CHAIRPERSON/ MEMBER | MEETING DATED MAY 14, 2024 | MEETING DATED AUGUST 08, 2024 |
|--------|-----------------------------|---|---|----------------------------|-------------------------------|
| 1 | Dr. Rashmi Saluja# | Non-Executive Chairperson | Member | Present | Present |
| 2 | Mr. Anuj Gulati | Managing Director & CEO (Executive Director) | Member | Present | Present |
| 3 | Mr. Hamid Ahmed## | Non-Executive Independent Director | Member | Present | Absent |
| 4 | Mr. Malay Kumar Sinha | Non-Executive Independent Director | Member | Present | Present |
| 5 | Mr. Kartikeya Dhruv Kaji### | Non-Executive Director | Member | Present | NA |
| 6 | Mr. Pratap Venugopal#### | Non-Executive Independent Director | Member | Present | Present |
| 7 | Mr. Praveen Kumar Tripathi | Non-Executive Independent Director | Member | Present | Present |
| 8 | Mr. Rishiraj Khajanchi* | Non-Executive Director | Member | NA | Present |

#removed from the position of NonExecutive Chairperson of the Company as well as the member of all the Committees vide Circular Resolution passed on March 13, 2025

##resigned from the Board and Committees w.e.f. February 04, 2025

###resigned from the Board and Committees w.e.f. May 24, 2024

####Resigned from the Board and Committees w.e.f. January 10, 2025

*Appointed in the Board and various Committees w.e.f. June 06, 2024

INITIAL PUBLIC OFFERING (IPO) COMMITTEE

The role of the IPO Committee is to do and overview the preparation of the Company's IPO, including selecting and working with underwriters and counsel and preparing & reviewing a registration statement. Also, the Committee shall act in accordance with the Companies Act, 2013 and SEBI (ICDR) Regulations, 2018, other applicable laws, if any and in line with various Agreements executed between various shareholders. During the financial year 2024-25, no Committee meeting was held.

| S. No. | NAME OF THE MEMBER | NATURE OF DIRECTORSHIP INDEPENDENT/ EXECUTIVE/ NON-EXECUTIVE | DESIGNATION IN THE COMMITTEE CHAIRPERSON/ MEMBER |
|--------|----------------------------|--|---|
| 1 | Dr. Rashmi Saluja# | Non-Executive Chairperson | Member |
| 2 | Mr. Anuj Gulati | Managing Director & CEO (Executive Director) | Member |
| 3 | Mr. Kartikeya Dhruv Kaji## | Non-Executive Director | Member |
| 4 | Mr. Pratap Venugopal### | Non-Executive Independent Director | Member |
| 5 | Mr. Rishiraj Khajanchi* | Non-Executive Director | Member |
| 6 | Mr. Sunish Sharma | Non-Executive Director | Member |

#removed from the position of NonExecutive Chairperson of the Company as well as the member of all the Committees vide Circular Resolution passed on March 13, 2025;

##resigned from the Board and Committees w.e.f. May 24, 2024;

###resigned from the Board and Committees w.e.f. January 10, 2025;

*appointed in the Board and various Committees w.e.f. June 06, 2024;

STAKEHOLDERS RELATIONSHIP COMMITTEE

The role of the Stakeholders Relationship Committee includes overseeing and reviewing all matters connected with securities of the Company, redressal of Shareholders/ Investors/ Debenture holders/other security holder's complaints/queries and overseeing the performance of the Registrar and Transfer Agent of the Company. Also, the Committee shall act in accordance with the Companies Act, 2013 and other applicable laws, if any, and in line with various Agreements executed between various shareholders. During the financial year 2024-25, the Committee held one (1) meeting i.e. on February 01, 2025. The details of attendees are as under:

| SR. NO. | NAME OF THE MEMBER | NATURE OF DIRECTORSHIP INDEPENDENT/ EXECUTIVE/ NON-EXECUTIVE | DESIGNATION IN THE COMMITTEE CHAIRPERSON/ MEMBER | MEETING DATED FEBRUARY 01, 2025 |
|---------|--|---|--|------------------------------------|
| 1 | Dr. Rashmi Saluja [#] | Non-Executive Chairperson | Member | Present |
| 2 | Mr. Anuj Gulati | Managing Director & CEO (Executive Director) | Member | Present |
| 3 | Mr. Kartikeya Dhruv Kaji ^{##} | Non-Executive Director | Member | NA |
| 4 | Mr. Malay Kumar Sinha | Non-Executive Independent Director | Member | Present |
| 5 | Mr. Pratap Venugopal ^{###} | Non-Executive Independent Director | Member | NA |
| 6 | Mr. Praveen Kumar Tripathi | Non-Executive Independent Director | Member | Present |
| 7 | Mr. Rishiraj Khajanchi [*] | Non-Executive Director | Member | Present |

[#]removed from the position of NonExecutive Chairperson of the Company as well as the member of all the Committees vide Circular Resolution passed on March 13, 2025

^{##}resigned from the Board and Committees w.e.f. February 04, 2025

^{###}resigned from the Board and Committees w.e.f. May 24, 2024

^{####}Resigned from the Board and Committees w.e.f. January 10, 2025

^{*}Appointed in the Board and various Committees w.e.f. June 06, 2024

Apart from the above mentioned Committee meetings, there has been an Independent Directors Meeting held on May 14, 2024, in accordance to the Schedule IV of the Companies Act, 2013.

KEY MANAGERIAL PERSONNEL (KMP)

During the year under review, the KMPs of the Company in accordance with the Companies Act, 2013 and the Master Circular on Corporate Governance for Insurers, 2024 issued by IRDAI are as below:



| S.No. | Name of Key Managerial Person (KMP) | Designation |
|-------|---|--------------------------|
| 1. | Mr. Anuj Gulati | Managing Director & CEO |
| 2. | Mr. Anoop Singh | Chief Compliance Officer |
| 3. | Mr. Ambrish Jindal* | Chief Financial Officer |
| 4. | Mr. Ajay Shah ^{\$} | Chief Business Officer |
| 5. | Mr. Chandra Shekhar Dwivedi ^{\$\$} | Appointed Actuary |
| 6. | Mr. Kolla Suresh | Chief Risk Officer |
| 7. | Mr. Manish Dodeja ^{\$\$\$} | Chief Operating Officer |
| 8. | Mr. Nitin Katyal | Chief Investment Officer |
| 9. | Mr. Pankaj Gupta [#] | Chief Financial Officer |
| 10. | Mr. Yogesh Kumar | Company Secretary |

*designated as Chief Financial Officer w.e.f. November 05, 2024;

^{\$}designation changed from Chief Marketing Officer to Chief Business Officer w.e.f. November 05, 2024;

^{\$\$}appointed as Appointed Actuary w.e.f. May 14, 2024;

^{\$\$\$}designation changed from Head- Claims & Underwriting to Chief Operating Officer w.e.f. November 05, 2024;

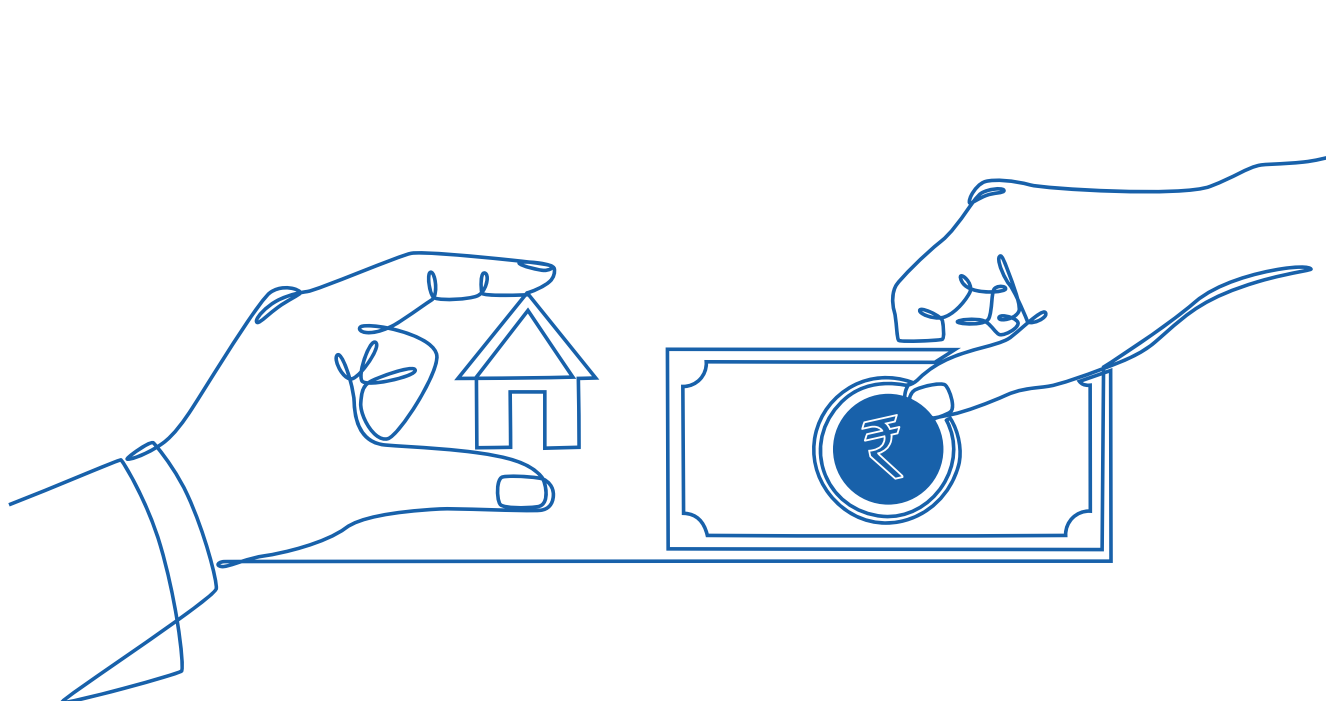
[#]resigned from the post of Chief Financial Officer of the Company w.e.f. October 09, 2024

DEPOSITS

Your Company has neither invited nor accepted any deposits from the public during the year under review within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules.

LOANS, GUARANTEES AND INVESTMENTS

Disclosure on particulars relating to loans, investments and guarantees made by the Company under Section 186 of the Companies Act 2013, for the financial year ending March 31, 2025, are explained and provided in the audited financial statement of the Company.



RESTRICTIONS ON PURCHASE BY COMPANY OR GIVING LOANS BY IT FOR PURCHASE OF ITS SHARES

The Company has not provided loans to any person to purchase or subscribe for fully paid up shares in the Company or its holding Company.

CHANGE IN THE NATURE OF BUSINESS

Your Company has not changed its nature of business during the year.



SUBSIDIARIES/JOINT VENTURES/ASSOCIATES

The Company does not have any subsidiary/ Joint Venture/ Associate Company during the Financial Year 2024-25.



DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

There is no loan in the books of the Company. Hence, the aforesaid clause is not applicable to the Company.

RELATED PARTY TRANSACTIONS

All related party transactions that are entered into during the financial year are on an arm's length basis and are in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party transactions form part of the financial statements.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Corporate Social Responsibility Policy of the Company as approved by the Board has been made in accordance to the Corporate Governance Guidelines (and amendment thereof) issued by IRDAI along with Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility) Rules, 2014.

The Company's CSR activities focus on promoting consumer awareness and protection, eradicating hunger, poverty and malnutrition, promoting healthcare including preventive healthcare, ensuring environment sustainability and ecological balance, supporting skill development and generation of employment, promoting education across the continuum- primary, secondary and tertiary especially among children, women, elderly and the differently-abled.

The Company's obligation for CSR expenditure for the FY 2024-25 was Rs. 5,02,39,131/- out of which Rs. 3,07,00,000/- was allocated for Supporting Army Wives Welfare Association (AWWA) to run 6 (six) Schools at Delhi, Secunderabad, Udampur, Bangalore, Lucknow & Pune, an ongoing project, at the Board Meeting held on May 14, 2024. Further, Rs. 1,00,00,000/- and Rs. 95,39,131/- was allocated for supporting infrastructure development of Yogeshwar Dutt Wrestling Academy, an ongoing project, at the Board Meetings held on May 14, 2024 and August 08, 2024 respectively.

Additionally, the Company has utilised the unspent amount of Rs. 36,84,569 pertaining to the project of Supporting Army Wives Welfare Association (AWWA) in running the Asha School for differently abled students in six locations; Delhi, Secunderabad, Udampur, Bangalore, Lucknow & Pune. An amount of Rs. 1,434,054/- remains in the "Unspent CSR A/C" for the FY 2023-24 and will be utilized in subsequent years. Further, an unspent amount of Rs. 1,61,21,046/- pertaining to FY 2024-25 has been transferred to the "Unspent CSR A/C" by the Company.

The detailed CSR Policy of the Company is available on the website of the Company and can be accessed through the link provided below:

https://cms.careinsurance.com/cms/public/uploads/uploads/other_disclosure/CSR-Policy_Committee-Composition-and-CSR-Projects_1718781919.pdf

Also, Annual Report on CSR Activities is enclosed herewith as **Annexure – A**



DETAILS OF REVISION OF FINANCIAL STATEMENT OR REPORT

Neither during the financial year 2024-25 nor in any of the three preceding financial years, the Company has revised its Financial Statement or Reports either voluntarily or pursuant to the order of a Judicial Authority.

FRAUDS REPORTED BY THE AUDITOR

No material fraud has been reported by the Auditors of the Company during the financial year 2024-25.

INVESTMENTS

Your Company has made Investments in compliance with the IRDAI Investment Regulations and total Assets under management as on March 31, 2025 stands at Rs. 8,358.49 Crores excluding fair value change account. Further, the total investment portfolio of Rs. 8,358.49 Crores has been bifurcated between Shareholders portfolio of Rs. 2,438.42 Crores and Policyholders portfolio of Rs. 5,920.07 Crores. The return generated in the Shareholders portfolio was 7.60% and in Policyholders portfolio return is 7.22%. Overall 36.3% of the portfolio has been invested in Sovereign securities. The MTM



POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

With regard to the appointment and remuneration of Directors and KMPs of the Company, your Company has formulated the following policies in accordance with the Companies Act, 2013 along with applicable IRDAI Regulations and Guidelines. These Policies are reviewed, updated and approved by the Board from time to time:

- KMPs Appointment and Remuneration Policy – **Annexure - B (i)**
- Non-Executive Director's Appointment and Remuneration Policy- **Annexure – B (ii)**

The Nomination & Remuneration Committee (NRC) of the Company determines the criteria of appointment to the Board and is vested with the authority to identify candidates for appointment to the Board of Directors. The NRC, along with the Board, on continuous basis reviews appropriate skills, characteristics and experience required by the Board as a whole and its individual members.

In evaluating the suitability of individual Board members, the NRC takes into account multiple factors, including general understanding of the business, education, professional background, personal achievements, etc. Few important criteria against which each prospective candidate will also be evaluated are personal and professional ethics, integrity and values.

The NRC evaluates each prospective candidate with the objective of having a group that best enables the success of the Company's business.

The form and amount of director remuneration is recommended by the NRC to the Board for approval within the maximum amount permissible under the law. Employee directors are not paid for Board membership in addition to their regular employee compensation.

The NRC conducts a review of director compensation on a periodic basis to ensure directors of the Company are compensated effectively in a manner consistent with the strategy of the Company, and to further ensure that the Company is able to attract, retain and reward those who contribute to the success of the Company.

The Board and Committee members have evaluated the Board and respective Committee (s). Also, the peer evaluation was done at the Meeting of the Board and Committees held on April 24, 2025.

ANNUAL RETURN

The Annual Return of the Company prepared as per Section 92(3) of the Companies Act, 2013 for the Financial Year ended March 31, 2025, is placed on the website of the Company and the same can be accessed from the following web link:

https://cms.careinsurance.com/cms/public/uploads/uploads/other_disclosure/AnnualReturn_1653455070.pdf

MAINTENANCE OF COST RECORDS

The provisions of Section 148(1) of the Companies Act, 2013 related to maintenance of Cost records are not applicable to Company. Accordingly, such accounts and records are not required to be maintained by the Company.

VIGIL MECHANISM ESTABLISHED BY THE COMPANY

The Board of Directors at its meeting held on October 31, 2014 adopted the Whistle Blower Policy of the Company. The Chairperson of the Audit Committee is the Ombudsman of the Company. The said policy is reviewed from time to time.

Objectives of the Policy:

- The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages disclosures by its stakeholders who have concerns about any suspected misconduct.
- The disclosures made under this policy could pertain to concerns about possible irregularities, governance weaknesses, financial reporting issues, violation of law, unethical practices or gross misconduct by the employees of the Company that can lead to financial loss and/ or reputational risk to the organization.

The Company has received Nil case during FY 2024-25.



COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, the Company has been in compliance with the applicable Secretarial Standards i.e. SS-1 and SS-2, issued by the Institute of Company Secretaries of India, with respect to Meetings of Board and its Committees and General Meetings respectively.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has formulated the Policy on Prevention of Sexual Harassment at Workplace in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set-up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under the Policy. The following is the summary of sexual harassment complaints received and disposed of during the financial year 2024-25.

a) No. of complaints received: 2

b) No. of complaints disposed-off: 2

EMPLOYEES STOCK OPTION SCHEME

The details of the Employees Stock Option Scheme of the Company during the financial year 2024-25 are:

| S.No. | PARTICULARS | DETAILS |
|-------|---|--|
| (a) | Options granted | 0 |
| (b) | Options vested | 0 |
| (c) | Options exercised | 21,40,756 |
| (d) | The total no. of shares arising as a result of exercise of option | 21,40,756 |
| (e) | Options lapsed | 92,54,614 |
| (f) | The exercise price | Rs. 10, Rs. 21.85, Rs. 34.31 & Rs. 37.89 |
| (g) | Variation of terms of options | |
| (h) | Money realized by exercise of options | Rs. 2,14,07,560* |
| (i) | Total no. of options in force | 1,11,43,992 |
| (j) | Employee wise details of options granted- | |
| (i) | Key Managerial Personnel | |
| (i i) | Any other employee who receives a grant of options in any one year of option amounting to 5% or more of options granted during that year | Nil |
| (iii) | Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant. | Nil |

*excluding premium

AUDITORS

Pursuant to the provisions of Section 139 of the Companies Act, 2013, every company is required to appoint a Statutory Auditor for audit of financial statements of the Company. Further, in accordance with Master Circular on Corporate Governance for Insurers, 2024 issued by the IRDAI on May 22, 2024, the Company is required to appoint two auditors as joint Statutory Auditors.

The Company at its Annual General Meeting held on August 26, 2017 approved the appointment of M/s S. P. Chopra & Co. for a period of five years. Further, at the Annual General Meeting held on September 19, 2022, the Company appointed M/s Nangia & Co. LLP and re-appointed M/s S. P. Chopra & Co. as Joint Statutory Auditors of the Company who confirmed their eligibility and willingness to accept the office of the Statutory Auditors.

The Auditors have furnished a certificate of their eligibility for re-appointment and appointment under Section 141 of the Companies Act, 2013 and have also provided the declaration in Form A1 as prescribed by the Master Circular on Corporate Governance for Insurers, 2024 issued by the IRDAI indicating their willingness to hold the said office.

The Current Statutory Auditors of the Company i.e. M/s S. P. Chopra & Co. and M/s Nangia & Co. LLP, shall hold office as Joint Statutory Auditors of the Company till the conclusion of the Annual General Meeting of the Company to be held for the year 2026 and 2027 respectively.

AUDITORS' REPORT

The Statutory Auditors' Report for FY 2024-25 on the financial statements of the Company forms part of the Annual Report. The Statutory Auditors have expressed their unmodified opinion on the financial statements and their reports do not contain any qualifications, reservations, adverse remarks, or disclaimers.



SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed PI & Associates, Practicing Company Secretaries, to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is enclosed as **Annexure C**. There are no qualifications, reservation or adverse remark or disclaimer made by the Secretarial Auditor in the report.



AWARDS, CERTIFICATES AND RECOGNITION

During the financial year 2024-25, your Company has been conferred with the following awards:

- 'Best Claim Settlement Company of the Year' at the India Insurance Summit & Awards 2025;
- 'Sales Champion Award' at the ET NOW Insurance Summit & Awards 2024;
- 'Smart Insurer Award' at the ET NOW Insurance Summit & Awards 2024;
- 'Overall Achievement Award' 'SAHI' Category at the ASSOCHAM 16th Global Insurance Summit & Awards 2024; and
- 'Best Health Insurance Plan 'Care Plus' at the Global Financial Planner's Summit 2024



Further, your Company has an overall ranking of "5th" in the Health Insurance Segment as on March 31, 2025.

Your Company has adopted Business Continuity Management Systems based on ISO 22301:2019 which specifies the requirements for a Business Continuity Management System (BCMS) in order to demonstrate its ability to protect against, reduce the likelihood of occurrence, prepare for, respond to, and recover from disruptive incidents when they arise and provide uninterrupted products and services that meet customer and applicable statutory and regulatory requirements. Your Company also maintains a Quality Management System (QMS) based on ISO 9001:2015, which specifies the requirements for a QMS to consistently provide products and services that meet customer and applicable statutory and regulatory requirements, and to enhance customer satisfaction through the effective application of the system, including processes for improvement of the system and the assurance of conformity to customer and applicable statutory and regulatory requirements.

The scope of your Company for BCMS and QMS includes the following offices:

- Corporate Office located at 1st, 3rd & 4th Floor, Vipul Tech Square, Golf Course Road, Sector 43, Gurgaon - 122009
- Call Center located at Call Centre & Web assistance Operational Hubs 1st & 2nd Floor Plot No. F1, Sector – 6, Noida- 201301

Additionally, QMS also covers selected 128 branches of the company.

With Business Continuity Management Systems (BCMS) based on ISO 22301:2019, your Company effectively understands and prioritizes business threats. This system ensures protection against, reduces the likelihood of, and facilitates recovery from disruptive incidents. Additionally, your Quality Management System (QMS) based on ISO 9001:2015 ensures consistent quality products and services, enhancing customer satisfaction



DIRECTOR'S RESPONSIBILITY STATEMENT

In accordance with the requirements of Section 134(5) of the Companies Act, 2013, the Board of Directors hereby state and confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

Neither any application was made nor any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 for the FY 2024-25.

RISK MANAGEMENT

With regard to Risk Management of the Company, your Company has a Risk Management Committee in accordance with the Master Circular on Corporate Governance for Insurers, 2024 issued by IRDAI and as per clause (n) of sub-section (3) of the Section 134 of the Companies Act, 2013. Also, the Risk Policy of the Company has been approved and reviewed by the Board. Policy elaborates the detailed description of type of risk and its monitoring plan. As a process, key risk to which Company is exposed during the quarter is placed and discussed in the Risk Management Committee Meeting and the same is updated to the Board.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There has been no order passed by any Regulator, Court or Tribunal against the Company which can impact its going concern status and Company's operation in future.

However, during the year under review, the Insurance Regulatory and Development Authority of India (IRDAI) vide its Order Number IRDAI/F&I/ORD/MISC/106/7/2024 dated July 23, 2024 ("Order") has directed the Company to comply with the following:

- a. To cause a buyback of 75,69,685 shares of the Company allotted to Dr. Rashmi Saluja at the same price per share as the exercise price (i.e., INR 45.32 per share), in compliance with applicable laws including the provisions of Companies Act, 2013. The compliance and confirmation of the same needs to be completed within 30 days from the date of the Order.
- b. To the extent of any stock options to Dr. Rashmi Saluja which remains unexercised and/or unvested as on the date of this Order, the Company is hereby directed to cancel and revoke such stock options. In any event Company shall ensure that no further grant and/ or allotment shall be made to Dr. Rashmi Saluja. The compliance and confirmation of the same needs to be completed within 15 days from the date of the Order.

- c. In order to secure the proper management of the Company, from the date of the Order, any decision made by the Board of the Company in relation to any remuneration/ payment/ perquisite or other benefit, monetary or otherwise in relation to any member of the Board including MD & CEO of the Company, shall be implemented by the Company only after prior approval of IRDAI, till further orders.
- d. In accordance with the powers vested under Section 102, a penalty of Rs.1 crore (Rupees One Crore only) is imposed on the Company which is to be deposited within 45 days from the date of the Order.

The Board of Directors of the Company preferred to file an appeal before Securities Appellate Tribunal ("SAT"), Mumbai against the above Order. Upon hearing of the matter on August 09, 2024, the SAT passed an Order dated August 09, 2024 stating as under:

- The directions contained in Paragraph 22 (a) & 22 (b) of the Order pertaining to the Buyback of 75,69,685 shares of the Company allotted to Dr. Rashmi Saluja & Cancellation and Revocation of unexercised and / or unvested stock options of Dr. Rashmi Saluja, shall remain stayed for a limited period of 12 weeks with liberty to the respondent to seek vacation / modification of the order after filing the reply;
- Dr. Rashmi Saluja shall not deal with the 75,69,685 shares of the Company in any manner and maintain status quo in respect of these shares and shall not exercise option in respect of unexercised and, or unvested stock options of the Company, if any;
- The directions contained in Paragraph 23 of the Order pertaining to payment of penalty of Rs. 1 Crore (Rupees One Crore only) by the Company shall remain stayed subject to deposit of 50% of the penalty amount within four weeks from the Order. The same shall be kept in an interest bearing account with the IRDAI.

The matter was fixed for further hearing before SAT on March 24, 2025. After hearing Counsel on both the sides and with the consent of all the parties, the SAT directed the matter to be listed on July 17-18, 2025.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

Your Company is not engaged in manufacturing activities and, therefore, the particulars as required under the Companies Act, 2013 regarding Conservation of Energy, Research and development and Technology Absorption are not applicable.



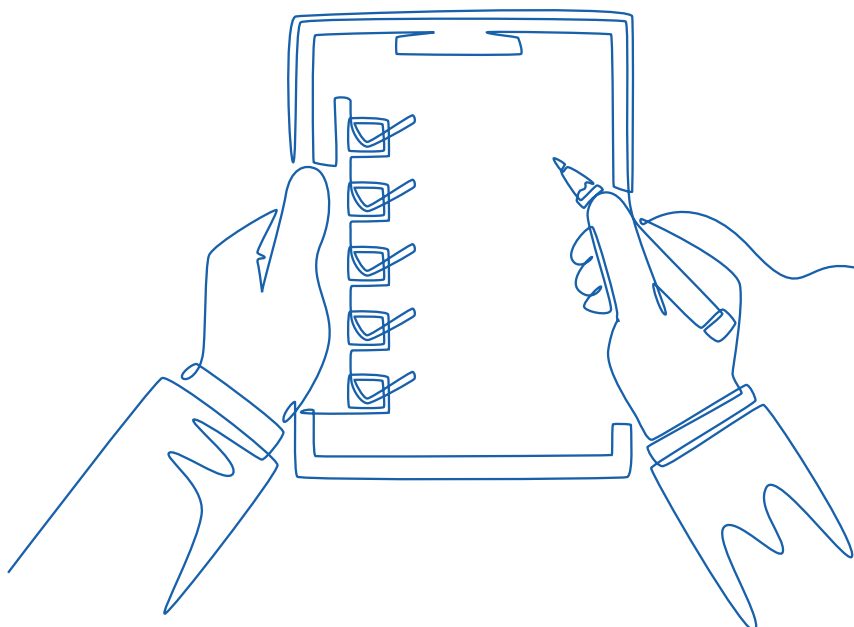
FOREIGN EXCHANGE EARNINGS AND OUTGO

The Foreign Exchange earned in terms of actual inflows during the year 2024-25 is Rs. 220.46 Crores and the Foreign Exchange outgo in terms of actual outflows during the year 2024-25 is Rs.167.27 Crores.



INTERNAL CONTROLS

Your Company has an adequate system of Internal Control in place. Internal Financial Controls are part and parcel of process & system procedures. It is monitored by the Company on regular basis.



FORMAL ANNUAL EVALUATION

The Board of Directors at its meeting held on November 03, 2020 has approved the Board Evaluation policy in accordance with Sections 134, 178 and Schedule IV of the Companies Act, 2013 ("Act") read with applicable Regulations under the Act. The Salient features of the Policy are as follows:

The performance evaluation framework consists of three parts as per below:

- Performance Evaluation of Committees
- Performance Evaluation of the Board as a whole
- Performance Evaluation of Individual Directors



PERFORMANCE EVALUATION OF THE COMMITTEES AND BOARD AS A WHOLE

- The Board carries out annual evaluation of its Committees and Board through self-evaluation form which are circulated by the Company Secretary prior to the Committee Meeting(s) and Board Meeting.
- The evaluation form consists of certain criteria on the basis of which individual Directors rated the respective Committee(s) and the Board.
- The Company Secretary then tabulates the results and shares the summary report with the Committee(s) members and the Board. The summary report includes the score against each of the evaluation criteria & verbatim comments without any names.
- The Committee(s) and the Board discuss the individual feedback, broad & common areas that are working well and those that need attention.
- The Company Secretary also presents the summary report to the Board Committee(s) and the Board at the Annual Board Meeting.

PERFORMANCE EVALUATION OF INDIVIDUAL DIRECTORS

- The Board and Nomination & Remuneration Committee carry out performance evaluation of individual directors through peer evaluation of each Board member during the Annual Board Meeting. The Chairperson of the Board initiates the evaluation process where each Board member evaluates each of his/her colleagues on the Board.
- During the Annual Board Meeting, each Board member is given an evaluation form to rate each of his/her colleagues on the Board. The Board member does not have to disclose his/her name on the evaluation form.
- Once all the evaluation forms are placed in designated envelopes, each Board member has the opportunity to go through his/her own peer evaluation scores during the meeting.
- The Board members and Committee members have evaluated the Board and the Committee respectively and also evaluated the peer directors at the meeting of Board and its Committees held on April 24, 2025.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company has been provided in Annexure D. Any Shareholder interested in obtaining a copy of the said Annexure may write to the Company Secretary at secretarial@careinsurance.com.

Further with regard to remuneration of KMPs in accordance to the Master Circular on Corporate Governance for Insurers, 2024 issued by IRDAI the remuneration was discussed by the Nomination & Remuneration Committee. The consolidated remuneration paid to KMPs defined as per the Master Circular on Corporate Governance for Insurers, 2024 issued by IRDAI is Rs. 20,99,87,677.00/- for the financial year 2024-25.

REMUNERATION PAID TO THE DIRECTORS DURING FINANCIAL YEAR 2024-25

During the period under review, the Company has paid sitting fees to the Non-Executive Independent Directors of the Company for attending the Board and Committee(s) meeting of the Company. The details of the sitting fees paid are as follows:

| S. No. | Name of the Director | Status of Directorship Held | Sitting Fees | TDS | Net Payment |
|--------------|----------------------------|------------------------------------|-----------------------|---------------------|-----------------------|
| 1. | Ms. Asha Nair | Non-Executive Independent Director | 8,00,000.00 | 80,000.00 | 7,20,000.00 |
| 2. | Mr. Hamid Ahmed | Non-Executive Independent Director | 24,00,000.00 | 2,40,000.00 | 21,60,000.00 |
| 3. | Dr. Harsha Jauhari | Non-Executive Independent Director | 5,00,000.00 | 50,000.00 | 4,50,000.00 |
| 4. | Mr. Malay Kumar Sinha | Non-Executive Independent Director | 32,00,000.00 | 3,20,000.00 | 28,80,000.00 |
| 5. | Mr. Nirmal Chand | Non-Executive Independent Director | 4,00,000.00 | 40,000.00 | 3,60,000.00 |
| 6. | Mr. Pratap Venugopal | Non-Executive Independent Director | 24,00,000.00 | 2,40,000.00 | 21,60,000.00 |
| 7. | Mr. Praveen Kumar Tripathi | Non-Executive Independent Director | 16,00,000.00 | 1,60,000.00 | 14,40,000.00 |
| Total | | | 1,13,00,000.00 | 11,30,000.00 | 1,01,70,000.00 |

The Company has also paid the remuneration to Mr. Anuj Gulati, Managing Director & CEO, of the Company. The details of the remuneration are as follows:

| S. No. | Name | Designation | Gross Salary | Commission | Stock option/Sweat equity | Others | Total Amount |
|--------|-----------------|-------------------------|--------------------|------------|---------------------------|------------------|--------------------|
| 1. | Mr. Anuj Gulati | Managing Director & CEO | 8,06,27,268 | 0 | 0 | 13,79,075 | 8,20,06,343 |
| | Total | | 8,06,27,268 | 0 | 0 | 13,79,075 | 8,20,06,343 |

Apart from the remuneration and sitting fees mentioned above, the Company has not paid any remuneration to any other Director of the Company.

CERTIFICATION UNDER IRDAI CORPORATE GOVERNANCE GUIDELINES

As per the Master Circular on Corporate Governance for Insurers issued by IRDAI on May 22, 2024, Annual report of insurers shall have a separate certification from the Compliance Officer in the prescribed format.

Accordingly, a Certificate for compliance of the Corporate Governance Master Circular is enclosed as Annexure E.

ACKNOWLEDGEMENT

The Board wishes to place on record its sincere appreciation for the continued assistance, support and co-operation extended to your Company by the Shareholders, Insurance Regulatory and Development Authority of India, the Auditors of your Company, Banks, other Government Authorities, Distribution Partners and Employees during the year under review and look forward to their continued support in the future.

**By order of the Board of Directors
For Care Health Insurance Limited**

**Place: Gurugram
Dated: April 24, 2025**

**Mr. Anuj Gulati
Managing Director & CEO**

**Mr. Malay Kumar Sinha
Non-Executive Independent Director**

FORMAT FOR THE ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN THE BOARD'S REPORT FOR FINANCIAL YEAR COMMENCING ON OR AFTER 1ST DAY OF APRIL, 2021

1. BRIEF OUTLINE ON CSR POLICY OF THE COMPANY.

The Corporate Social Responsibility Policy of the Company was approved by the Board vide circular resolution dated February 05, 2020 in accordance to the Corporate Governance Guidelines (and amendments thereof) issued by the Insurance Regulatory and Development Authority of India (IRDAI) along with Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility) Rules, 2014.

In light of the aforesaid guidelines (as amended from time to time) and in compliance with Section 135 of the Companies Act, 2013, the Company has formed a CSR Committee. The Company's CSR activities are as defined under the aforesaid Policy and Schedule VII such as promoting consumer awareness and protection, eradicating hunger, poverty and malnutrition, promoting healthcare including preventive healthcare, ensuring environment sustainability and ecological balance, supporting skill development and generation of employment, promoting education across the continuum-primary, secondary and tertiary especially among children, women, elderly and the differently-abled.

The Company's obligation for CSR expenditure for the FY 2024-25 was Rs. 5,02,39,131/-.

The details of allocation of the same are as below:

| S. No. | NAME OF THE PROJECT | DATE OF ALLOCATION | AMOUNT ALLOCATED (IN RS.) |
|--------|--|--|---------------------------|
| 1 | Supporting Army Wives Welfare Association (AWWA) to run 6 (six) Schools at Delhi, Secunderabad, Udampur, Bangalore, Lucknow & Pune | At the Board Meeting held on May 14, 2024 | 3,07,00,000/- |
| 2. | Supporting Infrastructure Development of Yogeshwar Dutt Wrestling Academy | At the Board Meeting held on May 14, 2024 | 1,00,00,000/- |
| 3. | Supporting Infrastructure Development of Yogeshwar Dutt Wrestling Academy | At the Board Meeting held on August 08, 2024 | 95,39,131/- |

Further, the Committee is updated that, the Company had spent following amount pertaining to previous year's ongoing projects from the respective funds lying under the "Unspent CSR A/c".

| S. No. | ACTIVITIES | AMOUNT IN UNSPENT CSR ACCOUNTS, IN RS. (DURING THE FY 2024-25) | AMOUNT SPENT (RS.) | GST (RS.) | TOTAL AMOUNT SPENT (RS.) | BALANCE UNDERLYING IN UNSPENT CSR ACCOUNTS (AS ON MARCH 31, 2025) |
|--------|--|--|--------------------|-----------|--------------------------|---|
| 1. | Renovation, Construction and Restoration of Prem Mahavidyalaya Inter College, Vrindavan, Mathura, Uttar Pradesh, on-going project (Part B) | 14,34,054 | 0 | 0 | 0 | 14,34,054 |
| 2. | Supporting Army Wives Welfare Association (AWWA) in running Asha School for differently abled students in six locations; Delhi, Secunderabad, Udampur, Bangalore, Lucknow & Pune | 36,84,569 | 36,84,569 | 0 | 36,84,569 | NIL |
| | Total Spent | | | | 36,84,569 | 14,34,054 |

2. COMPOSITION OF CSR COMMITTEE:

Pursuant to Master Circular on Corporate Governance for Insurers dated May 22, 2024 issued by the Insurance Regulatory and Development Authority of India and any amendment(s) thereof, Section 135 of the Companies Act, 2013, read with Rule 5 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 as applicable and any other applicable provisions of the Companies Act, 2013 read with Rules thereunder and amendments thereof (including any statutory modifications or re-enactment thereof, for the time being in force), the CSR Committee consist of the following members:

| S. No. | NAME OF THE DIRECTOR | DESIGNATION / NATURE OF DIRECTORSHIP | NUMBER OF MEETINGS OF CSR COMMITTEE HELD DURING THE YEAR | NUMBER OF MEETINGS OF CSR COMMITTEE ATTENDED DURING THE YEAR |
|--------|---|--------------------------------------|--|--|
| 1 | Dr. Rashmi Saluja [#] | Non-Executive Chairperson | 2 | 2 |
| 2 | Mr. Malay Kumar Sinha | Non-Executive Independent Director | 2 | 2 |
| 3 | Mr. Hamid Ahmed ^{##} | Non-Executive Independent Director | 2 | 1 |
| 4 | Mr. Kartikeya Dhruv Kaji ^{###} | Non-Executive Director | 2 | 1 |
| 5 | Mr. Anuj Gulati | Managing Director & CEO | 2 | 2 |
| 6 | Mr. Pratap Venugopal ^{####} | Non-Executive Independent Director | 2 | 2 |
| 7 | Mr. Praveen Kumar Tripathi | Non-Executive Independent Director | 2 | 2 |
| 8 | Mr. Rishiraj Khajanchi [*] | Non-Executive Director | 2 | 1 |

[#] ceased to be the Non-Executive Chairperson and member of the Committee w.e.f. March 13, 2025.

^{##}resigned from the Board and various Committees w.e.f. February 10, 2025.

^{###}resigned from the Board and various Committees w.e.f. May 24, 2024.

^{####}resigned from the Board and various Committees w.e.f. January 10, 2025.

^{*}inducted in the Committee w.e.f. June 06, 2024.

- Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

https://cms.careinsurance.com/cms/public/uploads/uploads/other_disclosure/CSR-Policy_Committee-Composition-and-CSR-Projects_1718781919.pdf

- Provide the executive summary along with e-link(s) Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 - Not Applicable.

5. (a) Average net profit of the Company as per sub-section (5) of section 135- Rs. 251,19,56,531/-
- (b) Two percent of average net profit of the company as per sub-section (5) of section 135- Rs. 5,02,39,131/-
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.-NIL
- (d) Amount required to be set-off for the financial year, if any- NIL
- (e) Total CSR obligation for the financial year [(b)+(c)-(d)]- Rs. 5,02,39,131/- (including GST)
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Rs. 3,41,18,085/- (including GST)
- (b) Amount spent in Administrative Overheads: NA
- (c) Amount spent on Impact Assessment, if applicable- NA
- (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: Rs. 3,41,18,085/- (including GST)
- (e) CSR amount spent or unspent for the financial year:

| Total Amount Spent for the Financial Year. (in Rs.) | Amount Unspent (in Rs.) | | | | |
|---|--|------------------|--|--------|------------------|
| | Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135. | | Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135. | | |
| | Amount | Date of Transfer | Name of the Fund | Amount | Date of Transfer |
| 3,41,18,085/- (including GST) | 1,61,21,046/- | April 19, 2025 | NA | NA | NA |

- (f) Excess amount for set-off, if any:

| S. No. (1) | Particular (2) | Amount (in Rs) (3) |
|------------|---|-------------------------------|
| (i) | Two percent of average net profit of the company as per sub-section (5) of section 135 | 5,02,39,131/- (including GST) |
| (ii) | Total amount spent for the Financial Year | 3,41,18,085/- (including GST) |
| (iii) | Excess amount spent for the Financial Year [(ii)-(i)] | NIL |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any | NIL |
| (v) | Amount available for set off in succeeding Financial Years [(iii)-(iv)] | NIL |

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years:

| 1 | 2 | 3 | 4 | 5 | 6 | | 7 | 8 |
|--------|-----------------------------|---|---|--|--|------------------|--|--------------------|
| S. No. | Preceding Financial Year(s) | Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in Rs.) | Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in Rs.) | Amount spent in the Financial Year (in Rs.). | Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any | | Amount remaining to be spent in succeeding financial years. (in Rs.) | Deficiency, if any |
| | | | | | Amount (in Rs.). | Date of transfer | | |
| 1. | 021-22 | 82,52,865 | 0 | 0 | NA | NA | NA | NA |
| 2. | 2022-23 | 26,16,160 | 0 | 0 | NA | NA | NA | NA |
| 3. | 2023-24 | 51,18,623 | 0 | 36,84,569 | NA | NA | 14,34,054 | NA |
| | Total | 1,59,87,648 | 0 | 36,84,569 | NA | NA | 14,34,054 | NA |

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

Yes No

If Yes, enter the number of Capital assets created/ acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

| S. No. | Short particulars of the property or asset(s) [including complete address and location of the property] | Pin code of the property or asset(s) | Date of creation | Amount of CSR amount spent | Details of entity/ Authority/ beneficiary of the registered owner | | |
|--------|--|--------------------------------------|------------------|----------------------------|---|------|--------------------|
| (1) | (2) | (3) | (4) | (5) | (6) | | |
| | | | | | CSR Registration Number, if applicable | Name | Registered address |
| | | | | | | | |

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: NA

| | | |
|--|--------------------------|--|
| (Chief Executive Officer or Managing Director or Director) | (Chairman CSR Committee) | [Person specified under clause (d) of sub-section (1) of section 380] (Wherever applicable). |
|--|--------------------------|--|

CARE HEALTH INSURANCE LIMITED



Policy on Non-Executive Director's Appointment & Remuneration

(CHIL/POL/125/0037)

Prepared by

Head - Payroll & HR
Operations

Reviewed by

Head – Human Resources
& Chief Risk Officer

Proposed Approved by

Board of Directors

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|  | Care Health Insurance Limited | | | | |
| | Doc. No.: (CHIL/POL/125/0037) | Initial Issue Date: Approval Date | Revision: 00 | Revision Date: | Page 2 of 3 |
| | Title: Policy on Non-Executive Director's Appointment & Remuneration | | | | |

1. PREAMBLE

The Board of Directors (the "Board") of Care Health Insurance Limited (the "Company" or "CHIL"), has adopted the Policy on Non-Executive Director's Appointment & Remuneration ("Policy") and procedures with regard to appointment & remuneration of Non-Executive Directors/ NED (as defined below), including the independent directors. The Nomination and Remuneration Committee will review and may amend this Policy from time to time.

This Policy shall be governed by Insurance Act 1938, IRDAI Circular No. IRDA/F&A/GDL/MISC /141/6/2023 dated June 30, 2023, the Company Act, 2013, Corporate Governance Guidelines dated May 18, 2016, issued by the IRDAI, and all other applicable laws, as amended from time to time.

This Policy is framed as per requirement of Sections 134, 178, Schedule IV of the Companies Act, 2013 ("Act") read with applicable Regulations under the Act, and Regulations/ Guidelines/ Circulars including but not limited to Corporate Governance Guidelines issued by Insurance Regulatory and Development Authority and subsequent amendments thereof and intended to have a Board with diverse background and experience in areas that are relevant for the Company, to ensure the proper appointment of the NED of the Company and at the same time to attract and retain the best suitable talent on the Board of the Company.

2. DEFINITIONS

- 2.1. "Board" means Board of Directors of the Company;
- 2.2. "Company" means Care Health Insurance Limited;
- 2.3. "IRDAI" means Insurance Regulatory and Development Authority of India;
- 2.4. "Nomination and Remuneration Committee (NRC)" means Committee of Board of Directors of the Company constituted under provisions of Companies Act, 2013;
- 2.5. "Non-Executive Director" means a director on the Board who is not an employee of the Company;
- 2.6. "Policy" means Non-Executive Director's Appointment & Remuneration Policy.

3. POLICY

- 3.1. The Nomination & Remuneration Committee (NRC) determines the criteria of appointment to the Board and is vested with the authority to identify candidates for appointment to the Board of Directors. The NRC, along with the Board, on continuous basis will review appropriate skills, characteristics and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience in areas that are relevant for the Company.
- 3.2. In evaluating the suitability of individual Board member, the NRC will take into account multiple factors, including general understanding of the business, education, professional background, personal achievements, etc. Few important criteria against which each prospective candidate will also be evaluated are personal and professional ethics, integrity and values. He / She should be willing to devote sufficient time and effort in carrying out their duties and responsibilities effectively & must have the aptitude to critically evaluate management's working as part of a team.
- 3.3. The NRC will evaluate each prospective candidate with the objective of having a group that best enables the success of the Company's business.
- 3.4. The NRC may make independent / discreet references, where necessary, well in time to verify the accuracy of the information furnished by the applicant.
- 3.5. The NRC shall scrutinize the declarations of applicants before the appointment / reappointment / election of NED by the shareholders at the General Meetings.

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| | Title: Policy on Non-Executive Director's Appointment & Remuneration | | | | |

- 3.6. Based on recommendation of the NRC, the Board will evaluate the candidate(s) and decide on the selection of the appropriate member. The Board through the MD & CEO / NRC will make an invitation to the new member to join the Board as a NED. On acceptance of the same, the new NED will be appointed by the Board.
- 3.7. The NRC may review the Deed of Covenant required to be entered by NEDs at the time of appointment.
- 3.8. The form and amount of NED's remuneration will be recommended by the NRC to the Board for approval within the maximum amount permissible under the law.

4. REMUNERATION FOR NEDS

- 4.1. The NRC may recommend to the Board to pay remuneration/ sitting fees to the NEDs, including Independent Directors, as per applicable laws, including the Companies Act, 2013 and Guidelines on Remuneration of Directors & Key Management Persons of Insurers dated June 30, 2023, as amended from time to time.
- 4.2. NEDs shall not eligible for any equity linked benefits.
- 4.3. The sitting fees, if payable, shall be subject to applicable tax deduction at source. In addition, Independent Directors will also be entitled to reimbursement of all expenses for participation in the Board and other meetings.

5. TENURE AND AGE

- 5.1. The maximum age limit of the NED, including the Chairperson of the Board, shall be 75 years and after attaining the age of 75 years, no person shall continue on the Board of the Company.
- 5.2. An Independent Director may be appointed for a term of up to 5 consecutive years on the Board of the Company and shall be eligible for re-appointment for second term on passing of special resolution by the Company. No Independent Director shall hold office more than two consecutive terms beyond a period of 10 years. After completion of 10 year, such Independent Director shall be eligible for re-appointment only after a cooling off period of at least 3 years.

6. EFFECTIVE DATE OF POLICY

This Policy will come into effect from the date of approval of the same by the Board of Directors of Company and shall be applicable for remuneration payable to the NEDs from Financial Year 2023-24.

7. AMENDMENT HISTORY

| Version No. | Description | Date | Prepared By | Reviewed By | Approved By |
|-------------|---|------------------|-------------|-------------------------------|-----------------------------|
| 1 | Policy on Non-Executive Director's Appointment & Remuneration | Date of approval | Amit Gupta | Chaudhury Chandrakanta Mishra | Proposed Board of Directors |

CARE HEALTH INSURANCE LIMITED



KMP's Appointment and Remuneration Policy (CHIL/POL/125/0036)

Prepared by:

Head - Payroll

Reviewed by:

Head – Human Resources

Proposed Approved by

Board of Directors

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|  | Care Health Insurance Limited | | | | |
| | Doc. No.: (CHIL/POL/125/0036) | Initial Issue Date: 05.02.2024 | Revision: 03 | Revision Date: 24.04.2025 | Page 2 of 10 |
| | Title: KMP's Appointment and Remuneration Policy | | | | |

1. PREAMBLE

The Board of Directors of Care Health Insurance Limited (the "Company" or "CHIL"), has adopted the KMP's Appointment and Remuneration Policy ("Policy") and procedures with regard to appointment and remuneration of Key Managerial Person ("KMP"). The Nomination and Remuneration Committee will review this Policy annually and may make necessary amendments.

This Policy is to regulate the appointment and remuneration of KMP's based on the laws and regulations applicable on the Company.

2. APPLICABILITY OF THIS POLICY

- 2.1. This Policy will come into effect from the date of approval of the same by the Board of Directors of Company and shall be applicable for remuneration payable to the KMPs from Financial Year 2023-24.
- 2.2. KMPs of the Company will be covered under this Policy.
- 2.3. This Policy shall not apply to:
 - a. All ESOPs granted (Vested/Unvested/Exercised/To be exercised) prior to or on 31st March 2023;
 - b. All long-term incentive plans granted/declared till 30th June, 2023 relating to performance of the KMPs in any period prior to 1st April, 2023 and shall be governed by the terms and conditions as defined at the time of grant or when declared.
 - c. Any other remuneration granted/declared relating to performance of the KMPs in any period prior to 1st April, 2023.

3. PURPOSE

This Policy is framed as per requirement of Sections 178 and 203 of the Companies Act, 2013 ("Act") read with applicable rules/regulations framed under the Act, IRDAI (Corporate Governance for Insurers) Regulations 2024, Master circular on Corporate Governance for Insurers, 2024, IRDAI (Registration, Structure, Transfer of Shares and Amalgamation of Insurers) Regulations, 2024, as amended and the rules and regulations framed thereunder, including any other circular, notification issued governing or affecting this Policy ("IRDAI Guidelines"), issued by the Insurance Regulatory and Development Authority of India ("IRDAI"), and is intended to ensure proper appointment and fairness in the remuneration process of the KMP's of the Company and at the same time to attract and retain the best suitable talent for the Company. The primary objective is to ensure effective governance, align compensation with prudent risk-taking and safeguard the interest of the policyholders and stakeholders.

4. DEFINITIONS

- 4.1. "Board" means Board of Directors of the Company.
- 4.2. "Company" means Care Health Insurance Limited.
- 4.3. "HR Head" means person heading the Human Resource Department of the Company.

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| | Title: KMP's Appointment and Remuneration Policy | | | | |

4.4. "Key Managerial Person"/"KMP" means key managerial person as defined in the IRDAI (Registration of Indian Insurance Companies) Regulations, 2024.

| S. No. | Key Managerial Position | Current Incumbent |
|--------|---|-------------------------|
| 1 | Managing Director & Chief Executive Officer | Anuj Gulati |
| 2 | Chief Business Officer | Ajay Kumar Shah |
| 3 | Company Secretary | Yogesh Kumar |
| 4 | Chief Financial Officer | Ambrish Jindal |
| 5 | Chief Operating Officer | Manish Dodeja |
| 6 | Appointed Actuary | Chandra Shekhar Dwivedi |
| 7 | Chief Compliance Officer | Anoop Singh |
| 8 | Chief Investment Officer | Nitin Katyal |
| 9 | Chief Technology & Services Officer* | Kolla Suresh |
| 10 | Chief Risk Officer* | Bhawana Jain |

4.5. "Policy" means this KMP's Appointment and Remuneration Policy.

4.6. "MD & CEO" means the Managing Director & Chief Executive Officer of the Company.

4.7. "Managing Director" and "Whole-Time Director"/"WTD" shall have the same meaning as ascribed to them respectively under the Act.

4.8. "Nomination and Remuneration Committee"/"NRC" means Committee of the Board constituted under provisions of the Act and IRDAI Guidelines.

4.9. "Share Linked Instruments" means (i) employee stock options schemes; (ii) employee stock purchase schemes; and (iii) stock appreciation right schemes.

5. APPOINTMENT OF KMP

5.1. The authority to identify right candidates for appointment of KMP's is vested with the MD & CEO. The MD & CEO along with HR Head will identify candidates internally or externally and will propose to NRC. The NRC will put forth its recommendation for the appointment and remuneration of KMP before the Board for its approval. The remuneration will be proposed so as to be consistent with the strategy of the Company and in line with comparable market & internal remuneration benchmarks.

5.2. The NRC will scrutinize the declarations of applicants before the appointment of KMP's in the Form KMP -1, as prescribed under the IRDAI Guidelines or any another form and manner as may be prescribed, from time to time, under applicable law.

5.3. The NRC, while scrutinizing the declaration of applicants, may make independent/discreet references, wherever necessary, well in time to verify the accuracy of the information furnished by the applicant and then recommend appointment of KMP's to the Board for further action.

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| | Title: KMP's Appointment and Remuneration Policy | | | | |

- 5.4. The NRC, while considering the KMP's appointment, will also ensure that KMP's shall not simultaneously hold any other position as KMP in the Company that could lead to conflict or potential conflicts of interest.
- 5.5. The NRC needs to ensure that the position of any KMP's should not be vacant for more than 180 days.
- 5.6. The NRC will also recommend the termination of KMP's to the Board for further action.
- 5.7. In case of CEO's/Managing Director/Whole Time Director appointment, the NRC will initiate the process of identifying suitable candidate and shall, after identification of the candidate, propose the candidature to Board for its approval for appointment.

6. REMUNERATION OF KMP

6.1. This Policy has been formulated to ensure following:

- Remuneration is adjusted for all types of risk including credit, market & liquidity risks,
- Remuneration outcomes are symmetric with risk outcomes,
- Remuneration payouts are sensitive to the time horizon of the risk, and
- The mix of cash, equity and other forms of remuneration are consistent with risk alignment.

6.2. The minimum parameters which shall be taken into account for determination of performance assessment of all KMPs for payment of variable pay or incentives, will be as under:

- Overall financial soundness such as GWP, Net-Worth position, solvency, growth in AUM, Net Profit, etc.;
- Compliance with Expenses of Management (EOM) Regulations;
- Claim efficiency in terms of settlement and outstanding;
- Improvement in grievance redressal status/ position;
- Reduction in Unclaimed Amounts of policyholders;
- Renewal Rate or Persistency Rate;
- Overall Compliance status with respect to all applicable laws.

6.3. The above parameters shall constitute at least 60% of the weightage in the performance assessment matrix of MD/CEO/WTDs; and at least 30% of the total weightage in the performance assessment matrix of other KMPs individually.

6.4. Apart from the performance assessment for payment of incentives and variable pay, these parameters shall also form the basis for revision of the fixed pay.

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7. ANNUAL REMUNERATION

7.1. The Company shall endeavor to keep the remuneration reasonable and based on relevant factors, including adherence to statutory requirements, industry practices, key responsibility areas assigned and the achievement thereof. The increments shall be linked to the KMP's performance as well performance of the Company. The total compensation shall be aligned effectively with prudent risk taking to ensure that compensation is adjusted for all types of risks.

7.2. Annual remuneration shall be aggregate of Fixed Pay (including monetary and non-monetary perquisites) and Variable Pay, for a particular financial year.

7.2.1. Fixed Pay

Fixed pay shall include basic pay, allowances, contribution towards retirement/superannuation benefits and all other fixed items of compensation.

7.2.2. Variable Pay

- a) Variable pay to be in the form of cash and/or Share Linked Instruments. Share Linked Instruments include Cash linked stock appreciation rights (CSARs)
- b) Variable pay includes incentives, bonus, Share Linked Instruments etc. Variable pay should be performance based which should be aligned with long term value creation and the time horizon of risks which the Company may be exposed to. Variable pay shall be paid or granted to a KMP only once during a financial year
- c) Variable Pay will be at least 50% of the fixed pay for the corresponding period and shall not exceed 300% of the fixed pay. In cases where variable pay is (a) up to 200% of the fixed pay, at least 50% of the variable pay; and (b) above 200% of the fixed pay, at least 70% of the variable pay; will be paid via non-cash instruments. A minimum of 50% of the total variable pay will be under deferral arrangements with the deferral period being a minimum of 3 years.
- d) The first such vesting will accrue after 1 year from the commencement of the deferral period. Vesting will not be faster than on a pro rata basis and will not take place more than once every year to ensure a proper assessment of risks before the application of ex-post adjustments. Deferment of Variable Pay will not be applicable for an amount of up to Rs. 25,00,000 (Rupees Twenty-Five Lakhs only) for a particular year.
- e) The total number of ESOPs granted in a year by the Company will not exceed 1% of the paid up share capital of the Company and the number of ESOPs will be determined basis previous year's performance Further, total number of Company ESOP's issued, granted, vested or outstanding, at any point of time, will not exceed 5% of the paid up share capital of the Company.
- f) Fair value of the equity shares certified by a Category 1 merchant banker registered with SEBI shall be considered for the purpose of benefit calculation. The Company may also issue the ESOPs of the listed promoter company provided that such cost shall be borne by the Company.
- g) The KMPs shall not be issued/granted any sweat equity shares.
- h) The KMP shall be entitled for the Annual Remuneration as defined in this Policy subject to deterioration in (a) the financial performance of the Company; and (b) other parameters for performance assessment of KMP's which will, inter-alia, lead to a contraction in the total amount of Variable Pay, which may even be reduced to zero.

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| | Title: KMP's Appointment and Remuneration Policy | | | | |

- i) In case of retirement / resignation / death of KMP prior to completion of the deferral period: (a) the non-cash component of the deferred Variable Pay shall be governed by the Company's ESOP Scheme; and (b) the cash component shall be accelerated and paid out as part of the full & final settlement of the KMP. In case of reappointment of a KMP upon retirement, deferred Variable Pay due to such KMP at the time of retirement will be paid only for the respective years for which it is originally deferred. In case of end of term, entire deferred Variable shall be accelerated and cash component shall be paid out as part of the full & final settlement of the KMP.
- j) In case employment of a KMP is terminated by the Company (a) as per the directives of court/ tribunal/ other competent authorities; or (b) on account of the KMP being conclusively adjudicated by the court of final appeal as guilty, of fraud, criminal offences or similar heinous offences, the deferred Variable Pay shall be forfeited.

8. MALUS AND CLAWBACK

- 8.1. A malus arrangement permits the Company to prevent vesting of all or part of the amount of a deferred Variable Pay. It does not reverse vesting after it has already occurred.
- 8.2. Clawback is a contractual agreement between the KMP and the Company in which the KMP agrees to return previously paid or vested remuneration to the Company under certain circumstances which has been defined in the contractual agreement.
- 8.3. As a policy, Malus and Clawback will be triggered only on the deferred Variable Pay in the event of subdued or negative financial performance of the Company resulting in a significant rise in financial loss to the Company, and personal pecuniary benefit is gained by the KMP. The Company shall, in the first instance, be obligated to indemnify, defend and hold harmless the KMP against any and all losses, damages, costs (including attorney fee) incurred by the KMP in this regard, provided if it is established that personal pecuniary benefit was gained by the KMP, the Company shall no longer be obligated to continue to indemnify and/or defend the KMP. Prior to any action of Malus/ Clawback being taken under this provision, it must be ensured that due regard is given to the principles of natural justice, and it must be established that the financial loss has arisen due to deliberate personal actions of the respective KMP. Bonafide errors of judgment considering prevailing market practices will not be subject to Malus/ Clawback provisions.
- 8.4. Where Malus/ Clawback provisions become applicable in accordance with this Policy, the same shall only be applied to the deferred Variable Pay, net of applicable taxes, relating to the financial year during which the event giving rise to Malus/ Clawback occurred, e.g., if the act has occurred in the financial year 2023-24, then Malus/ Clawback shall only be applied to the deferred Variable Pay for financial year 2023-24.
- 8.5. Malus/ Clawback provisions will be applicable only if the occurrence of the action/omission giving rise to such provisions is conclusively established in the appropriate forum, e.g., Company's enquiry committee, judicial/quasi-judicial/law enforcement agencies, within a period of 3 years from the date on which the alleged action/omission occurred. In case of resignation/ retirement/ termination, the said period of 3 years shall survive such resignation/ retirement/ termination.

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8.6. In case of death of a KMP prior to completion of any deferral period, provisions of Malus/ Clawback shall not apply and the relevant deferred Variable Pay shall be paid as per the employment contract agreed between the Company and the relevant KMP and Company's ESOP Scheme.

8.7. In case of retirement/ resignation of KMPs prior to the deferred period, the deferred pay shall be paid as per terms detailed herein above.

8.8. In case employment of a KMP is terminated by the Company in accordance with provisions of Clause 7.2.2 (i), Clawback provisions shall apply in accordance with this Policy.

9. AGE & TENURE OF MD/CEO/WTD

9.1. MD and CEO or WTD will not be held by the same incumbent for a continuous period of more than 15 years. Thereafter, the individual shall be eligible for re-appointment as MD and CEO or WTD in the Company, if considered necessary and desirable by the Board, after a cooling off period of at least 1 year.

9.2. No person shall continue as MD and CEO or WTD with the Company beyond the age of 70 years.

9.3. If the MD and CEO or WTD who is appointed by a promoter/ major shareholder, then he/she shall not hold the said posts for a continuous period of more than 12 years. The same can be extended by IRDAI upto 15 yrs.

9.4. A promoter/ shareholder cannot hold a whole time position in the Company. However, this condition is not applicable in case where an employee becomes a shareholder by virtue of shares received through ESOPs during the course of employment.

9.5. For the purpose of compliance with the above stipulations, the tenure of the MD/ CEO/ WTD of the Company as on the date of issue/ notification of the guidelines shall also be taken into account. If MD/ CEO/ WTD has already completed a period of twelve years/ fifteen years as the case may be, on the date of issue of the guidelines, Company shall appoint the new incumbent in place of such director(s) within a period of 1 year.

10. GENERAL GUIDELINES

10.1. The remuneration / compensation / commission etc. to CEO / MD / WTD will be determined by the NRC and recommended to the Board for approval.

10.2. In case the annual remuneration of MD/CEO/WTD and KMPs individually exceeds Rs. 4,00,00,000 (Rupees Four Crores only), such excess shall be borne by the shareholder's and debited to Profit and Loss account.

| Version No. | Description | Date | Prepared By | Reviewed By | Approved By |
|-------------|---|---------------|---------------|-------------------------------|--------------------|
| 1 | KMP's Appointment and Remuneration Policy | 05th Feb 2024 | Amit Gupta | Chaudhury Chandrakanta Mishra | Board of Directors |
| 2 | Changes in the definition of Variable Pay | 05th Nov 2024 | Akash Singhal | Rashi Ramani | Board of Directors |
| 3 | Addition of KMP | 24th Apr 2025 | Akash Singhal | Rashi Ramani | Board of Directors |

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DRAFT OF ADDENDUM

Dated: _____

Name: _____

Emp. Code: _____

Address: _____

Subject: **Addendum to the employment letter dated** _____

Dear _____

Authority has issued Guidelines on Remuneration of Key Management Personnel dated June 30, 2023 ("Guidelines") which is applicable from FY 2023-24.

In line with the Guidelines, Company has revised the KMP's Appointment and Remuneration Policy, effective from _____, and as amended from time to time ("Policy").

You, being part of the Key Management Personnel team, will be subject to the Policy.

Accordingly, in addition to the terms and condition of your employment, as defined in your employment letter dated _____, as amended from time to time ("Employment Letter"), following terms will also be deemed to be incorporated into the Employment Letter with effect from April 1, 2023 ("Effective Date").

1. On and from the Effective Date, your aggregate remuneration shall be aggregate of Fixed Pay (including monetary and non-monetary perquisites) and Variable Pay, for a particular financial year. Both the components of aggregate remuneration are defined as under:

FIXED PAY

Fixed Pay shall include basic pay, allowances, contribution towards retirement/superannuation benefits and all other fixed items of compensation.

VARIABLE PAY

- i. Variable Pay to be in the form of cash and/or Share Linked Instruments (as defined in the Revised Policy). Share Linked Instruments where ultimate payout is in the form of cash shall be treated as cash benefit.
- ii. Variable Pay includes incentives, bonus, Share Linked Instruments etc. Variable pay should be performance based which should be aligned with long term value creation and the time horizon of risks which the Company may be exposed to. Your Variable Pay shall be determined only once during each financial year during your employment with the Company.

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2. You shall be entitled for the Annual Remuneration as defined in the Policy subject to deterioration in (a) the financial performance of the Company; and (b) other parameters for assessment of your performance which will, inter-alia, lead to a contraction in the total amount of your Variable Pay, which may even be reduced to zero.
3. In case of your retirement / resignation / death prior to completion of the deferral period: (a) the non-cash component of the deferred pay shall be governed by the Company's ESOP Scheme/CSAR Stock Option Plan; and (b) the cash component shall be accelerated and paid out to you/your nominee as part of the full & final settlement. In case of your reappointment upon retirement, deferred pay due to you at the time of retirement, will be paid only for the respective years for which it is originally deferred.
4. In case your employment is terminated by the Company (a) as per the directives of court/ tribunal/ other competent authorities; or (b) on account of you being conclusively adjudicated by the court of final appeal as guilty, of fraud, criminal offences or similar heinous offences, deferred pay, if any, shall be forfeited and Clawback provisions shall apply in accordance with the Policy.
5. **MALUS AND CLAWBACK**
 - I. On and from the Effective Date, you shall be subject to Malus and Clawback arrangements in accordance with the provisions hereof and the Policy.
 - II. A Malus arrangement permits the Company to prevent vesting of all or part of the amount of your deferred remuneration. It does not reverse vesting after it has already occurred.
 - III. In case of a Clawback, you agree to return previously paid or vested remuneration to the Company under certain circumstances, as defined hereunder.
 - IV. Malus and Clawback will be triggered only on the deferred Variable Pay in the event of subdued or negative financial performance of the Company resulting in a significant rise in financial loss to the Company, and personal pecuniary benefit is gained by you. The Company shall, in the first instance, be obligated to indemnify, defend and hold you harmless against any and all losses, damages, costs (including attorney fee) incurred by you in this regard, provided if it is established that personal pecuniary benefit was gained by you, the Company shall no longer be obligated to continue to indemnify and/or defend you in the relevant matter. Prior to any action of Malus/ Clawback being taken under this provision, due regard shall be given to the principles of natural justice, and it must be established that the financial loss has arisen due to deliberate personal actions on your part. Bonafide errors of judgment considering prevailing market practices will not be subject to Malus/ Clawback provisions.
 - V. Where Malus/ Clawback provisions become applicable in accordance with the Policy, the same shall only be applied to the deferred Variable Pay, net of applicable taxes, relating to the financial year during which the event giving rise to Malus/ Clawback occurred, e.g., if the act has occurred in the financial year 2023-24, then Malus/Clawback shall only be applied to the deferred Variable Pay for financial year 2023-24.

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VI. Malus/ Clawback provisions will be applicable only if the occurrence of the action/omission giving rise to such provisions is conclusively established in the appropriate forum, e.g., Company's enquiry committee, judicial/quasi-judicial/law enforcement agencies, within a period of 3 years from the date on which the alleged action/omission occurred. In case of resignation/ retirement/ termination, the said period of 3 years shall survive such resignation/ retirement/ termination.

VII. In case of your death prior to completion of any deferral period, provisions of Malus/ Clawback shall not apply and the relevant deferred Variable Pay shall be paid as per the Policy.

VIII. In case of your retirement/ resignation prior to the deferred period, the deferred pay shall be paid as per terms detailed in the Revised Policy.

6. INDEMNITY

The Company shall, at all times, defend, hold harmless and indemnify you against any and all losses, damages, costs (including attorney fee) incurred by you from any act/omission done by you prior to the Effective Date in furtherance of your obligations relating to your employment with the Company.

7. OVERRIDING EFFECT

In the event of any contradiction between the terms of the Employment Letter along with this Addendum and terms of the Policy, the terms of Employment Letter along with this Addendum shall prevail.

This Addendum will become effective from the date and time of acceptance of this Addendum, and the terms of the Employment Letter, subject to the terms amended hereby, continue to apply in accordance with the terms thereof. The provisions relating to governing law and dispute resolution, as contained in the Employment Letter, shall mutatis mutandis apply to this Addendum.

All ESOPs, LTIPs, CSARs and other remunerations/payments already granted and due to you, will be disbursed on future dates as per the rules, and this Addendum or Policy will not be applicable to them in any way.

For Care Health Insurance Limited.

Authorized Signatory

Acceptance

I, _____ hereby consent and agree to provide my services on the terms and conditions mentioned herein.

<Signature>

Emp. Code:

FORM NO. MR - 3**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

Care Health Insurance limited

(U66000DL2007PLC161503)

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Care Health Insurance Limited (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon for the financial year ended on March 31st, 2025 ("Audit Period"). The Company is governed mainly under the provisions of the Insurance Act, 1938 and the Insurance Regulatory and Development Authority Act, 1999 ("Insurance Laws") and under the Companies Act, 2013 and rules framed thereunder where there is no inconsistency with the Insurance Laws.

Limitation of the Auditors

- (i) Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the Audit Period, complied with the statutory provisions listed hereunder; and
- (ii) Based on the management representation, confirmation and explanation wherever required by us, the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

Auditors Responsibility

- (i) Our responsibility is to express the opinion on the compliance with the applicable laws and maintenance of records based on audit. We conducted our audit in accordance with the Guidance Note on Secretarial Audit ("Guidance Note") and Auditing Standards issued by the Institute of Company Secretaries of India ("ICSI"). The Guidance Note and Auditing Standards require that we comply with statutory and regulatory requirements and also that we plan and perform the audit so as to obtain reasonable assurance about compliance with applicable laws and maintenance of records.
- (ii) Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.
- (iii) Our audit involves performing procedures to obtain audit evidence about the adequacy of compliance mechanism exist in the Company to assess any material weakness, and testing and evaluating the design and operating effectiveness of compliance mechanism based upon the assessed risk. The procedures selected depend upon the auditor's judgement, including assessment of the risk of material non-compliance whether due to error or fraud.
- (iv) We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's Board processes and compliance-mechanism.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Audit Period, according to the provisions of:

- (i) The Companies Act, 2013('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; (Not applicable to the Company during the audit period)
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment; (Not applicable to the Company during the audit period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable)
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable)
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (to the extent applicable to the Company);
 - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable)
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable)
 - h. The Securities and Exchange Board of India (Buy - back of Securities) Regulations, 2018; and (Not applicable)
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'); (Not applicable)

It is further reported that with respect to the compliance of other applicable laws, we have relied on the representation made by the Company and its officers for system and mechanism framed by the Company for compliances under general laws (including Labour Laws, Tax Laws, etc.).

Based upon the Management Representation wherever required from the Company and the audit reports as made available to us of the respective auditors appointed under Law/ Regulations/ Rules, we further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with the following pertinent laws, rules, regulations and guidelines as specifically applicable to the Company: -

- a. Insurance Act, 1938 and extant Rules & Regulation framed under Insurance Regulatory and Development Authority Act, 1999 ("IRDAI") to the extent as below:
 - (i) Master Circular on Corporate Governance for Insurers, 2024.
 - (ii) IRDAI (Expenses of Management, including Commission, of Insurers) Regulations, 2024
 - (iii) IRDAI (Places of Business) Regulations, 2015.

- (iv) Declaration and undertakings from Directors along with Deed of Covenants at the time of Appointment.
- (v) Compliance/ Correspondence with IRDAI i.e. Monthly, Quarterly, Half yearly, Annually etc.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the ICSI wherein the Company is strictly complying with the standards; and
- (ii) The Listing Agreements entered into by the Company with the Stock Exchange(s) and Listing Regulations. (Not applicable)

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned hereinabove.

We further report that:

- (i) The Board of Directors of the Company was duly constituted with proper balance of Executive Director(s), Non-Executive Directors and Independent Directors during the Audit Period. The changes in the composition of the Board of Directors that took place during the Audit Period were carried out in compliance with the provisions of the Act. The following changes took place during the Audit Period:
 - a) That Dr. Rashmi Saluja, Non-Executive Woman Director was removed from office with effect from March 29, 2025. As on this date, the Company is in the process of filling the said vacancy.
 - b) That the tenure of Ms. Asha Nair, Independent Director of the Company ended on September 18, 2024, upon which she ceased to be a member of the Board and its various Committees with effect from the same date.
 - c) That Mr. Hamid Ahmed and Mr. Pratap Venugopal resigned as Independent Directors w.e.f. February 4, 2025 and January 10, 2025 respectively.
 - d) That Mr. Kartikeya Dhruv Kaji, Non-executive Director representing M/s Trishikhar Ventures LLP resigned w.e.f. May 24, 2024 and in his place, Mr. Rishiraj Khajanchi was appointed as an Additional Non-Executive Director of the Company w.e.f. June 6, 2024, who was subsequently ratified by the shareholders in their meeting held on September 30, 2024.
 - e) That Dr. Harsha Jauhari was appointed as an Additional Independent director for a tenure of two years w.e.f. July 29, 2024, who was subsequently ratified by the shareholders in their meeting held on September 30, 2024.
 - f) That Mr. Nirmal Chand was appointed as an Additional Independent Director for a term of five consecutive years w.e.f. August 8, 2024, who was subsequently ratified by the shareholders in their meeting held on September 30, 2024.
 - g) That Mr. Pankaj Gupta resigned from the position of Chief Financial Officer of the Company w.e.f. October 09, 2024 and subsequently, Mr. Ambrish Jindal was appointed as a Chief Financial Officer w.e.f. November 05, 2024.
- (ii) Further, the composition of all statutory committees was also in compliance with the Act and applicable Rules and Regulations.
- (iii) Adequate notice was given to all directors to schedule the Board Meetings, Statutory Committee Meetings except few meetings which were convened at shorter notice of which ratification was noted in the minutes. Further based on the representation made by the Company, there is a system for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (iv) While the majority of decisions were carried through, there were certain instances where dissenting views were expressed by directors and were duly recorded in the minutes.

We further report that in our opinion, the Company has, in all material respects, adequate systems and processes commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws,

rules, regulations, and guidelines.rules, regulations, and guidelines.

We further report that during the Audit Period, the below event occurred in the Company:

1. The Insurance Regulatory and Development Authority of India (IRDAI) vide its Order Number IRDAI/F&I/ORD/MISC/106/7/2024 dated July 23, 2024, has directed the Company:
 - a) To deposit the penalty amount of Rs 1 Crore;
 - b) To buyback 75,69,685 shares of CHIL allotted to Dr. Rashmi Saluja at the same price per share as the exercise price (i .e., INR 45.32 per share);
 - c) To cancel and revoke all stock options granted to Dr Rashmi Saluja that remain unexercised/and/or unvested as on the date of the order;
 - d) That no further grant and/ or allotment shall be made to Dr. Rashmi Saluja

Further, the Company has filed an appeal before the Securities Appellate Tribunal (SAT) upon payment of half of the penalty, and the matter is currently sub-judiced. The next dates of hearing are scheduled for July 17, 2025 and July 18, 2025.

**For PI & Associates,
Company Secretaries**

**Nitesh Latwal
Partner
ACS No: 32109
CP No.: 16276
Peer Review No.: 1498/2021
Date: 24 April, 2025
Place: New Delhi
UDIN: A032109G000195217**

Disclaimer:

The above report is subject to the review of the Audited Financial Statements for the year ended March 31, 2025 with Auditor's Report. Further, this report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

To,
The Members,
Care Health Insurance Limited

Our Secretarial Audit Report of even date is to be read along with this letter:

- (i) Maintenance of secretarial records is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records based on our audit.
- (ii) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on sampling basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- (iii) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- (iv) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
- (v) The compliance of the provisions of Insurance Act 1938 read with Insurance Regulatory and Development Authority Act, 1999 ("IRDAI"), as applicable on the Company, rules, regulations, standards is the responsibility of management. Our examination was limited to the regulations, guidelines, circulars, etc. issued by IRDAI in respect of the guidelines mentioned hereinabove in the main report and the verification thereof were made on sampling basis.
- (vi) The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For PI & Associates,
Company Secretaries**

Nitesh Latwal
Partner
ACS No.: 32109
CP No.: 16276
Peer Review No.: 1498/2021
Date: 24 April, 2025
Place: New Delhi
UDIN: A032109G000195217

April 24, 2025

“Certification for compliance of the Corporate Governance Master Circular”

I, Anoop Singh, hereby certify that Care Health Insurance Limited has complied with the IRDAI (Corporate Governance for Insurers) Regulations, 2024 and the circulars issued there under.

Nothing has been concealed or suppressed.

Signature: _____

Anoop Singh

Chief Compliance Officer

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CARE HEALTH INSURANCE LIMITED

OPINION

We have audited the accompanying financial statements of **Care Health Insurance Limited** ('the Company'), which comprise the Balance Sheet as at 31st March, 2025, and the Revenue Account, the Profit and Loss Account and the Receipts and Payments Account for the year ended 31st March, 2025 and notes to the financial statements, including a summary of Significant Accounting Policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements are prepared in accordance with the Insurance Act, 1938 as amended by the Insurance Laws (Amendment) Act, 2015, Insurance Regulatory and Development Authority Act, 1999, the Insurance Regulatory and Development Authority of India (Actuarial, Finance and Investment Functions of Insurers) Regulations, 2024 (the "Regulations"), the Companies Act, 2013 ("the Act") including the applicable Accounting Standards specified under Section 133 of the Act read with the applicable rules, the current practices prevailing within the insurance industry in India and the orders / directions and circulars issued by the Insurance Regulatory and Development Authority of India ("IRDAI") in this regard, as amended, and in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India as applicable to insurance companies:

- a. in the case of the Balance Sheet, of the State of affairs of the Company as at 31st March, 2025;
- b. in the case of the Revenue Account, of its Surplus for the year ended on that date;
- c. in the case of the Profit and Loss Account, of its Profit for the year ended on that date; and
- d. in the case of the Receipts and Payments Account, of its Receipts and Payments for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules there under and the applicable IRDA Guidelines, we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

OTHER MATTER

The estimate of Claims Incurred But Not Reported (IBNR) and Claims Incurred But Not Enough Reported (IBNER) have been certified by the Company's Appointed Actuary. The Appointed Actuary has certified to the Company that the assumptions used for such estimation are appropriate and are in accordance with the requirements of relevant regulation issued by IRDAI and Actuarial Practice Standards issued by Institute of Actuaries of India. We have relied upon the Appointed Actuary's certificate in this regard for forming our opinion on the financial statements of the Company.

Our opinion is not modified in respect of the above matter.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Director's Report, and its annexures, but does not include the financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions, if required.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013, with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and receipts and payments of the Company, in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, the requirements of the Insurance Act, 1938 as amended by the Insurance Laws (Amendment) Act, 2015, Insurance Regulatory and Development Authority Act, 1999, the Insurance Regulatory and Development Authority of India (Actuarial, Finance and Investment Functions of Insurers) Regulations, 2024, and the orders / directions and circulars issued by the IRDAI in this regard, as amended, and in the manner so required.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements, that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered

material if, individually or in the aggregate they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate Internal Financial Controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide to those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As the Company is not covered by the Companies (Auditor's Report) Order, 2020, ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, no report is required on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by the paragraph 1 of Part III of Schedule II to the Insurance Regulatory and Development Authority of India (Actuarial, Finance and Investment Functions of Insurers) Regulations, 2024, read with Section 143 (3) of the Companies Act, 2013, we report that:
 - a. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit and found them to be satisfactory;
 - b. In our opinion, proper books of account as required by law have been maintained kept by the Company so far as it appears from our examination of those books;

- c. As the Company's accounts are centralized and maintained at the corporate office, no returns for the purposes of our audit are prepared at the branches and other offices of the Company as required under Section 143(8) of the Act;
- d. The Balance Sheet, the Revenue Account, the Profit and Loss Account and the Receipts and Payments Account dealt with by this report are in agreement with the books of accounts;
- e. In our opinion, the Investments have been valued in accordance with the provisions of the Insurance Act 1938, as amended by the Insurance Laws (Amendment) Act, 2015, Insurance Regulatory and Development Authority Act, 1999, the Insurance Regulatory and Development Authority of India (Actuarial, Finance and Investment Functions of Insurers) Regulations, 2024 and orders / directions issued by IRDAI in this regard;
- f. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with applicable rules, to the extent they are not inconsistent with the accounting principles prescribed in the Regulations and orders / directions issued by IRDAI in this regard;
- g. On the basis of the written representations received from the Directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a Director in terms of Section 164 (2) of the Companies Act, 2013.
- h. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure A"**.
- i. Since the Company is an IRDAI regulated entity, therefore, the provisions of Section 197(16) of the Companies Act, 2013 w.r.t. managerial remuneration are not applicable. The remuneration (including bonus) paid / payable by the Company to the Managing Director and CEO is in accordance with the requirement of Section 34A of the Insurance Act, 1938.
- j. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 5.1 of Notes to accounts under Schedule 16 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv.
 - (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. No dividend was declared or paid during the year; hence, the said clause is not applicable.
- vi. Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended 31st March, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.
3. We have issued a separate certificate in "**Annexure B**" of even date on the matters specified in paragraph 4 of Part III of Schedule II to the Insurance Regulatory and Development Authority of India (Actuarial, Finance and Investment Functions of Insurers) Regulations, 2024 issued by IRDAI.
4. As required by paragraph 3 of Part III of Schedule II to the Insurance Regulatory and Development Authority of India (Actuarial, Finance and Investment Functions of Insurers) Regulations, 2024 issued by IRDAI and on the basis of our examination of books and records of the Company and according to the information and explanations given to us, we certify to the best of our knowledge and belief that:
- a. We have reviewed the Management Report attached to the financial statements for the year ended 31st March, 2025 and have found no apparent mistake or material inconsistencies with the financial statements; and
- b. Based on the information and explanations received during the normal course of our audit, management representations and compliance certificates submitted to the Board by the officers of the Company charged with the compliance and the same being noted by the Board, nothing has come to our attention which causes us to believe that the Company has not complied with the terms and conditions of registration stipulated by IRDAI.

For and on behalf of
S. P. Chopra & Co.
Chartered Accountants
Firm Regn. No.000346N

Gautam Bhutani
Partner
M. No. 524485
UDIN: 25524485BMIFWJ5394

Place: Gurugram
Date: 24th April, 2025

For and on behalf of
Nangia & Co LLP
Chartered Accountants
Firm Regn. No. 002391C / N500069

Vikas Gupta
Partner
M. No. 076879
UDIN: 25076879BMJCAH7819

Place: Gurugram
Date: 24th April, 2025

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(as referred to in paragraph 2(h) of 'Report on Other Legal and Regulatory Requirement' Section to the Independent Auditor's reports of even date on the Financial Statements of Care Health Insurance Limited.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of **Care Health Insurance Limited** ("the Company") as of 31st March, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013, including the provisions of the Insurance Act, 1938 as amended by the Insurance Laws (Amendment) Act 2015, Insurance Regulatory and Development Authority Act, 1999, the Insurance Regulatory and Development Authority of India (Actuarial, Finance and Investment Functions of Insurers) Regulations, 2024, as amended and the orders/directions and circulars issued by the Insurance Regulatory and Development Authority of India (IRDAI) in this regard to the extent applicable.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness.

Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and

operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to audit financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that:

- a. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- c. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, adequate internal financial controls with reference to the financial statements and such internal financial controls with reference to the financial statements were operating effectively as at 31st March, 2025, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

Other Matter

The estimate of claims Incurred But Not Reported (IBNR) and Claims Incurred But Not Enough Reported (IBNER) have been certified by the Company's Appointed Actuary and have been relied upon by us as mentioned in 'Other Matter' Paragraph of our Audit Report on the financial statements for the year ended 31st March 2025. Accordingly, our opinion on the internal financial controls with reference to the financial statements does not include reporting on the adequacy and operating effectiveness of the internal controls over the valuation and accuracy of the aforesaid liabilities.

Our opinion is not modified in respect of the above matter.

For and on behalf of
S. P. Chopra & Co.
Chartered Accountants
Firm Regn. No.000346N

Gautam Bhutani
Partner
M. No. 524485
UDIN- 25524485BMIFWJ5394

Place: Gurugram
Date: 24th April, 2025

For and on behalf of
Nangia & Co LLP
Chartered Accountants
Firm Regn. No: 002391C / N500069

Vikas Gupta
Partner
M. No. 076879
UDIN- 25076879BMJCAH7819

Place: Gurugram
Date: 24th April, 2025

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(as referred to in paragraph 3 of 'Report on other Legal and Regulatory Requirements' Section to the Independent Auditor's Report of even date on the Financial Statements of Care Health Insurance Limited

Independent Auditor's Certificate

This certificate is issued to comply with the provisions of paragraph 4 of Part III of Schedule II to the Insurance Regulatory and Development Authority of India (Actuarial, Finance and Investment Functions of Insurers) Regulations, 2024, (the "Regulations").

Management's Responsibility

The Company's Board of Directors is responsible for complying with the provisions of the Insurance Act, 1938, as amended by the Insurance Laws (Amendment) Act 2015, the Insurance Regulatory and Development Authority Act, 1999, the Insurance Regulatory and Development Authority of India (Actuarial, Finance and Investment Functions of Insurers) Regulations, 2024 and the orders/directions issued by the Insurance Regulatory and Development Authority of India (the "IRDAI") in this regard, which includes the preparation of the Management Report. This includes collecting, collating and validating data and designing, implementing and monitoring of internal controls suitable for ensuring compliance as aforesaid.

Auditor's Responsibility

Pursuant to the requirements, it is our responsibility to obtain reasonable assurance and form an opinion based on our audit and examination of books and records as to whether the Company has complied with the matters contained in paragraph 4 of Part III of Schedule II of the Regulations.

We audited the financial statements of the Company as of and for the financial year ended 31st March, 2025 on which we issued an unmodified audit opinion vide our audit report on financial statements for the year ended 31st March, 2025. Our audit of these financial statements was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ('ICAI'). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the 'Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI').

The Guidance Note requires that we comply with the independence and other ethical requirements of the Code of ethics issued by the ICAI. We have complied with the relevant applicable requirements of the Standard on Quality Control ('SQC') 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services engagements.

Opinion

In accordance with information and explanations given to us and to the best of our knowledge and belief and based on our examination of the books of account and other records maintained by the Company for the year ended 31st March, 2025, we certify that:

1. We have verified the cash balances maintained by the Company, to the extent considered necessary. As regards the securities relating to the Company's investments as at 31st March, 2025, the same have been verified on the basis of the dematerialized statement / confirmations received from the custodian;
2. The Company is not a trustee of any trust; and
3. No part of the assets of the policyholders' funds has been directly or indirectly applied in contravention to the provisions of the Insurance Act, 1938, as amended by the Insurance Laws (Amendment) Act, 2015, relating to the application and investments of the policyholders' funds.

Restriction to use

This certificate is addressed to and provided to the Board of Directors of the Company, solely for inclusion in the annual accounts of the Company as per the Regulations and should not be used by any other person or for any other purpose. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For and on behalf of
S. P. Chopra & Co.
Chartered Accountants
Firm Regn. No.000346N

Gautam Bhutani
Partner
M. No. 524485
UDIN- 25524485BMIFWJ5394

Place: Gurugram
Date: 24th April, 2025

For and on behalf of
Nangia & Co LLP
Chartered Accountants
Firm Regn. No: 002391C / N500069

Vikas Gupta
Partner
M. No. 076879
UDIN- 25076879BMJCAH7819

Place: Gurugram
Date: 24th April, 2025

FORM B-RA

REVENUE ACCOUNT FOR MISCELLANEOUS SEGMENT FOR THE YEAR ENDED 31st MARCH, 2025

(Amount in Rs. Lakhs)

| S. No | Particulars | Schedule Ref. | Current Year Ended 31st March, 2025 | Previous Year Ended 31st March, 2024 |
|-------|--|---------------|-------------------------------------|--------------------------------------|
| 1 | Premiums Earned (Net) | 1 | 6,34,722 | 5,32,867 |
| 2 | Profit/ Loss On Sale/Redemption Of Investments | | 1,752 | 1,281 |
| 3 | Interest, Dividend & Rent – Gross (Note-1) | | 35,006 | 25,519 |
| 4 | Other | | | |
| | a) Other Income | | - | - |
| | b) Contribution from the Shareholders' Account | | | |
| | (i) Towards excess Expenses of Management^ | | - | 8,081 |
| | (ii) Towards Remuneration Of MD/CEO/WTd/Other KMPs | | 913 | 358 |
| | (iii) Others | | - | - |
| | TOTAL (A) | | 6,72,393 | 5,68,106 |
| 5 | Claims Incurred (Net) | 2 | 4,09,589 | 3,07,427 |
| 6 | Commission | 3 | 1,35,684 | 1,07,024 |
| 7 | Operating Expenses related to Insurance Business | 4 | 1,22,249 | 1,18,055 |
| | TOTAL (B) | | 6,67,522 | 5,32,506 |
| 8 | Operating Profit C= (A - B) | | 4,871 | 35,600 |
| 9 | APPROPRIATIONS | | | |
| | Transfer To Shareholders' Account | | 4,871 | 35,600 |
| | Transfer To Catastrophe Reserve | | - | - |
| | Transfer To Other Reserves | | - | - |
| | TOTAL (C) | | 4,871 | 35,600 |
| | Significant Accounting Policies and Notes to Accounts | 16 | | |

The schedules referred to above form an integral part of the Financial Statements.

^ Expense in excess of the limit allowed as per regulation on expenses of management charged to shareholder's account (P&L Account)

Note: 1

(Amount in Rs. Lakhs)

| Pertaining to Policyholder's funds | Current Year Ended 31st March, 2025 | Previous Year Ended 31st March, 2024 |
|--|--|---|
| Interest, Dividend & Rent | 35,656 | 26,228 |
| Add/Less:- | | |
| Investment Expenses | - | - |
| Amortisation of Premium/ Discount on Investments | (650) | (709) |
| Amount written off in respect of depreciated investments | - | - |
| Provision for Bad and Doubtful Debts | - | - |
| Provision for diminution in the value of other than actively traded Equities | - | - |
| Investment income from Pool | - | - |
| Interest, Dividend & Rent – Gross* | 35,006 | 25,519 |

*Term gross implies inclusive of TDS

For Nangia & Co LLP

Chartered Accountants

Firm Regn No.: 002391C/N500069

For S.P. Chopra & Co.

Chartered Accountants

Firm Regn No.: 000346N

For and on behalf of Board of Directors

Arjun Lamba

Non-Executive

Non Independent Director

(DIN 00124804)

Anuj Gulati

Managing Director & CEO

(DIN 00278955)

Vikas Gupta

Partner

Membership No.: 076879

Gautam Bhutani

Partner

Membership No.: 524485

Malay Kumar Sinha

Non-Executive

Independent Director

(DIN 08140223)

Manish Dodeja

Chief Operating Officer

Place: Gurugram

Date: 24th April, 2025

Ambrish Jindal

Chief Financial Officer

Yogesh Kumar

Company Secretary

FORM B-PL

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2025

(Amount in Rs. Lakhs)

| S. No | Particulars | Schedule Ref. | Current Year Ended 31st March, 2025 | Previous Year Ended 31st March, 2024 |
|-------|---|---------------|--|---|
| 1 | OPERATING PROFIT/(LOSS) | | | |
| | (a) Fire Insurance | | - | - |
| | (b) Marine Insurance | | - | - |
| | (c) Miscellaneous Insurance | | 4,871 | 35,600 |
| 2 | INCOME FROM INVESTMENTS | | | |
| | (a) Interest, Dividend & Rent – Gross | | 16,311 | 13,925 |
| | (b) Profit on sale of investments | | 1,681 | 825 |
| | (c) (Loss on sale/redemption of investments) | | (308) | (10) |
| | (d) Amortisation of premium/discount on investments | | (422) | (452) |
| 3 | OTHER INCOME | | | |
| | (a) Provision no longer required written back | | - | - |
| | (a) Bad debts recovered | | 196 | - |
| | TOTAL (A) | | 22,329 | 49,888 |
| 4 | PROVISIONS (other than taxation) | | | |
| | (a) For diminution in the value of investments | | - | - |
| | (b) For doubtful debts | | - | - |
| | (c) Others | | - | - |
| 5 | OTHER EXPENSES | | | |
| | (a) Expenses other than those related to Insurance Business | | 50 | 80 |
| | (b) Bad debts written off | | 127 | 60 |
| | (c) Interest on subordinated debt | | - | - |
| | (d) Expenses towards CSR activities | | 502 | 279 |
| | (e) Penalties | | 1 | 1 |
| | (f) Contribution to the Policyholders' Account | | | |
| | (i) Towards Excess Expenses of Management* | | - | 8,081 |
| | (ii) Towards remuneration of MD/CEO/WTD/Other KMPs | | 913 | 358 |
| | (iii) Others | | - | - |
| | (g) Others | | | |
| | (i) Foreign Exchange Loss/(Gain) | | (84) | 23 |
| | TOTAL (B) | | 1,509 | 8,882 |
| 6 | Profit / (Loss) Before Tax | | 20,820 | 41,006 |
| 7 | Provision for Taxation | | | |
| | - Current tax | | 5,681 | 9,740 |
| | -Tax relating to earlier years | | (100) | 219 |
| | -Deferred tax (credit) | | (279) | 558 |
| 8 | Profit After Tax | | 15,518 | 30,489 |
| 9 | APPROPRIATIONS | | | |
| | (a) Interim dividends paid during the year | | - | - |
| | (b) Final dividend paid | | - | - |
| | (c) Transfer to any Reserves or Other Accounts | | - | - |
| | Balance of profit brought forward from last year | | 46,891 | 16,402 |
| | Balance carried forward to Balance Sheet | | 62,409 | 46,891 |

The schedules referred to above form an integral part of the Financial Statements.

*Expense in excess of the limit allowed as per regulation on expenses of management transferred from Policyholder's account (Revenue Account)

For Nangia & Co LLP

Chartered Accountants

Firm Regn No.: 002391C/N500069

For S.P. Chopra & Co.

Chartered Accountants

Firm Regn No.: 000346N

For and on behalf of Board of Directors

Arjun Lamba
Non-Executive
Non Independent Director
(DIN 00124804)

Anuj Gulati
Managing Director & CEO
(DIN 00278955)

Vikas Gupta
Partner
Membership No.: 076879

Gautam Bhutani
Partner
Membership No.: 524485

Malay Kumar Sinha
Non-Executive
Independent Director
(DIN 08140223)

Manish Dodeja
Chief Operating Officer

Place: Gurugram
Date: 24th April, 2025

Ambrish Jindal
Chief Financial Officer

Yogesh Kumar
Company Secretary

RECEIPTS AND PAYMENTS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2025

(Amount in Rs. Lakhs)

| Particulars | Current Year Ended 31st March, 2025 | Previous Year Ended 31st March, 2024 |
|--|--|---|
| CASH FLOWS FROM THE OPERATING ACTIVITIES: | | |
| Premium received from policyholders, including advance receipts | 10,74,542 | 8,21,490 |
| Other receipts | - | - |
| Payments to the re-insurers, net of commissions and claims | 13,378 | 16,109 |
| Payments to co-insurers, net of claims recovery | 738 | (1,140) |
| Payments of claims | (4,90,620) | (3,46,252) |
| Payments of commission and brokerage | (1,86,540) | (1,42,818) |
| Payments of other operating expenses* | (1,61,836) | (1,43,155) |
| Preliminary and pre-operative expenses | - | - |
| Deposits, advances and staff loans | (1,210) | (530) |
| Income taxes paid (Net) | (5,040) | (11,731) |
| Service tax / GST paid | (1,05,715) | (87,126) |
| Other payments | - | - |
| Cash flows before extraordinary items | 1,37,697 | 1,04,847 |
| Cash flow from extraordinary operations | - | - |
| Net cash flow from Operating activities | 1,37,697 | 1,04,847 |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Purchase of fixed assets (including capital advances) | (1,561) | (1,323) |
| Proceeds from sale of fixed assets | 17 | 16 |
| Purchases of investments | (2,36,178) | (1,95,598) |
| Loans disbursed | - | - |
| Sales of investments | 7,331 | 5,734 |
| Repayments received | 47,090 | 43,288 |
| Rents/Interests/ Dividends received | 49,308 | 37,955 |
| Investments in money market instruments and in liquid mutual funds (Net) | 5,354 | (6,867) |
| Expenses related to investments | - | - |
| Net cash flow from Investing activities | (1,28,639) | (1,16,795) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Proceeds from issuance of share capital | 620 | 11,575 |
| Proceeds from borrowing | - | - |
| Repayments of borrowing | - | - |
| Interest/dividends paid | - | - |
| Net cash flow from Financing activities | 620 | 11,575 |
| Effect of foreign exchange rates on cash and cash equivalents, net | 84 | (24) |
| Net increase in cash and cash equivalents: | 9,762 | (397) |
| Cash and cash equivalents at the beginning of the year | 9,584 | 9,981 |
| Cash and cash equivalents at the end of the year | 19,346 | 9,584 |

*Includes payments towards Corporate Social Responsibility of Rs. 378 lakhs (previous year: Rs. 287 Lakhs)

For Nangia & Co LLP

Chartered Accountants

Firm Regn No.: 002391C/N500069

For S.P. Chopra & Co.

Chartered Accountants

Firm Regn No.: 000346N

For and on behalf of Board of Directors

Arjun Lamba
Non-Executive
Non Independent Director
(DIN 00124804)

Anuj Gulati
Managing Director & CEO
(DIN 00278955)

Vikas Gupta
Partner
Membership No.: 076879

Gautam Bhutani
Partner
Membership No.: 524485

Malay Kumar Sinha
Non-Executive
Independent Director
(DIN 08140223)

Manish Dodeja
Chief Operating Officer

Place: Gurugram
Date: 24th April, 2025

Ambrish Jindal
Chief Financial Officer

Yogesh Kumar
Company Secretary

FORM B-BS

BALANCE SHEET AS AT 31st MARCH, 2025

(Amount in Rs. Lakhs)

| Particulars | Schedule | As at 31st March, 2025 | As at 31st March, 2024 |
|---|-----------|---------------------------|---------------------------|
| SOURCES OF FUNDS | | | |
| Share capital | 5&5A | 97,418 | 97,204 |
| Share application money pending allotment | | - | - |
| Reserves And Surplus | 6 | 1,35,702 | 1,19,778 |
| Fair value change account | | | |
| -Shareholders' Funds | | 2,791 | 2,250 |
| -Policyholders' Funds | | 1,304 | 542 |
| Borrowings | 7 | - | - |
| TOTAL | | 2,37,215 | 2,19,774 |
| APPLICATION OF FUNDS | | | |
| Investments - Shareholders | 8 | 2,46,633 | 2,13,035 |
| Investments- Policyholders | 8A | 5,93,311 | 4,50,257 |
| Loans | 9 | - | - |
| Fixed assets | 10 | 3,385 | 4,190 |
| Deferred Tax asset (net)* | | 4,402 | 4,123 |
| CURRENT ASSETS | | | |
| Cash and Bank Balances | 11 | 19,346 | 9,584 |
| Advances and Other Assets | 12 | 35,012 | 30,108 |
| Sub-Total (A) | | 54,358 | 39,692 |
| Deferred Tax Liability (net) | | - | - |
| Current Liabilities | 13 | 3,34,310 | 2,00,256 |
| Provisions | 14 | 3,30,564 | 2,91,267 |
| Sub-Total (B) | | 6,64,874 | 4,91,523 |
| Net Current Assets (C) = (A - B) | | (6,10,516) | (4,51,831) |
| Miscellaneous Expenditure (to the extent not written off or adjusted) | 15 | - | - |
| Debit Balance In Profit And Loss Account | | - | - |
| TOTAL | | 2,37,215 | 2,19,774 |
| Significant Accounting Policies and Notes to Accounts | 16 | | |
| Contingent liabilities- (Refer note 5.1 of Schedule 16) | | | |

The schedules referred to above form an integral part of the Financial Statements.

*Refer note 5.19

For Nangia & Co LLP

Chartered Accountants

Firm Regn No.: 002391C/N500069

For S.P. Chopra & Co.

Chartered Accountants

Firm Regn No.: 000346N

For and on behalf of Board of Directors

Arjun Lamba
Non-Executive
Non Independent Director
(DIN 00124804)

Anuj Gulati
Managing Director & CEO
(DIN 00278955)

Vikas Gupta

Partner

Membership No.: 076879

Gautam Bhutani

Partner

Membership No.: 524485

Malay Kumar Sinha
Non-Executive
Independent Director
(DIN 08140223)

Manish Dodeja
Chief Operating Officer

Place: Gurugram

Date: 24th April, 2025

Ambrish Jindal
Chief Financial Officer

Yogesh Kumar
Company Secretary

SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

SCHEDULE - 1

PREMIUM EARNED [NET]

(Amount in Rs. Lakhs)

| Particulars | Current Year ended 31st March, 2025 | | | | Previous Year ended 31st March, 2024 | | | |
|---|-------------------------------------|---------------|--------------|-----------------|--------------------------------------|---------------|--------------|-----------------|
| | Health | PA | Other | Total | Health | PA | Other | Total |
| Gross Direct Premium * | 8,01,778 | 18,290 | 11,757 | 8,31,825 | 6,54,558 | 20,683 | 11,205 | 6,86,446 |
| Add: Premium on reinsurance accepted | 24,374 | - | - | 24,374 | 15,747 | - | - | 15,747 |
| Less : Premium on reinsurance ceded | 1,77,667 | 3,230 | 2,031 | 1,82,928 | 92,740 | 2,956 | 1,830 | 97,526 |
| Net Written Premium/ Net Premium Income | 6,48,485 | 15,060 | 9,726 | 6,73,271 | 5,77,565 | 17,727 | 9,375 | 6,04,667 |
| Add: Opening balance of Unearned Premium Reserve (UPR) | 2,79,522 | 8,767 | 1,081 | 2,89,370 | 2,01,143 | 14,992 | 1,435 | 2,17,570 |
| Less: Closing balance of Unearned Premium Reserve (UPR) | 3,19,439 | 7,416 | 1,064 | 3,27,919 | 2,79,522 | 8,767 | 1,081 | 2,89,370 |
| Net Earned Premium | 6,08,568 | 16,411 | 9,743 | 6,34,722 | 4,99,186 | 23,952 | 9,729 | 5,32,867 |
| Gross Direct Premium | | | | | | | | |
| - In India | 7,99,639 | 18,290 | 11,727 | 8,29,656 | 6,54,558 | 20,683 | 11,205 | 6,86,446 |
| - Outside India | 2,139 | - | 30 | 2,169 | - | - | - | - |

* Net of GST

SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

SCHEDULE - 2

CLAIMS INCURRED [NET]

(Amount in Rs. Lakhs)

| Particulars | Current Year Ended 31st March, 2025 | | | | Previous Year Ended 31st March, 2024 | | | |
|---|-------------------------------------|--------------|--------------|-----------------|--------------------------------------|--------------|--------------|-----------------|
| | Health | PA | Other | Total | Health | PA | Other | Total |
| Claims paid (Direct) | 4,79,338 | 5,621 | 3,802 | 4,88,761 | 3,34,633 | 5,940 | 3,948 | 3,44,521 |
| Add: Re-insurance accepted to direct claims | 19,578 | - | - | 19,578 | 8,151 | - | - | 8,151 |
| Less : Re-insurance Ceded to claims paid | 1,02,289 | 669 | 594 | 1,03,552 | 52,732 | 365 | 382 | 53,479 |
| Net Claims Paid | 3,96,627 | 4,952 | 3,208 | 4,04,787 | 2,90,052 | 5,575 | 3,566 | 2,99,193 |
| Add: Claims Outstanding at the end of the year* | 67,332 | 5,907 | 2,749 | 75,988 | 60,625 | 6,710 | 3,851 | 71,186 |
| Less: Claims Outstanding at the beginning of the year* | 60,625 | 6,710 | 3,851 | 71,186 | 50,720 | 6,599 | 5,633 | 62,952 |
| Net Incurred Claims | 4,03,334 | 4,149 | 2,106 | 4,09,589 | 2,99,957 | 5,686 | 1,784 | 3,07,427 |
| Claims Paid (Direct) | | | | | | | | |
| - In India | 4,77,994 | 5,621 | 1,956 | 4,85,571 | 3,33,683 | 5,940 | 2,554 | 3,42,177 |
| - Outside India | 1,344 | - | 1,846 | 3,190 | 950 | - | 1,394 | 2,344 |
| Estimates of IBNR and IBNER at the end of the year (net) | 24,732 | 1,746 | 741 | 27,219 | 23,225 | 2,048 | 918 | 26,191 |
| Estimates of IBNR and IBNER at the beginning of the year (net) | 23,225 | 2,048 | 918 | 26,191 | 17,833 | 2,659 | 1,523 | 22,015 |

*Net of Reinsurance & including IBNR

SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

SCHEDULE - 3

COMMISSION

(Amount in Rs. Lakhs)

| Particulars | Current Year Ended 31st March, 2025 | | | | Previous Year Ended 31st March, 2024 | | | |
|--|-------------------------------------|--------------|--------------|-----------------|--------------------------------------|--------------|--------------|-----------------|
| | Health | PA | Other | Total | Health | PA | Other | Total |
| Gross Commission | 1,63,282 | 5,074 | 5,222 | 1,73,578 | 1,25,715 | 5,073 | 5,306 | 1,36,094 |
| Add: Commission on Re-insurance Accepted | 40 | - | - | 40 | 83 | - | - | 83 |
| Less: Commission on Re-insurance Ceded | 36,625 | 740 | 569 | 37,934 | 27,853 | 752 | 548 | 29,153 |
| Net Commission | 1,26,697 | 4,334 | 4,653 | 1,35,684 | 97,945 | 4,321 | 4,758 | 1,07,024 |
| CHANNEL WISE BREAKUP OF COMMISSION(GROSS):- | | | | | | | | |
| Individual Agents | 55,577 | 442 | 2,414 | 58,433 | 44,482 | 433 | 2,519 | 47,434 |
| Corporate Agents- Banks/FII/HFC | 19,924 | 1,358 | 7 | 21,289 | 20,273 | 2,326 | 26 | 22,625 |
| Corporate Agents-Others | 29,831 | 1,827 | 380 | 32,038 | 12,215 | 336 | 383 | 12,934 |
| Insurance Brokers | 55,779 | 1,097 | 1,879 | 58,755 | 46,374 | 1,774 | 1,881 | 50,029 |
| Direct Business - Online | - | - | - | - | - | - | - | - |
| MISP (Direct) | - | - | - | - | - | - | - | - |
| Web Aggregators | 295 | 340 | 5 | 640 | 379 | 190 | 3 | 572 |
| Insurance Marketing Firm | 1,020 | 1 | 30 | 1,051 | 691 | 1 | 19 | 711 |
| Common Service Centers | - | - | - | - | - | - | - | - |
| Micro Agents | - | - | - | - | 449 | - | - | 449 |
| Point of Sales (Direct) | 856 | 9 | 507 | 1,372 | 852 | 13 | 475 | 1,340 |
| Other | - | - | - | - | - | - | - | - |
| TOTAL | 1,63,282 | 5,074 | 5,222 | 1,73,578 | 1,25,715 | 5,073 | 5,306 | 1,36,094 |
| COMMISSION (EXCLUDING REINSURANCE) BUSINESS WRITTEN : | | | | | | | | |
| In India | 1,63,180 | 5,074 | 5,222 | 1,73,476 | 1,25,715 | 5,073 | 5,306 | 1,36,094 |
| Outside India | 102 | - | - | 102 | - | - | - | - |

SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

SCHEDULE - 4

OPERATING EXPENSES RELATED TO INSURANCE BUSINESS

(Amount in Rs. Lakhs)

| S.No | Particulars | Current Year ended 31st March, 2025 | | | | Previous Year ended 31st March, 2024 | | | |
|------|--|-------------------------------------|--------------|--------------|-----------------|--------------------------------------|--------------|--------------|-----------------|
| | | Health | PA | Other | Total | Health | PA | Other | Total |
| 1 | Employees' remuneration & welfare benefits | 86,229 | 1,909 | 1,227 | 89,365 | 79,104 | 2,441 | 1,322 | 82,867 |
| 2 | Travel, conveyance & vehicle running expenses | 1,438 | 32 | 20 | 1,490 | 1,292 | 40 | 22 | 1,354 |
| 3 | Training expenses | 455 | 10 | 6 | 471 | 665 | 21 | 11 | 697 |
| 4 | Rents, rates & taxes | 2,942 | 65 | 42 | 3,049 | 2,890 | 89 | 48 | 3,027 |
| 5 | Repairs | 108 | 2 | 2 | 112 | 58 | 2 | 1 | 61 |
| 6 | Printing & stationery | 278 | 6 | 4 | 288 | 277 | 9 | 5 | 291 |
| 7 | Communication expenses | 1,294 | 29 | 18 | 1,341 | 1,343 | 41 | 22 | 1,406 |
| 8 | Legal & professional charges | 1,318 | 29 | 19 | 1,366 | 892 | 28 | 15 | 935 |
| 9 | Auditors' fees, expenses etc | | | | | - | - | - | |
| | (a) as auditor | 57 | 1 | 1 | 59 | 52 | 2 | 1 | 55 |
| | (b) as adviser or in any other capacity, in respect of | | | | | - | - | - | |
| | (i) Taxation matters | - | - | - | - | - | - | - | - |
| | (ii) Insurance matters | - | - | - | - | - | - | - | - |
| | (iii) Management services; and | - | - | - | - | - | - | - | - |
| | (c) in any other capacity | - | - | - | - | - | - | - | - |
| 10 | Advertisement and publicity | 12,395 | 274 | 176 | 12,845 | 15,617 | 482 | 261 | 16,360 |
| 11 | Interest & bank charges | 2,431 | 54 | 35 | 2,520 | 1,712 | 53 | 29 | 1,794 |
| 12 | Depreciation | 2,224 | 49 | 32 | 2,305 | 2,611 | 81 | 44 | 2,736 |
| 13 | Brand/Trade Mark usage fee/charges | - | - | - | - | - | - | - | - |
| 14 | Business Development and Sales Promotion Expenses | 353 | 8 | 5 | 366 | 626 | 19 | 10 | 655 |
| 15 | Information Technology Expenses | 3,948 | 87 | 56 | 4,091 | 3,516 | 108 | 59 | 3,683 |
| 16 | Goods and Services Tax (GST) | 279 | 6 | 4 | 289 | 232 | 7 | 4 | 243 |
| 17 | Others | | | | | | | | |
| | (a) Electricity and Water | 578 | 13 | 8 | 599 | 514 | 16 | 9 | 539 |
| | (b) Other | 1,639 | 33 | 21 | 1,693 | 1,293 | 38 | 21 | 1,352 |
| | TOTAL | 1,17,966 | 2,607 | 1,676 | 1,22,249 | 1,12,694 | 3,477 | 1,884 | 1,18,055 |

SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

SCHEDULE - 5

SHARE CAPITAL

(Amount in Rs. Lakhs)

| S. No | Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|-------|--|------------------------|------------------------|
| 1 | Authorised Capital | | |
| | 1,300,000,000 Equity Shares of ₹ 10 each (Previous Year 1,300,000,000 Equity Shares of ₹ 10 each) | 1,30,000 | 1,30,000 |
| | Preference Shares | - | - |
| 2 | Issued Capital | | |
| | 974,184,460 Equity Shares of ₹ 10 each (Previous Year 972,043,704 Equity Shares of ₹ 10 each) | 97,418 | 97,204 |
| | Preference Shares | - | - |
| 3 | Subscribed Capital | | |
| | 974,184,460 Equity Shares of ₹ 10 each (Previous Year 972,043,704 Equity Shares of ₹ 10 each) | 97,418 | 97,204 |
| | Preference Shares | - | - |
| 4 | Called-up Capital | | |
| | 974,184,460 Equity Shares of ₹ 10 each (Previous Year 972,043,704 Equity Shares of ₹ 10 each) | 97,418 | 97,204 |
| | Less : Calls unpaid | - | - |
| | Add : Equity Shares forfeited (Amount originally paid up) | - | - |
| | Less : Par Value of Equity Shares bought back | - | - |
| | Less : Preliminary Expenses | - | - |
| | Less : Expenses including commission or brokerage on Underwriting or subscription of shares | - | - |
| | Preference Shares | - | - |
| | TOTAL | 97,418 | 97,204 |

Notes:

1 Out of the above 612,224,375 (Previous Year 612,224,375) Equity Shares of ₹ 10 each are held by the Holding Company "Religare Enterprises Limited", along with its nominees.

SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

SCHEDULE - 5A

PATTERN OF SHAREHOLDING [As certified by the Management]

| Shareholder | As at 31st March, 2025 | | As at 31st March, 2024 | |
|------------------|------------------------|--------------|------------------------|--------------|
| | Number of Shares | % of Holding | Number of Shares | % of Holding |
| Promoters | | | | |
| • Indian | 81,77,31,392 | 83.9% | 81,77,31,392 | 84.1% |
| • Foreign | - | - | - | - |
| Investors | | | | |
| • Indian | - | - | - | - |
| • Foreign | - | - | - | - |
| Others | | | | |
| • Indian | 15,64,53,068 | 16.1% | 15,43,12,312 | 15.9% |
| • Foreign | - | - | - | - |
| TOTAL | 97,41,84,460 | 100% | 97,20,43,704 | 100% |

SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

SCHEDULE - 6

RESERVES AND SURPLUS

(Amount in Rs. Lakhs)

| S. No | Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|-------|---|------------------------|------------------------|
| 1 | Capital Reserve | - | - |
| 2 | Capital Redemption Reserve | - | - |
| 3 | Share Premium | | |
| | - Opening Balance | 72,854 | 64,160 |
| | - Additions during the period | 429 | 8,694 |
| 4 | Revaluation Reserve | - | - |
| 5 | General Reserves | - | - |
| | Less: Amount utilized for Buy-back | - | - |
| | Less: Amount utilized for issue of Bonus Shares | - | - |
| 6 | Catastrophe Reserve | - | - |
| 7 | Other Reserves | | |
| | - Employee Stock Option Reserve | | |
| | - Opening Balance | 33 | 133 |
| | - Additions during the period | - | - |
| | - Deduction during the period | (23) | (100) |
| 8 | Balance of Profit in Profit & Loss Account | 62,409 | 46,891 |
| | TOTAL | 1,35,702 | 1,19,778 |

SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

SCHEDULE - 7

BORROWINGS

(Amount in Rs. Lakhs)

| S. No | Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|-------|------------------------|------------------------|------------------------|
| 1 | Debentures/ Bonds | - | - |
| 2 | Banks | - | - |
| 3 | Financial Institutions | - | - |
| 4 | Others | - | - |
| | TOTAL | - | - |

SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

SCHEDULE 8 & 8A

INVESTMENT

(Amount in Rs. Lakhs)

| S. No | Particulars | SCHEDULE-8 | | SCHEDULE-8A | | Total | |
|-------|--|------------------------|------------------------|------------------------|------------------------|------------------------|------------------------|
| | | Shareholders | | Policyholders | | | |
| | | As at 31st March, 2025 | As at 31st March, 2024 | As at 31st March, 2025 | As at 31st March, 2024 | As at 31st March, 2025 | As at 31st March, 2024 |
| | LONG TERM INVESTMENTS | | | | | | |
| 1 | Government securities and Government guaranteed bonds including Treasury Bills | 66,100 | 57,922 | 1,47,890 | 1,33,360 | 2,13,990 | 1,91,282 |
| 2 | Other Approved Securities | 17,910 | 11,201 | 62,620 | 38,700 | 80,531 | 49,901 |
| 3 | Other Investments | | | | | | |
| | (a) Shares | | | | | | |
| | (aa) Equity | 11,714 | 18,030 | 43,754 | 35,486 | 55,468 | 53,516 |
| | (bb) Preference | - | - | - | - | - | - |
| | (b) Mutual Funds | - | - | - | - | - | - |
| | (c) Derivative Instruments | - | - | - | - | - | - |
| | (d) Debentures/ Bonds | 24,172 | 34,680 | 48,562 | 48,081 | 72,733 | 82,761 |
| | (e) Other Securities | - | - | - | - | - | - |
| | (f) Subsidiaries | - | - | - | - | - | - |
| | (g) Investment Properties-Real Estate | 3,394 | 3,060 | - | - | 3,394 | 3,060 |
| 4 | Investments in Infrastructure and Housing | 90,253 | 69,716 | 2,45,988 | 1,41,767 | 3,36,241 | 2,11,483 |
| 5 | Other than Approved Investments | 787 | 1,095 | - | - | 787 | 1,095 |
| | | | | | | | |
| | SHORT TERM INVESTMENTS | | | | | | |
| 1 | Government securities and Government guaranteed bonds including Treasury Bills | 2,001 | 501 | 2,500 | 2,510 | 4,501 | 3,011 |
| 2 | Other Approved Securities | 1,005 | - | 3,505 | 3,507 | 4,509 | 3,507 |
| 3 | Other Investments | | | | | | |
| | (a) Shares | | | | | | |
| | (aa) Equity | - | - | - | - | - | - |
| | (bb) Preference | - | - | - | - | - | - |
| | (b) Mutual Funds | - | - | 12,958 | 18,301 | 12,958 | 18,301 |
| | (c) Derivative Instruments | - | - | - | - | - | - |
| | (d) Debentures/ Bonds | 15,988 | 7,475 | 13,473 | 12,960 | 29,461 | 20,435 |
| | (e) Other Securities | | | | | | |
| | -Fixed Deposit | 4,800 | 4,800 | - | - | 4,800 | 4,800 |
| | (f) Subsidiaries | - | - | - | - | - | - |
| | (g) Investment Properties-Real Estate | - | - | - | - | - | - |
| 4 | Investments in Infrastructure and Housing | 8,509 | 4,555 | 12,059 | 15,585 | 20,569 | 20,140 |
| 5 | Other than Approved Investments | - | - | - | - | - | - |
| | TOTAL | 2,46,633 | 2,13,035 | 5,93,311 | 4,50,257 | 8,39,944 | 6,63,292 |

SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

(Amount in Rs. Lakhs)

| A) Aggregate value of Investments other than Listed Equity Securities and Derivative Instruments | | | | | | |
|--|------------------------|------------------------|------------------------|------------------------|------------------------|------------------------|
| Particulars | Shareholders | | Policyholders | | Total | |
| | As at 31st March, 2025 | As at 31st March, 2024 | As at 31st March, 2025 | As at 31st March, 2024 | As at 31st March, 2025 | As at 31st March, 2024 |
| Long Term Investments | | | | | | |
| Book Value | 1,98,935 | 1,74,123 | 5,47,561 | 3,96,908 | 7,46,496 | 5,71,031 |
| Market Value | 2,02,548 | 1,73,748 | 5,57,814 | 3,96,354 | 7,60,362 | 5,70,102 |
| | | | | | | |
| Short Term Investments | | | | | | |
| Book Value | 32,303 | 17,331 | 44,446 | 52,807 | 76,749 | 70,138 |
| Market Value | 32,311 | 17,210 | 44,434 | 52,631 | 76,745 | 69,841 |

SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

SCHEDULE - 9

LOANS

(Amount in Rs. Lakhs)

| S. No | Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|-------|--|------------------------|------------------------|
| 1 | SECURITY-WISE CLASSIFICATION | | |
| | Secured | | |
| | (a) On mortgage of property | | |
| | (aa) In India | - | - |
| | (bb) Outside India | - | - |
| | (b) On Shares, Bonds, Govt. Securities | - | - |
| | (c) Others | - | - |
| | Unsecured | - | - |
| | TOTAL | - | - |
| 2 | BORROWER-WISE CLASSIFICATION | | |
| | (a) Central and State Governments | - | - |
| | (b) Banks and Financial Institutions | - | - |
| | (c) Subsidiaries | - | - |
| | (d) Industrial Undertakings | - | - |
| | (e) Companies | | |
| | (f) Others (to be specified) | - | - |
| | TOTAL | - | - |
| 3 | PERFORMANCE-WISE CLASSIFICATION | | |
| | (a) Loans classified as standard | - | - |
| | (aa) In India | - | - |
| | (bb) Outside India | - | - |
| | (b) Non-performing loans less provisions | - | - |
| | (aa) In India | - | - |
| | (bb) Outside India | - | - |
| | TOTAL | - | - |
| 4 | MATURITY-WISE CLASSIFICATION | | |
| | (a) Short Term | - | - |
| | (b) Long Term | - | - |
| | TOTAL | - | - |

Provisions against Non-performing Loans

(Amount in Rs. Lakhs)

| | Non-Performing Loans | Loan Amount (Rs. Lakhs) | Provision (Rs. Lakhs) |
|--|----------------------|-------------------------|-----------------------|
| | Sub-standard | - | - |
| | Doubtful | - | - |
| | Loss | - | - |
| | Total | | - |

SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

SCHEDULE - 10

FIXED ASSETS

(Amount in Rs. Lakhs)

| Particulars | Cost/Gross Block | | | | Depreciation | | | | Net Block | |
|----------------------------------|-----------------------|--------------|------------|------------------------|-----------------------|--------------|-----------------------|------------------------|------------------------|------------------------|
| | As at 1st April, 2024 | Additions | Deductions | As at 31st March, 2025 | As at 1st April, 2024 | For the Year | On Sales/ Adjustments | As at 31st March, 2025 | As at 31st March, 2025 | As at 31st March, 2024 |
| Goodwill | - | - | - | - | - | - | - | - | - | - |
| Intangibles-Computer Software | 13,120 | 573 | - | 13,693 | 11,307 | 1,057 | - | 12,364 | 1,329 | 1,814 |
| Land-Freehold | - | - | - | - | - | - | - | - | - | - |
| Leasehold Property | 514 | 43 | 12 | 545 | 283 | 69 | 11 | 341 | 204 | 231 |
| Buildings | - | - | - | - | - | - | - | - | - | - |
| Furniture & Fittings | 348 | 16 | 5 | 359 | 283 | 36 | 5 | 314 | 45 | 65 |
| Information Technology Equipment | 6,963 | 822 | 198 | 7,587 | 5,366 | 947 | 198 | 6,115 | 1,472 | 1,597 |
| Vehicles | - | - | - | - | - | - | - | - | - | - |
| Office Equipment | 1,264 | 119 | 63 | 1,320 | 915 | 196 | 63 | 1,048 | 272 | 349 |
| Others (Specify nature) | - | - | - | - | - | - | - | - | - | - |
| Total - Current Year | 22,209 | 1,573 | 278 | 23,504 | 18,154 | 2,305 | 277 | 20,182 | 3,322 | 4,056 |
| Previous Year | 21,019 | 1,384 | 194 | 22,209 | 15,608 | 2,735 | 190 | 18,153 | 4,056 | |
| Work in progress | 134 | 43 | 114 | 63 | - | - | - | - | 63 | 134 |
| Grand Total: Current Year | 22,343 | 1,616 | 392 | 23,567 | 18,154 | 2,305 | 277 | 20,182 | 3,385 | 4,190 |
| Previous Year | 21,226 | 1,518 | 401 | 22,343 | 15,609 | 2,735 | 190 | 18,154 | 4,190 | |

Note:

1) Lease hold property consists of civil and other improvements at premises taken on long term lease by company

2) The useful life of the assets has been arrived as per the provisions of Schedule-II to Companies Act, 2013.

-Useful life of some categories of office equipments has been considered lower than that recommended by the Schedule - II to Companies Act, 2013.

-W.e.f. December 2022, useful life of Furniture & Fittings in leasehold premises has been considered as remaining lease period or useful life as estimated by the management, whichever is lower.

SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

SCHEDULE - 11

CASH AND BANK BALANCES

(Amount in Rs. Lakhs)

| S. No | Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|-------|---|------------------------|------------------------|
| 1 | Cash (including cheques*, drafts and stamps) | 683 | 374 |
| 2 | Bank Balances | | |
| | (a) Deposit Accounts^ | | |
| | (aa) Short-term (due within 12months) | 111 | 85 |
| | (bb) Others | 25 | 51 |
| | (b) Current Accounts | 18,527 | 9,074 |
| | (c) Others | - | - |
| 3 | Money at Call and Short Notice | | |
| | (a) With Banks | - | - |
| | (b) With other Institutions | - | - |
| 4 | Others | - | - |
| | TOTAL | 19,346 | 9,584 |
| | Balances with non-scheduled banks included in 2 and 3 above | NIL | NIL |
| | CASH AND BANK BALANCES | | |
| | In India | 17,567 | 9,584 |
| | Outside India | 1,779 | - |

* Cheques on hand amount to Rs. 460.55 Lakhs (Previous Year : Rs. 209.32 Lakhs)

^ Investment related Fixed deposits have been reported under Investments instead of cash and Bank balance.

SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

SCHEDULE - 12

ADVANCES AND OTHER ASSETS

(Amount in Rs. Lakhs)

| S. No | Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|-------|---|------------------------|------------------------|
| | ADVANCES | | |
| 1 | Reserve deposits with ceding companies | - | - |
| 2 | Application money for investments | - | - |
| 3 | Prepayments | 2,199 | 1,598 |
| 4 | Advances to Directors/Officers | - | - |
| 5 | Advance tax paid and taxes deducted at source (Net of provision for taxation) | 265 | 264 |
| 6 | Goods & Services Tax Credit | - | - |
| 7 | Others | | |
| | (a) Advances to suppliers | 833 | 694 |
| | (b) Other Advances/ Receivables (including Deposits with courts/government authorities) | 3,645 | 2,386 |
| | TOTAL (A) | 6,942 | 4,942 |
| | OTHER ASSETS | | |
| 1 | Income accrued on investments * | 23,325 | 17,560 |
| 2 | Outstanding premiums | 262 | - |
| 3 | Agents balances | 311 | 248 |
| 4 | Foreign Agencies Balances | - | - |
| 5 | Due from other entities carrying on insurance business(including re-insurers) | 1,740 | 4,972 |
| 6 | Due from subsidiaries/holding company | - | - |
| 7 | Investments held for Unclaimed Amount of Policyholders | 530 | 548 |
| 8 | Interest on investments held for unclaimed amount of policy holders (Investment) | 79 | 64 |
| 9 | Others | | |
| | (a) Rent Deposits & other assets | 1,823 | 1,774 |
| | TOTAL (B) | 28,070 | 25,166 |
| | TOTAL (A+B) | 35,012 | 30,108 |

* Income accrued on investments includes interest on deposits also.

SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

SCHEDULE - 13

CURRENT LIABILITIES

(Amount in Rs. Lakhs)

| S. No | Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|-------|--|------------------------|------------------------|
| 1 | Agents' balances | 18,607 | 12,090 |
| 2 | Balance due to other insurance companies | 73,062 | 26,015 |
| 3 | Deposits held on re-insurance ceded | - | - |
| 4 | Premiums received in advance | | |
| | (a) For Long term policies | 69,626 | 12,296 |
| | (b) For Other Policies | 34,343 | 18,717 |
| 5 | Unallocated premium | 17,594 | 12,733 |
| 6 | Sundry creditors | 29,308 | 31,593 |
| 7 | Due to subsidiaries/holding company | - | - |
| 8 | Claims outstanding* | 75,988 | 71,186 |
| 9 | Due to officers/directors | - | - |
| 10 | Unclaimed amount of Policyholders | 485 | 594 |
| 11 | Income accrued on Unclaimed amounts | 79 | 64 |
| 12 | Interest payable on debentures/bonds | - | - |
| 13 | Goods & Services Tax Liabilities (Net) | 8,537 | 8,799 |
| 14 | Others | | |
| | (a) Tax deducted payable | 6,081 | 5,597 |
| | (b) Other statutory dues | 600 | 571 |
| | (c) Other Liabilities | - | 1 |
| | TOTAL | 3,34,310 | 2,00,256 |

* Net of Reinsurance

Details of unclaimed amounts and Investment Income thereon

(Amount in Rs. Lakhs)

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|--|------------------------|------------------------|
| Opening Balance | 658 | 650 |
| Add: Amount transferred to unclaimed amount | 357 | 1,017 |
| Add: Cheques issued out of the unclaimed amount but not encashed by the policyholders (To be included only when the cheques are stale) | 27 | 4 |
| Add: Investment Income | 42 | 44 |
| Less: Amount paid during the year | 510 | 1,056 |
| Less: Transferred to SCWF | 10 | 1 |
| Closing Balance of Unclaimed Amount | 564 | 658 |

SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

SCHEDULE - 14

PROVISIONS

(Amount in Rs. Lakhs)

| S. No | Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|-------|--|------------------------|------------------------|
| 1 | Reserve for unearned premium reserve | 3,27,920 | 2,89,370 |
| 2 | Reserve for Premium Deficiency | - | - |
| 3 | For taxation(less advance tax paid and taxes deducted at source) | 497 | 259 |
| 4 | For Employee Benefits | 2,085 | 1,477 |
| 5 | Others | | |
| | (a) Lease equalisation reserve | 62 | 161 |
| | TOTAL | 3,30,564 | 2,91,267 |

SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

SCHEDULE - 15

MISCELLANEOUS EXPENDITURE

(To the extent not written off or Adjusted)

(Amount in Rs. Lakhs)

| S. No | Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|-------|---|------------------------|------------------------|
| 1 | Discount allowed in issue of shares/ debentures | - | - |
| 2 | Others | - | - |
| | TOTAL | - | - |

SCHEDULE 16

Significant Accounting Policies forming part of the financial statements for the year ended 31st March, 2025

1. Background

Care Health Insurance Limited ("the Company") was incorporated on 2nd April, 2007 as a Company under the Companies Act, 2013 (erstwhile the Companies Act, 1956). The Company is licensed since 26th April, 2012 by the Insurance Regulatory and Development Authority of India ('IRDAI') for carrying out the business of underwriting General insurance relating to Health segment, which comprises Health, Personal Accident and Travel insurance. These products are distributed through individual agents, brokers, corporate agents, online and Company's sales force.

The Company has been registered to undertake General Insurance business by IFSCA (International Financial Services Centers Authority) under International Financial Services Centers Authority (Registration of Insurance Business) Regulations, 2021 as IFSC Insurance Office (IIO) at IFSC - Gift City (Gandhinagar). The IIO commenced its operation from 30th June, 2024.

2. Basis of Preparation of Financial Statements

The financial statements have been prepared and presented on a going concern basis, under the historical cost convention, unless otherwise specifically stated, on the accrual basis of accounting and in accordance with the applicable provisions of the Insurance Act, 1938, as amended by the Insurance Laws (Amendment) Act, 2015, the Insurance Regulatory and Development Authority of India (Actuarial, Finance and Investment Functions of insurers) Regulations, 2024 (the 'Regulations') and orders / directions, circulars/notifications and guidelines issued by IRDAI in this behalf from time to time, and comply with the applicable Accounting Standards (AS) specified under Section 133 of the Companies Act, 2013 read with the Companies (Accounting Standards) Rules, 2021, as amended, to the extent applicable and the relevant provisions of the Companies Act, 2013 and in the manner so required and Generally Accepted Accounting Principles followed in India and current practices prevailing within the Insurance Industry in India. Accounting policies have been consistently applied to the extent applicable, and in case of any change, the same is disclosed appropriately in the manner so required.

3. Use of Estimates

The preparation of the financial statements in conformity with Generally Accepted Accounting Principles requires management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities as at the Balance Sheet date, reported amounts of the revenues and expenses for the period and the disclosure of contingent liabilities as of the Balance Sheet date.

These estimates and assumptions are based on the facts and events, that existed as at the Balance Sheet date, or that occurred after that date but provide additional evidence about conditions existing as at the Balance Sheet date. Actual results may differ from those estimates. Any revision to an accounting estimate is recognized prospectively in the current and future period/s.

4. Significant Accounting Policies

4.1. Revenue

Premium income

Premium (Net of Goods and Services Tax) is recognized as income over the contract period or period of risk, on the commencement of risk. In case of government scheme / policy, the premium is recognized to the extent of certainty of its realization. Any subsequent revisions to premium and adjustments on cancellation of policies are recognized in the year / period in which they occur. The Net Premium Written (Net of Reinsurance ceded) is adjusted / netted of by the amount of movement of Unearned Premium Reserve to arrive at the net premium earned. The premium on insurance policies issued on installment basis is recognized as and when the installment premium is received subject to above principles.

Premium income of Long term policies

Premium collected (Net of GST) for a Long-Term policy (policy duration exceeding 12 months) sold on or after 1st October, 2024, is recognized on a yearly basis at the commencement of risk on 1/n basis where 'n' denotes the policy duration in years.

Income from reinsurance business

Commission on reinsurance ceded is adjusted / netted off from commission expense in the period of ceding the risk. Profit Commission under reinsurance treaties, wherever applicable, is recognized as income in the year of final determination of profits and combined with commission on reinsurance ceded.

Income earned on investments

Interest income on investments is recognized on accrual basis. Accretion of discount and amortization of premium relating to debt securities is recognized over the holding/maturity period on a straight-line basis. Realized gain/loss on securities, which is the difference between the sale consideration and the carrying value in the books of the Company, is recognized on the trade date. In determining the realized gain/loss, cost of securities is arrived at on 'Weighted average cost' basis. Further, in case of mutual funds and listed equity shares, the profit or loss on sale also includes the accumulated changes in the fair value previously recognized under 'Fair Value Change Account'. Sale consideration for the purpose of realized gain/loss is net of brokerage and taxes, if any, and excludes interest received on sale.

Dividend income is recognized when the right to receive dividend is established.

Investment income on shareholder funds is disclosed in Profit and Loss Account and investment income on policyholder funds is disclosed under Revenue Account.

4.2. Premium received in advance

Premium received in advance in case of long term policies sold on or after 1st October, 2024, denotes the premium allocated to subsequent years. In the case of other policies, it is the premium where the period of inception of the risk is outside the accounting period

4.3. Unallocated Premium

Unallocated premium includes premium (Net of GST) which has been received but for which risk has not commenced.

4.4. Reinsurance

Premium Ceded

Insurance premium on ceding of the risk is recognized in the period in which the risk commences in accordance with reinsurance arrangements with the reinsurers. Any subsequent revision to premium ceded is recognized in the period of such revision. Adjustment to reinsurance premium arising on cancellation of policies is recognized in the period in which they are cancelled. Premium on excess of loss reinsurance cover is accounted as premium ceded as per the reinsurance arrangements.

Re-Insurance acceptance

The results of a reinsurance accepted are accounted as per the last available statement of accounts/confirmation from reinsurers.

4.5. Premium Deficiency

Premium deficiency is recognized when the expected claims cost, related expenses and maintenance costs exceed the related reserve for unexpired risks and is calculated and duly certified by the Appointed Actuary.

4.6. Unearned Premium Reserve

Unearned Premium Reserve represents that part of the net premium written (i.e. premium net of reinsurance ceded) which is attributable to, and set aside for subsequent risk to be borne by the Company under contractual obligation on contract period basis, whichever is appropriate and allocated to succeeding accounting periods and is created at 50% of the net premium written (excluding policies where the premium is earned fully during the accounting period i.e. expired policies) of preceding twelve months as at the Balance Sheet date.

4.7. Claims

Claims incurred represents claims paid, estimated liability for outstanding claims made following a loss occurrence reported, estimated liability for Claims Incurred but not reported (IBNR) and Claims Incurred but not enough reported (IBNER). It also includes specific claims settlement costs such as survey / legal / TPA fees and other directly attributable costs.

Claims are recognized as and when reported. Claims are recorded in the Revenue Account, net of claims recoverable from reinsurers / co-insurers to the extent there is a reasonable certainty of realization. These estimates are progressively revalued on the availability of further information. Estimated liability in respect of claims is provided for, based on the intimations received up to the year end, information / estimates provided by the insured / surveyors / Third Party Administrators (TPA) and judgment based on the past experience and other applicable laws and practices.

Claims Incurred but not reported (IBNR) represents that amount of claims that may have been incurred prior to the end of the current accounting year but have not been reported or claimed. The IBNR provision also includes provision, if any, required for claims Incurred but not enough reported (IBNER). IBNR and IBNER liabilities are provided based on actuarial principles and certified annually by the Appointed Actuary of the Company. The methodology and assumptions on the basis of which the liability is determined are also certified by the Appointed Actuary to be appropriate, in accordance with guidelines and norms issued by the Institute of Actuaries of India and in concurrence with the IRDAI.

4.8. Acquisition costs

Acquisition costs are those costs that vary with, and are primarily related to the acquisition of new and renewal of insurance contracts viz. commission, rewards and remuneration etc. These costs are expensed in the period in which they are incurred.

4.9. Investments

Investments are made in accordance with the Insurance Act, 1938, as amended by Insurance Laws (Amendment) Act, 2015, and the Insurance Regulatory and Development Authority of India (Actuarial, Finance and Investment Functions of insurers) Regulations, 2024, as amended, and other circulars/notifications and amendments issued by the IRDAI in this context from time to time.

Investments are recorded at cost, on trade date and include brokerage, transfer charges, stamps etc., if any, and exclude interest accrued up to the date of purchase.

Classification

Investments maturing within twelve months from Balance Sheet date and Investments made with the specific intention to dispose-off within twelve months are classified as 'short term investments'. Investments other than 'short term investments' are classified as 'long term investments'.

Investments that are earmarked, are allocated separately to policyholder's or shareholder's, as applicable; Investments other than earmarked, are segregated at Shareholder's level and Policyholder's level notionally based on policyholder's funds and shareholder's funds as of year end, as prescribed by IRDAI.

Valuation

Investments are valued as follows:

- **Debt securities and redeemable preference shares**

All debt securities including government securities and redeemable preference shares (excluding Additional Tier 1 perpetual bonds) are considered as 'held to maturity' securities and accordingly measured at historical cost, subject to accretion of discount or amortization of premium over the holding/maturity period on a straight-line basis.

- **Additional Tier 1 (Basel III Compliant) Perpetual Bonds**

Additional Tier 1 (Basel III Compliant) Perpetual Bond Investments are valued at Fair Value using market yield rates published by Fixed Income Money Market and Derivatives Association of India ('FIMMDA') and Financial Benchmarks India Pvt. Ltd. ('FBIL').

- **Mutual funds**

Mutual fund investments are measured at fair value, being the closing net asset value at Balance Sheet date.

- **Listed Equities / ReITs**

Listed equity shares are measured at fair value, being the last quoted closing price on the Primary Exchange – 'National Stock Exchange ('NSE')' as at the Balance Sheet date. In case the equity share is not listed / traded on the Primary Exchange the last quoted closing price on the Secondary Exchange – 'Bombay Stock Exchange ('BSE')', is considered as fair value. Equity shares which are unlisted or awaiting listing are stated at historical cost subject to provision for diminution, if any, in the value of such investment determined separately for each individual investment.

- Investments other than mentioned above are valued at cost.

- **Fair Value Change Account**

In accordance with the Regulations, unrealized gain/loss arising due to changes in fair value of listed equity shares and mutual funds' investments are taken to the 'Fair Value Change Account'. The balance in the Fair Value Change Account is not available for distribution as dividends and any debit balance in the said Fair Value Change Account shall be reduced from the profits / free reserves while declaring dividends.

Impairment of Investments

The Company assesses at each Balance Sheet date whether there is any indication of investments being impaired other than temporary diminution, in value). If any such indication exists, the carrying value of such investment is reduced to its recoverable amount and the impairment loss is recognized in the Revenue / Profit and Loss Account. If at the Balance Sheet date there is any indication that a previously assessed impairment loss no longer exists, then such loss is reversed and the investment is restated to that extent.

4.10. Fixed assets, Intangible and Impairments

Fixed assets and depreciation

Fixed assets are stated at cost less accumulated depreciation. Cost includes the purchase price and any cost directly attributable to bringing the asset to its working condition for its intended use.

Immovable assets at the leased premises including electrical items and furniture & fixtures are capitalized as leasehold improvement/property and are amortized over the primary period of lease or the useful life of the respective asset as estimated by the management, whichever is lower.

Depreciation is provided on Straight Line Method, over the useful life of the assets estimated by the management, in the manner prescribed in Schedule II of the Companies Act, 2013. The useful lives in the following cases are different from that prescribed by Schedule II of the Companies Act, 2013.

| Assets Description | Useful Life of Assets prescribed as per Schedule II of the Companies Act, 2013 (No. of Years) | Useful Lives of the Assets as assessed/estimated by the Management (No. of Years) |
|--|---|---|
| Office Equipment (Internal & External Branding, Mobiles and Batteries) | 5 | 2 to 3 |
| Furniture and Fittings | 10 | 5 |
| Vehicles (acquired from November, 2011 to March, 2014) | 8 | 6.25 |

Based on usage pattern and internal assessment, the management believes that the useful lives as given above best represent the period over which the management expects to use these assets. Hence the useful life of these assets is different from the lives as prescribed in Schedule II of the Companies Act, 2013.

Depreciation on addition or on sale / discard of an asset is calculated pro-rata from / up to the date of such addition or sale/discard.

The asset's residual values, useful lives and method of depreciation are reviewed at the end of each reporting period and necessary adjustments are made accordingly, wherever required. Gains or losses arising on retirement or disposal of fixed assets are recognized in the Revenue Account and/or Profit and Loss Account.

Intangible Assets

Intangible assets are recognized only if it is probable that the future economic benefits that are attributable to assets will flow to the Company and the costs of the assets can be measured reliably.

Intangible assets comprising computer software are carried at cost less amortization. Computer software including improvements are amortised over the management's estimate of the useful life of such intangibles. Management estimates for useful life of intangibles is 6 years 2 months. In case where an enhancement is done on existing computer software which results in improvement in useful life of the software, the Management estimates for useful life of these software enhancements is 3 years.

All assets including intangibles individually costing up to Rs. 5,000 are fully depreciated / amortized in the year in which they are acquired.

Capital Work in Progress

Capital work in progress includes assets not ready for the intended use and are carried at cost, comprising direct cost and related incidental expenses.

Impairment of assets

The Company assesses at each Balance Sheet date whether there is any indication that any asset may be impaired. If any such indication exists, the carrying value of such assets is reduced to its recoverable amount and the impairment loss is recognized in the Revenue Account and Profit and Loss Account. If, at the Balance Sheet date there is any indication that a previously assessed impairment loss no longer exists, then such loss is reversed and the asset is restated to that extent.

4.11. Operating Lease

Leases where a significant portion of the risks and rewards of the ownership are retained by the lessor are classified as Operating Leases. Lease payments of assets/premises taken on operating lease are recognized as an expense in the Revenue and/or Profit and Loss Account over the lease term on straight line basis.

4.12. Employee benefits

Short term employee benefits

All Employee benefits payable within twelve months of rendering the services are classified as short term benefits. Such benefits include salaries, bonus, awards, ex-gratia, performance incentive/pay etc. and the same are recognized in the period in which the employee renders the related services.

Post-Employment Benefits

(i) Defined Contribution Plan

The benefit in the form of contribution to the Statutory Provident Fund, Employee State Insurance and Employee Labour Welfare Fund etc. are considered as the defined contribution plans and are recognized on the basis of the amount paid or payable for the period during which services are rendered by the employees.

(ii) Gratuity : Defined Benefit Plan

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees on retirement, death while in employment or on termination of employment. Vesting occurs upon completion of five years of service. Liability towards Gratuity is provided for on the basis of actuarial valuation and is funded through a separate Gratuity Fund Trust. The short / excess of the Gratuity liability as compared to the net fund held by the Gratuity Trust is accounted for as liability/ assets as at the year end.

Long term employee benefits

(i) Leave Encashment

The employees of the Company are entitled to the compensated absences and leave encashment as per the policy of the Company, the liability in respect of which is provided, based on an actuarial valuation conducted by an independent actuary on projected unit credit method as at the Balance Sheet date. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions are recognized immediately in the Revenue Account and Profit and Loss Account as income or expense.

(ii) Long Term Incentive Plan and Special Assured Bonus Plan

Long Term Incentive and special assured bonus payable to employees is provided based on actuarial valuation including actuarial gains/losses at the Balance Sheet date. The actuarial valuation has been carried out using the Projected Unit credit Method.

4.13. Employee Stock Option Scheme ("ESOS")

The Company follows the intrinsic method for computing the compensation cost, for options granted under the scheme(s). The difference if any, between the fair value and the grant price, being the compensation cost is recognized as deferred stock option expense and is charged to Revenue Account and Profit and Loss Account on straight line basis over the vesting period of options.

4.14 Phantom Stocks Plan

The Company has a "Phantom Stocks Plan" that seeks to pay cash Incentive to eligible and selected employees. The amount of incentive to be paid is derived from the enterprise value at the date of exercise as reduced by the grant price.

4.15. Taxation

Current Tax

Current income tax, assets and liabilities are measured at the amount expected to be paid to or recovered from the taxation authorities in accordance with the tax regime inserted by Taxation Laws (Amendment) Act, 2019 in the Income Tax Act, 1961 and the Income Computation and Disclosure Standards (ICDS) enacted in India by using tax rates and the tax laws that are enacted at the reporting date.

Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the Balance Sheet date. Deferred tax assets and liabilities are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

4.16. Earnings per share

The basic earnings per share is calculated by dividing the Net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the reporting period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares except where results are anti-dilutive.

4.17. Foreign Currency Transactions

Transactions denominated in foreign currencies are recorded at the rates prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the closing rate of exchange at the year-end. The gains/losses on account of restatement and settlement are recognized in the Revenue Account and / or Profit and Loss Account.

4.18 Provisions and Contingencies

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Contingent losses arising from claims other than insurance claims, litigation, assessment, fines, penalties, etc. are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. A disclosure for a contingent liability other than those under policies is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are neither recognized nor disclosed in the financial statements.

The matters under examination / scrutiny / enquiry with the Government authorities are not considered as obligation. In the cases where the demand notices are issued against such matters and are disputed by the Company, the same are classified as disputed obligations under contingent liability.

4.19 Receipts & Payments Account

- Receipts and Payments Account is prepared and reported using the Direct Method as per Accounting Standard 3 – Cash flow statements, in conformity with IRDAI (Actuarial, Finance and Investment Functions of insurers) Regulations, 2024.
- Cash and cash equivalents comprise cash including cheques in hand, bank balances and demand deposits (other than investment related fixed deposits with Banks) with original maturity of three months or less which are subject to insignificant risk of changes in value.

4.20. Segment Reporting

Allocation of Income and Expenses

(i) Allocation of Investment Income

Investment income across segments within the Revenue Account has been allocated on the basis of claims and other allocable liabilities for the respective segments.

(ii) Allocation of Expenses

- a. Expenses that are directly identified to the business class are allocated on actual basis.
- b. Other expenses that are not directly identifiable, are allocated in the proportion of Gross Written Premium of respective business
- c. Segment assets and liabilities have been allocated to various segments to the extent possible

4.21. Share & Debenture Issue Expenses

The Shares & Debenture issue expenses are written off to Profit & Loss Account in the same financial year in which they are incurred.

- 4.22.** Goods and Service Tax liability on insurance service is set-off against the input tax credits available from tax paid on input services. Unutilized credits, if any, are carried forward for set-off in future. GST Paid for input services where input tax credit is not available is recognized in Revenue Account and / or Profit and Loss Account.

SCHEDULES FORMING PART OF FINANCIAL STATEMENTS

5 NOTES TO ACCOUNTS

5.1 Contingent Liabilities

(Amount in Rs. Lakhs)

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|--|------------------------|------------------------|
| Partly paid up Investments | - | - |
| Claims, other than those under Policies, not acknowledged as debts | - | - |
| Underwriting commitments outstanding | - | - |
| Guarantees given by or on behalf of the Company | 109 | 104 |
| Statutory demands / liabilities in dispute, not provided for (See Note-1 below) | | |
| - Goods & Service Tax | 14,472 | 7,772 |
| - Income Tax | 5,399 | 96 |
| Reinsurance obligations to the extent not provided for in accounts | - | - |
| Others | | |
| - Penalty imposed by IRDAI (See Note-2 below) | 100 | - |

Note-1: The Company is contesting these demands and the management are of the view that these demands may not be sustainable. The management believes that the ultimate outcome of these proceedings will not have any material adverse effect on the Company's financial position and results of its operations. The Company does not expect any reimbursement in respect of these contingent liabilities, and it is not practicable to estimate the timing of cash outflows, if any, in respect of these matters, pending resolution of the arbitration / appellant proceedings.

Note-2: The Company had granted in earlier year 2,27,11,327 Employees Stock Options (ESOPs) to its former Non-Executive Chairperson Dr. Rashmi Saluja in her capacity as an employee of the Holding Company Religare Enterprises Ltd (REL) as per its ESOPs Scheme, of which 75,69,685 ESOPs have been exercised by her on October 04, 2023. The Insurance Regulatory and Development Authority of India (IRDAI) vide its Order dated July 23, 2024 has imposed a penalty of Rs. 100 Lakhs on CHIL and issued directions to cause a buyback of 75,69,685 shares which are already allotted to Dr. Rashmi Saluja at the price at which they were allotted i.e. at INR 45.32 per share, and also cancel and revoke the stock options which remains unexercised and/or unvested as on the date of the Order. CHIL has filed an appeal in this matter before Hon'ble Securities Appellate Tribunal, Mumbai (SAT), where the directions passed by IRDAI have been stayed till December 20, 2024 (since further stayed upto 17th and 18th July 2025) subject to deposit of 50% of the penalty and restriction / status quo on the vested and unvested / unexercised ESOPs, which CHIL has complied with. The penalty of Rs. 100 lakhs imposed by IRDAI has been considered as contingent liability and Rs. 50 lakhs i.e. 50% of the penalty deposited with IRDAI has been included under Advance and Other Assets. As the matter is sub-judice, there is no further impact thereof on the financial statements.

5.2 Basis used by the Actuary for determining provision required for IBNR / IBNER

'Claims Incurred But Not Reported' (IBNR) and Claims Incurred But Not Enough Reported (IBNER) as at March 31, 2025 has been estimated by the Appointed Actuary in compliance with the guidelines issued by IRDA and applicable provisions of professional guidance notes issued by the Institute of Actuaries of India.

5.3 Encumbrances

All the assets of the Company are free from any encumbrances except deposits in banks amounting to ₹ 107 Lakhs (previous year ₹ 103 lakhs). These deposits have been placed with banks for the purposes of executing bank guarantees. The Company has all assets within India.

5.4 Estimated Amounts of Commitments Made and Outstanding For

(Amount in Rs. Lakhs)

| Particulars | As at 31.03.2025 | As at 31.03.2024 |
|--------------------------------|------------------|------------------|
| Loans | - | - |
| Investments | - | - |
| Fixed Assets (Net of advances) | 36 | 56 |

5.5 Claims less Reinsurance paid to Claimants*

(Amount in Rs. Lakhs)

| Particulars | As at 31.03.2025 | As at 31.03.2024 |
|---------------|------------------|------------------|
| In India | 3,83,456 | 2,89,035 |
| Outside India | 1,753 | 2,007 |

* Excluding Claims paid on Reinsurance accepted

5.6 Age-wise Breakup of Gross Claims Outstanding*

(Amount in Rs. Lakhs)

| Particulars | As at 31.03.2025 | As at 31.03.2024 |
|--------------------------------------|------------------|------------------|
| Outstanding for more than six months | - | - |
| Others | 61,336 | 53,968 |
| Total | 61,336 | 53,968 |

*Excluding IBNR provisions, amounts payable to service providers and third party administrator.

Note : Claims Outstanding from receipt of complete document.

5.7 Claims settled and remaining unpaid for more than six months as on Balance Sheet date is NIL (Previous year : NIL)

5.8 (a) Premium less Reinsurance

(Amount in Rs. Lakhs)

| Class of Business | In India | | Outside India | |
|-------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | For the Year ended 31.03.2025 | For the Year ended 31.03.2024 | For the Year ended 31.03.2025 | For the Year ended 31.03.2024 |
| Miscellaneous | 6,65,394 | 6,04,667 | 7,877 | - |

*Outside india includes premium underwritten & received in IIO (IFSC Insurance Office)

(b) No premium income is recognized on "Varying Risk Pattern" basis.

5.9 Extent of Risk Retained and Reinsured

(Amount in Rs. Lakhs)

| Class of Business | Risk Retained | | Risk Reinsured | |
|-------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | For the Year ended 31.03.2025 | For the Year ended 31.03.2024 | For the Year ended 31.03.2025 | For the Year ended 31.03.2024 |
| Miscellaneous | 79% | 86% | 21% | 14% |

5.10 Statement showing the Age-wise Analysis of the Unclaimed Amount of the Policyholders as on 31st March 2025

(Amount in Rs. Lakhs)

| Particulars | Total Amount | Age-wise Analysis | | | | | | | |
|--|--------------|-------------------|-------------|--------------|--------------|--------------|--------------|---------------|----------------------|
| | | 0-6 months | 7-12 months | 13-18 months | 19-24 months | 25-30 months | 31-36 months | 37-120 months | More than 120 months |
| Claims settled but notpaid to the policyholders / insured due to any reasons except under litigation from the insured / policyholders | - | - | - | - | - | - | - | - | - |
| Sum due to the insured / policyholders on maturity or otherwise | - | - | - | - | - | - | - | - | - |
| Excess collection of the premium / tax or any other charges which is refundable to the policyholders either as terms of conditions of the policy or as per law or as may be directed by the Authority but not refunded so far* | 108 | 73 | 7 | 9 | 5 | 7 | 4 | 3 | - |
| Cheques issued but not encashed by the policyholder/insured * | 334 | 50 | 21 | 31 | 37 | 32 | 22 | 136 | 5 |
| Remittance through NEFT/ RTGS or any other electronic mode bounced back* | 122 | 21 | 3 | 9 | 14 | 12 | 12 | 51 | 0 |

* Fair Value of Investments against unclaimed amount is ₹ 609 Lakhs.

Details of Unclaimed amounts and investment income thereon

(Amount in Rs. Lakhs)

| Particulars | FY 2024-25 | | FY 2023-24 | |
|---|-------------|----------------|-------------|----------------|
| | Policy Dues | Income Accrued | Policy Dues | Income Accrued |
| Opening Balance | 594 | 64 | 602 | 48 |
| Add: Amount Transferred to unclaimed amount | 357 | - | 1,017 | - |
| Add: Cheques issued out of the unclaimed amount but not encashed by the policyholders | 27 | - | 4 | - |
| Add: Investment income on unclaimed fund | - | 42 | - | 44 |
| Less: Amount paid during the year | 487 | 23 | 1,029 | 28 |
| Less: Amount transfer to SCWF (Net of claims paid in respect of amount transferred earlier) | 6 | 4 | 0.3 | 0.4 |
| Closing Balance of Unclaimed Amount | 485 | 79 | 594 | 64 |

5.11 Segment Information

a) Business Segments

The Company's primary reportable segments are identified in accordance with the Insurance Regulatory and Development Authority (Actuarial, Finance and Investment Function of Insurers) Regulations, 2024. The operating expenses and investment and other income have been allocated to various segments as per accounting policies disclosed above. However, due to the nature of the business, segment assets and liabilities have been allocated to various segments to the extent possible.

(Amount in Rs. Lakhs)

| Particulars | FY 24-25 | | | | | FY 23-24 | | | | |
|---|-----------------|---------------|---------------|---------------|-----------------|-----------------|---------------|---------------|---------------|-----------------|
| | Health | PA | Other | Unallocated | Total | Health | PA | Other | Unallocated | Total |
| Premiums Earned (Net) | 6,08,568 | 16,411 | 9,743 | - | 6,34,722 | 4,99,186 | 23,952 | 9,729 | - | 5,32,867 |
| Profit/ Loss on Sale/ Redemption of Investments | 1,674 | 62 | 16 | - | 1,752 | 1,207 | 56 | 18 | - | 1,281 |
| Interest, Dividend & Rent | 33,442 | 1,237 | 327 | - | 35,006 | 24,047 | 1,106 | 366 | - | 25,519 |
| Total Segment Revenue | 6,43,684 | 17,710 | 10,086 | - | 6,71,480 | 5,24,637 | 24,824 | 10,206 | - | 5,59,667 |
| Claims Incurred (Net) | 4,03,334 | 4,149 | 2,106 | - | 4,09,589 | 2,99,957 | 5,686 | 1,784 | - | 3,07,427 |
| Net Commission | 1,26,697 | 4,334 | 4,653 | - | 1,35,684 | 97,945 | 4,321 | 4,758 | - | 1,07,024 |
| Operating Expenses | 1,17,966 | 2,607 | 1,676 | - | 1,22,249 | 1,12,692 | 3,479 | 1,885 | - | 1,18,056 |
| Total Expenses | 6,47,997 | 11,090 | 8,435 | - | 6,67,522 | 5,10,594 | 13,486 | 8,427 | - | 5,32,507 |
| Segment Result / Operating Profit | (4,313) | 6,620 | 1,651 | - | 3,958 | 14,043 | 11,338 | 1,779 | - | 27,160 |
| Other income net of Other Expenses | - | - | - | 16,862 | 16,862 | - | - | - | 13,486 | 13,486 |
| Profit / (Loss) Before Tax | (4,313) | 6,620 | 1,651 | 16,862 | 20,820 | 14,385 | 11,351 | 1,785 | 13,486 | 41,007 |
| Segment Assets | | | | | | | | | | |
| Outstanding Premium | 262 | - | - | - | 262 | - | - | - | - | - |
| Segment Liabilities | | | | | | | | | | |
| Claims Outstanding (Net) | 67,332 | 5,907 | 2,749 | - | 75,988 | 60,625 | 6,710 | 3,851 | - | 71,186 |
| Premium Received in Advance | 98,411 | 4,625 | 933 | - | 1,03,969 | 28,827 | 1,497 | 688 | - | 31,012 |
| Reserve for Unexpired Reserve | 3,19,439 | 7,416 | 1,064 | - | 3,27,919 | 2,79,522 | 8,767 | 1,081 | - | 2,89,370 |
| Total Segment Liab | 4,85,182 | 17,948 | 4,746 | - | 5,07,876 | 3,68,974 | 16,974 | 5,620 | - | 3,91,568 |
| Depreciation | 2,224 | 49 | 32 | - | 2,305 | 2,610 | 81 | 44 | - | 2,735 |

*Does not include amounts transferred from the shareholder's account.

b) Geographical Segment

There is no reportable Geographical Segmentation for the year.

5.12 Remuneration paid to directors

A) Quantitative Disclosures

Remuneration & other Payments made during the Financial Year to MD/CEO/WT

(Amount in Rs. Lakhs)

| S. No. | Name of the MD/CEO/WT | Designation | Fixed Pay | | | Variable Pay | | | | | Total of Fixed & Variable Pay | Amount Debited to Revenue Account | Amount Debited to Profit & Loss Account ⁴ | Variable Joining/ Sign on Bonus | Retirement benefits like gratuity, pension etc paid during the year | Amount of deferred remuneration of earlier years paid / settled during the year |
|--------|-----------------------|-------------|-----------------------------------|----------------------|-----------------------|---------------------|------------------------|-------------------------|------------------------|-----------------------|-------------------------------|-----------------------------------|--|---------------------------------|---|---|
| | | | Pay & Allowances (a) ¹ | Perquisites etc. (b) | Total (c) = (a) + (b) | Cash Components (d) | | Non Cash Components (e) | | Total (f) = (d) + (e) | (c) + (f) | | | | | |
| | | | | | | Paid ² | De-ferred ² | Settled | De-ferred ³ | Paid/-Settled | Deferred | | | | | |
| 1 | Anuj Gulati | MD & CEO | 415 | | 415 | 220 | 195 | - | 415 | 220 | 610 | 1,245 | 400 | 913 | - | - |

¹ The above disclosure does not include provision for gratuity and leave encashment amounting to Rs.34.49 Lakhs.

² Cash component of Variable pay for FY24-25 is proposed be paid in FY 25-26 subject to the necessary approvals. Out of the Total Cash Component a portion of the same shall be deferred as defined under Master Circular on Corporate Governance for Insurers, 2024 on deferral arrangements.

³ Non Cash Component is calculated at compensation cost computed in accordance with Black Scholes method and is subject to the necessary approvals.

⁴ Amount debited to P/L Account includes cost towards phantom stocks granted during the previous year is calculated based on the intrinsic value method as per the accounting policy of the Company. (Refer note 5.27)

Details of Outstanding Deferred Remuneration of MD/CEO/WT as at 31st March, 2025

| S. No. | Name of the MD/WT/CEO | Designation | Remuneration pertains to Financial Year | Nature of remuneration outstanding | Amount outstanding (Rs. In Lakhs) |
|--------|-----------------------|-------------|---|-------------------------------------|-----------------------------------|
| 1 | Anuj Gulati | MD & CEO | FY 2023-24 | Phantom Stocks - Non Cash Component | 384 |
| 2 | Anuj Gulati | MD & CEO | FY 2024-25 | Non Cash Component | 415 |
| 3 | Anuj Gulati | MD & CEO | FY 2024-25 | Cash Component ² | 195 |
| | Total | | | | 994 |

Remuneration of Non Executive/Independent Directors

A) During the FY 2024-25, no remuneration (Excluding sitting fees and expense reimbursements) has been paid to any Non-Executive/Independent directors.

B) Qualitative Disclosures

As per section 178 of the Companies Act, 2013 read along with Rule 4 of the Companies (Appointment and Qualification of Directors) Rule, 2014, every listed company and every other public company which fulfils the defined criteria shall "mandatorily" form a Nomination and Remuneration Committee with at least two directors as independent directors.

Further, as per the Corporate Governance Guidelines for Insurers in India, 2016 ("CG Guidelines") all insurers are required to constitute Nomination and Remuneration Committee in line with the provisions of Section 178 of the Companies Act, 2013.

Accordingly, the Committee has been constituted by the Company and the current composition of the Committee includes 3 Non-Executive Directors out of which 2 are Independent Directors.

The Nomination & Remuneration Committee (NRC) assesses the company's principles and practices regarding salary increments, performance management and bonus for all employees. The Remuneration Policy ensures that the level and structure of compensation are adequate to attract and retain talent across all levels, motivating them to achieve organisational objectives, while maintaining a reasonable balance in the remuneration structure. Performance management parameters are established to evaluate the overall performance of Directors, Key Management Personnel (KMPs), Executive Leadership Team and other employees. The NRC, while recommending remuneration for the Managing Director and CEO and other Full-time Directors to the Board, considers these factors, subject to approval by IRDAI.

The structuring process of the remuneration of Full-time Directors including Managing Director and CEO, includes critically evaluating the performance with pay as per the objectives defined by NRC which utilizes performance criteria spanning the enterprise wide Risk Management Framework.

Following parameters are linked to Remuneration of Managing Director & CEO, Whole Time Director and KMPs:

- a) Remuneration is adjusted for all types of risk including credit, market & liquidity risks,
- b) Remuneration outcomes are symmetric with risk outcomes,
- c) Remuneration payouts are sensitive to the time horizon of the risk, and
- d) The mix of cash, equity and other forms of remuneration are consistent with risk alignment.

The following parameters may also be considered by the Nomination and Remuneration Committee & the board for assessing performance and suitable risk adjustments

- a) Overall financial soundness such as GWP, Net-Worth position, solvency, growth in AUM, Net Profit, etc.;
- b) Compliance with Expenses of Management (EOM) Regulations;
- c) Claim efficiency in terms of settlement and outstanding;
- d) Improvement in grievance redressal status/ position;
- e) Reduction in Unclaimed Amounts of policyholders;
- f) Renewal Rate or Persistency Rate;
- g) Overall Compliance status with respect to all applicable laws.

The Remuneration Policy is designed to attract, motivate and retain performing employees in a competitive market. The compensation structure is designed to ensure that every employee receives a portion of their total compensation tied to individual or company performance, aligning with company's pay for performance philosophy. For senior management, variable pay-outs are contingent upon both individual contributions and organisations overall performance. The organisation aims for increased variable pay at senior levels, fostering a greater emphasis on performance driven rewards.

5.13 The results of reinsurance inward are accounted as per last available statement of accounts/confirmation from ceding insurers.

5.14 Operating Lease Commitments

The Company has taken on lease office premises. Lease payments on cancellable and non cancellable lease of ₹ 3,499 lakhs (previous year ₹ 3,338 lakhs) are charged to Revenue Account. The future minimum lease payments in respect of non cancellable leases as at the balance sheet date are as under:

(Amount in Rs. Lakhs)

| Particulars | As at 31.03.2025 | As at 31.03.2024 |
|---|------------------|------------------|
| Payable not later than one year | 761 | 1255 |
| Payable later than one year but not later than five years | 174 | 659 |
| Payable later than five years | - | - |
| Total | 935 | 1,914 |

5.15 Disclosure required under section 22 of Micro, Small and Medium Enterprise Development Act, 2006

(Amount in Rs. Lakhs)

| Particulars | As at 31.03.2025 | As at 31.03.2024 |
|---|------------------|------------------|
| i. Principal amount and interest due thereon remaining unpaid to any supplier covered under MSMED Act. | 936 | 602 |
| ii. Amount of interest paid by the Company in terms of Section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year. | 84 | 76 |
| iii. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act. | - | - |
| iv. The amount of interest accrued and remaining unpaid | - | 0.03 |
| v. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of MSMED Act, 2006 | - | - |
| Total | 1,020 | 678 |

The above information regarding dues to Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information collected with the Company.

5.16 Detailed list of Related parties

| S. No | Nature of Relationship | Name of party |
|-------|---|--|
| 1 | Holding Company | Religare Enterprises Limited |
| 2 | Subsidiaries of immediate Holding Company | Religare Finvest Limited Religare Capital Markets Limited Religare Broking Limited Religare Credit Advisor Private Limited (Formerly Religare Credit Advisors LLP) MIC Insurance Web Aggregator Private Limited (MIC) ¹ Religare Care Foundation (Section 8 Company) |
| 3 | Subsidiaries of fellow Subsidiaries | Religare Housing Development Finance Corporation Limited Religare Commodities Limited Religare Capital Markets International (Mauritius) Limited Religare Capital Markets (Europe) Limited Religare Capital Markets (UK) Limited Religare Capital Markets Corporate Finance Pte Limited Religare Capital Markets Inc. Religare Capital Markets (Hong kong) Ltd. Tobler (UK) Limited Kyte Management Limited Religare Capital Markets (Singapore) Pte Limited Bartleet Religare Securities (Private) Limited Bartleet Asset Management (Private) Limited Strategic Research Limited Bartleet Wealth Management (Private) Limited (Formerly Religare Bartleet Capital (Markets) Private Limited Religare Advisors Limited (Formerly Known as Religare Wealth Management Limited) Religare Business Solutions Limited Religare Digital Solutions Limited |
| 4 | Individuals owning, directly or indirectly, interest in the voting power that gives them control or significant influence over the enterprise, and relatives of any such individual | Nil |

| S. No | Nature of Relationship | Name of party |
|-------|--|--|
| 5 | Key management personnels | Mr. Anuj Gulati Mr. Ajay Shah Mr. Nitin Katyal Mr. Anoop Singh Mr. Manish Dodeja Mr. Yogesh Kumar Ms. Bhawana Jain ² Mr. Sanjeev Meghani ³ Mr. Kolla Suresh ⁴ Mr. Irvinder Singh Kohli ⁵ Mr. Chandrakant Mishra ⁶ Mr. Chandra Shekhar Dwivedi ⁷ Mr. Pankaj Gupta ⁸ Mr. Ambrish Jindal ⁹ |
| 6 | Enterprises over which Key Management Personnel / Relatives thereof are having Significant Influence | Nil |

¹ Related part w.e.f. 08th December, 2023

² Ceased to be related party w.e.f. 31st July, 2023

³ Ceased to be related party w.e.f. 31st July, 2023

⁴ Appointed w.e.f 01st March, 2024

⁵ Resigned w.e.f. 15th March, 2024

⁶ Supperannuated w.e.f. 29th February, 2024

⁷ Appointed w.e.f 04th May, 2024

⁸ Ceased to be Related Party w.e.f. 09th October, 2024

⁹ Appointed w.e.f 05th November, 2024

5.17 Summary of significant related party transactions

(Amount in Rs. Lakhs)

| S. No | Name of the Related Party | Nature of Relationship with the Company | Description of Transactions/Categories | As at 31st March, 2025/ For the year ended 31st March, 2025 | As at 31st March 2024/ For the year ended 31st March, 2024 |
|-------|--|---|---|---|--|
| 1 | Religare Enterprises Limited | Holding Company | Reimbursement of Expense | 27 | 101 |
| | | | Receipt/Refund of Premium | 17 | 15 |
| | | | Receipt of Share Capital Including Security Premium | - | - |
| | | | Premium Received in Advance / Cash Deposit | 2 | 1 |
| 2 | Religare Finvest Limited | Fellow Subsidiary | Receipt/Refund of Premium | 78 | 74 |
| | | | Premium Received in Advance/ Cash Deposit | 10 | 12 |
| 3 | Religare Broking Limited | Fellow Subsidiary | Commission Payable | 36 | 47 |
| | | | Commission Expenses | 261 | 177 |
| | | | Premium Received in Advance/ Cash Deposit | 4 | 17 |
| | | | Receipt/Refund of Premium | 231 | 260 |
| 4 | Religare Housing Development Finance Corporation Limited | Subsidiary of Fellow Subsidiary | Receipt/Refund of Premium | 79 | 67 |
| | | | Premium Received in Advance/ Cash Deposit | 7 | 4 |
| 5 | MIC Insurance Web Aggregator Private Limited(MIC)* | Fellow Subsidiary | Commission Payable | 0 | 0 |
| | | | Commission Expenses | 3 | 1 |
| | | | Premium Received in Advance/ Cash Deposit | 0 | 0 |
| 6 | Mr. Anuj Gulati/ Mr. Ajay Shah/ Mr. Chandrakant Mishra ¹ / Mr. Nitin Katyal/ Mr Anoop Singh/ Ms. Bhawna Jain ² / Mr. Manish Dodeja/ Mr. Chandra Shekhar Dwivedi ³ / Mr.Sanjeev Meghani ⁴ / Mr. Irvinder Singh Kohli ⁵ / Mr.Yogesh Kumar ⁶ / Mr. Kolla Suresh ⁷ / Mr. Pankaj Gupta ⁸ / Mr. Ambrish Jindal ⁹ | Key Management Personnel | Remuneration [^] | 2,100 | 2,143 |
| | | | Claims | 11 | - |
| | | | Receipt/Refund of Premium from KMP | 2 | 3 |
| | | | Receipt of Share Capital Including Security Premium | 199 | 6,857 |

¹Ceased to be Related Party wef 29th February, 2024

²Ceased to be related party w.e.f. 31st July, 2023

³Appointed w.e.f. 04th May, 2024

⁴Ceased to be related party w.e.f. 31st July, 2023

⁵Ceased to be related party w.e.f. 15th March, 2024

⁶Appointed w.e.f. 07th November, 2022

⁷Appointed w.e.f. 01th March, 2024

⁸Ceased to be Related Party w.e.f. 09th October, 2024

⁹Appointed w.e.f. 05th November, 2024

* Related Party w.e.f. 08th December, 2023

[^] KMP remuneration paid during the year.

Notes:

1 Premium is net of refund/reciept.

2 Above figures does not include perquisites calculated on exercise on equity stock options by KMPs.

3 Premium and claims related transactions during the ordinary course of business with relatives of KMP's are excluded from this disclosure.

4 Shares exercised by employees of REL under ESOP scheme is not considered as related party transaction.

5.18 Employee Benefits

A. Gratuity and Leave Encashment

The following tables summarize the components of the net employee benefit expenses recognized in the Revenue Account and Profit and Loss Account, the fund status and amount recognized in the balance sheet for the gratuity and leave encashment, and give the disclosure relating to actuarial valuation of leave encashment and gratuity liability.

Disclosures relating to actuarial valuation of Leave encashment and gratuity liability:

(Amount in Rs. Lakhs)

| | | Leave Encashment | | Gratuity | |
|-----|---|--|--|--|--|
| | | 2024-25 | 2023-24 | 2024-25 | 2023-24 |
| I | Assumptions | | | | |
| | Mortality | Indian Assured Lives Mortality (2012-14) Ult* | Indian Assured Lives Mortality (2012-14) Ult* | Indian Assured Lives Mortality (2012-14) Ult* | Indian Assured Lives Mortality (2012-14) Ult* |
| | Discount Rate | 6.35% | 6.95% | 6.35% | 6.95% |
| | Rate of increase in compensation | 7.00% | 6.00% | 7.00% | 6.00% |
| | Rate of return(expected) on plan assets | NA | NA | 6.35% | 6.95% |
| | Withdrawal rates | 18-35: 65% p.a., 36-45: 45% p.a., 46 and above: 25% p.a. and for CEO & + 10% | 18-35: 65% p.a., 36-45: 45% p.a., 46 and above: 25% p.a. and for CEO & + 10% | 18-35: 65% p.a., 36-45: 45% p.a., 46 and above: 25% p.a. and for CEO & + 10% | 18-35: 65% p.a., 36-45: 45% p.a., 46 and above: 25% p.a. and for CEO & + 10% |
| | Expected average remaining working lives of employees | 2.10 | 2.04 | 2.10 | 2.04 |
| II | Changes in present value of obligations | | | | |
| | DBO at beginning of year | 1,020 | 843 | 2,951 | 2,365 |
| | Interest Cost | 64 | 54 | 163 | 133 |
| | Current Service Cost | 263 | 237 | 445 | 381 |
| | Benefits Paid | (196) | (146) | (334) | (219) |
| | Actuarial gain/(loss) on obligation | (51) | (32) | (468) | (291) |
| | DBO at end of year | 1,201 | 1,020 | 3,692 | 2,951 |
| III | Changes in fair value of plan assets | | | | |
| | Fair Value of Plan Assets at beginning of year | NA | | 2,493 | 1,822 |
| | Expected Return of Plan Assets | | | 148 | 99 |
| | Contributions made | | | 457 | 543 |
| | Benefits paid | | | (334) | (219) |
| | Actuarial gain / (loss) on plan assets | | | 44 | 249 |
| | Fair Value of Plan Assets at end of year | | | 2,808 | 2,493 |

| | | Leave Encashment | | Gratuity | |
|------|---|------------------|---------|----------|---------|
| | | 2023-24 | 2022-23 | 2023-24 | 2022-23 |
| IV | Fair Value of Plan Assets | | | - | |
| | Fair Value of Plan Assets at beginning of year | - | - | 2,493 | 1,822 |
| | Actual Return of plan assets | - | - | 192 | 348 |
| | Contributions made | - | - | 457 | 543 |
| | Benefit paid | - | - | (334) | (219) |
| | Fair Value of Plan Assets at end of year | - | - | 2,808 | 2,493 |
| V | Actuarial Gain/(loss) Recognised | | | | |
| | Actuarial Gain/(loss) for the year (Obligation) | (51) | (32) | (468) | (291) |
| | Actuarial Gain/(loss) for the year (Plan Assets) | N.A | N.A | 44 | 249 |
| | Total Gain/(Loss) for the year | (51) | (32) | (424) | (43) |
| | Actuarial Gain/(loss) Recognised for the year | (51) | (32) | (424) | (43) |
| | Unrecognised Actuarial Gain /(Loss) at the end of year | NIL | NIL | NIL | NIL |
| VI | Amounts to be recognised in the balance sheet | | | | |
| | DBO at the end of year | 1,201 | 1,020 | 3,692 | 2,951 |
| | Fair Value of Plan Assets at end of year | N.A | N.A | 2,808 | 2,493 |
| | Funded Status deficit/(surplus) | 1,201 | 1,020 | 884 | 457 |
| | Unrecognised Actuarial Gain /(Loss) | NIL | NIL | NIL | NIL |
| | Net (Asset)/Liability recognised in the balance sheet | 1,201 | 1,020 | 884 | 457 |
| VII | Expense Recognised | | | | |
| | Current Service Cost | 263 | 237 | 445 | 381 |
| | Interest Cost | 64 | 54 | 163 | 133 |
| | Expected Return on Plan Assets | N.A | N.A | (148) | (99) |
| | Net Actuarial Loss / (Gain) recognised for the year | 51 | 32 | 424 | 43 |
| | Expense recognised in the statement of P&L A/c | 378 | 323 | 884 | 457 |
| VIII | Movements in the liability recognised in Balance Sheet | | | | |
| | Opening Net Liability | 1,020 | 843 | 457 | 543 |
| | Expenses as above | 378 | 323 | 884 | 457 |
| | Benefits paid/Contribution made | (196) | (146) | (457) | (543) |
| | Closing Net Liability | 1,201 | 1,020 | 884 | 457 |
| IX | | | | | |
| | Current liability | 562 | 484 | 884 | 457 |
| | Non current liability | 639 | 536 | - | - |
| | Closing Net Liability | 1,201 | 1,020 | 884 | 457 |

Employee's Benefits – Gratuity Experience Adjustment

(Amount in Rs. Lakhs)

| | 31.03.2021 | 31.03.2022 | 31.03.2023 | 31.03.2024 | 31.03.2025 |
|--|------------|------------|------------|------------|------------|
| Benefit obligation | 1,575 | 2,034 | 2,365 | 2,951 | 3,692 |
| Fair Value of Plan Assets | 1,442 | 1,596 | 1,822 | 2,493 | 2,808 |
| Funded Status Deficit / (Surplus) | 134 | 437 | 543 | 457 | 884 |
| Experience Adjustment on plan liabilities (loss) | (91) | (270) | (293) | 285 | 337 |
| % of plan liabilities | -5.79% | -13.27% | -12.40% | 9.66% | 9.13% |
| Experience Adjustment on plan Assets (loss) | 229 | 94 | (14) | 249 | 44 |
| % of plan Assets | 15.91% | 5.88% | -0.74% | 9.97% | 1.57% |
| Actuarial (Gain) / Loss due to change in Assumptions | 21 | (17) | (121) | 6 | 131 |

Employee's Benefits – Leave Encashment Experience Adjustment

(Amount in Rs. Lakhs)

| | 31.03.2021 | 31.03.2022 | 31.03.2023 | 31.03.2024 | 31.03.2025 |
|--|------------|------------|------------|------------|------------|
| Benefit obligation | 661 | 788 | 843 | 1,020 | 1,201 |
| Fair Value of Plan Assets | - | - | - | - | - |
| Funded Status Deficit / (Surplus) | 661 | 788 | 843 | 1,020 | 1,201 |
| Experience Adjustment on plan liabilities (loss) | 17 | (41) | (70) | (30) | (15) |
| % of plan liabilities | 2.63% | -5.15% | -8.28% | -2.92% | -1.28% |
| Experience Adjustment on plan Assets (loss) | NA | NA | NA | NA | NA |
| % of plan Assets | NA | NA | NA | NA | NA |
| Actuarial Gain / (Loss) due to change in Assumptions | (8) | 6 | 36 | (2) | (35) |

B. Defined Contribution Plan

The Company's employees are covered by Statutory Provident Fund, Statutory Pension Fund, Employee State Insurance and Employee Labour Welfare Fund to which the Company makes a defined contribution measured as fixed percentage of Salary. During the year amount of ₹ 3,847 Lakhs (Previous Year ₹ 3,483 Lakhs) has been charged to Revenue or Profit and Loss Account towards contribution to above schemes/benefits.

5.19 Deferred Tax

In the presence of the profits during the current and the earlier years and certainty of availability of future taxable income, the Company has recognized Deferred Tax Assets of Rs. 4,402 lakhs during the current year as detailed below:

| | As at 31.03.2025 | As at 31.03.2024 |
|---|------------------|------------------|
| Deferred tax assets | | |
| Expenditure covered by section 43B of Income-tax Act, 1961 | 1,334 | 977 |
| Provisions including unexpired risk reserve | 2,855 | 3,060 |
| Excess/Shortage of depreciation/amortization of fixed assets under income-tax law over depreciation/amortization provided in accounts | 213 | 86 |
| Total deferred tax assets recognised in the books of accounts | 4,402 | 4,123 |

5.20 Earnings Per Share

Basic earnings per equity share have been computed by dividing net profit (loss) after tax by the weighted average number of equity shares outstanding for the year.

| | Particulars | Units | Year ended 31.3.2025 | Year ended 31.3.2024 |
|---|--|------------------------|-------------------------|-------------------------|
| a | Net profit after tax | ₹ In Lakhs | 15,518 | 30,489 |
| b | Weighted average of number of equity shares used in computing basic earnings per share | No. of Shares in lakhs | 9,728 | 9,579 |
| c | Basic earnings per share (a/b) | ₹ | 1.60 | 3.18 |
| d | Weighted average of number of potential equity shares | No. of Shares in lakhs | 14 | 19 |
| e | Diluted earnings per share $[a/(b+d)]$ | ₹ | 1.59 | 3.18 |

*For the purpose of calculating weighted average number of potential equity shares, valuation report as on 31st March, 2025 has been considered.

5.21 The amount of foreign exchange gain / (loss) booked in Profit and Loss account is Rs. 84 Lakhs [Previous year Rs. (24) lakhs].

5.22 Actuarial assumptions of claims where claims period exceeds four years

Currently the Company has not underwritten any policy, where the claim payment term exceeds 4 years. Hence, no actuarial valuation is required.

5.23 Share Capital

Authorized share capital of the Company as on 31st March, 2025 is Rs. 1,30,000 lakhs. The Company has allotted Rs. 214 lakhs (Previous year: Rs. 2,981 lakhs) worth of equity shares (face value of Rs. 10) during the year.

5.24 Penal Actions Details by Various Government Authorities during the year

(Amount in Rs. Lakhs)

| S. No. | Authority | Non-Compliance/ Violation | Penalty Awarded | Penalty Paid | Penalty Waived/ Reduced |
|--------|---|------------------------------|--------------------|-----------------|----------------------------|
| 1 | Insurance Regulatory and Development Authority | - | 100 | 50 ¹ | - |
| 2 | Goods and Service Tax Authorities- | - | - | 0.57 | - |
| 3 | Income Tax Authorities | - | - | - | - |
| 4 | Any Other Tax Authorities | - | - | - | - |
| 5 | Enforcement Directorate / Adjudicating Authority / Tribunal or any Authority under FEMA | - | - | - | - |
| 6 | Registrar of Companies/ NCLT/ CLB/ Department of Corporate Affairs or any Authority under Companies Act, 2013 | - | - | - | - |
| 7 | Penalty awarded by any Court/ tribunal for any matter including claim settlement but excluding Compensation | - | - | - | - |
| 8 | Securities and Exchange Board of India | - | - | - | - |
| 9 | Competition Commission of India | - | - | - | - |
| 10 | Any other Central/State/Local Government/Statutory Authority | - | - | - | - |

¹ Refer Note 5.1.2.

5.25 Summary of Financial Statements:

(Amount in Rs. Lakhs)

| S.No. | Particulars | 2024-25 | 2023-24 | 2022-23 | 2021-22 | 2020-21 |
|-------|---|----------|----------|----------|----------|----------|
| | OPERATING RESULTS | | | | | |
| 1 | Gross Direct Premium | 8,31,825 | 6,86,446 | 5,14,153 | 3,88,091 | 2,55,975 |
| 2 | Gross Written Premium | 8,56,199 | 7,02,193 | 5,23,770 | 3,94,744 | 2,58,802 |
| 3 | Net Earned Premium Income | 6,34,722 | 5,32,868 | 3,93,204 | 2,51,084 | 1,72,947 |
| 4 | Income from Investments (net) | 36,758 | 26,800 | 17,910 | 13,225 | 10,595 |
| 5 | Other Income | - | - | - | - | - |
| 6 | Contribution from the Shareholders a/c | | | | | |
| | - Towards excess EOM | - | 8,081 | 41,417 | 31,870 | 24,021 |
| | - Others -Towards Remuneration of MD/CEO/WTG/KMPs | 913 | 358 | - | - | - |
| 7 | Total Income | 6,71,480 | 5,59,668 | 4,11,115 | 2,64,309 | 1,83,542 |
| 8 | Commission (Net) - Including Brokerage | 1,35,684 | 1,07,024 | 44,270 | 11,017 | 2,661 |
| 9 | Operating Expenses | 1,22,249 | 1,17,698 | 1,32,271 | 1,07,080 | 72,104 |
| 10 | Net Incurred Claims | 4,09,589 | 3,07,427 | 2,11,618 | 1,63,373 | 95,382 |
| 11 | Premium Deficiency | - | - | - | (13,588) | 11,142 |
| 12 | Change in Unexpired Risk Reserve | 38,549 | 71,800 | 65,884 | 57,758 | 25,136 |
| 13 | Operating Profit/Loss * | 3,958 | 27,519 | 22,957 | (3,573) | 2,253 |
| | NON-OPERATING RESULTS | | | | | |
| 14 | Total Income under Shareholders Account | 16,862 | 13,487 | 9,841 | 5,128 | 5,296 |
| 15 | Profit /(loss) before tax | 20,820 | 41,006 | 32,798 | 1,555 | 7,549 |
| 16 | Provision for Tax (Net of Mat Credit) | 5,302 | 10,517 | 8,212 | 405 | (2,674) |
| 17 | Profit/(Loss) after tax | 15,518 | 30,489 | 24,586 | 1,150 | 10,223 |
| | Miscellaneous | | | | | |
| 18 | Policyholder's Account: | | | | | |
| | a) Total funds | 5,93,311 | 4,50,257 | 3,15,513 | 2,46,044 | 1,72,517 |
| | b) Total Investments | | | | | |
| | c) Yield on Investments | 7.22% | 7.09% | 6.47% | 6.68% | 7.28% |
| 19 | Shareholder's Account: | | | | | |
| | a) Total funds | 2,46,633 | 2,13,035 | 1,92,116 | 1,10,564 | 90,984 |
| | b) Total Investments | | | | | |
| | c) Yield on Investments | 7.60% | 7.15% | 6.97% | 6.08% | 6.8% |

(Amount in Rs. Lakhs)

| S.No. | Particulars | 2024-25 | 2023-24 | 2022-23 | 2021-22 | 2020-21 |
|-------|----------------------------|----------|----------|----------|----------|----------|
| 20 | Paid Up Equity Capital | 97,418 | 97,204 | 94,223 | 90,857 | 84,104 |
| 21 | Net Worth | 2,33,120 | 2,16,982 | 1,74,918 | 1,20,737 | 1,03,886 |
| 22 | Total Assets(Net) | 9,02,089 | 7,11,297 | 5,51,640 | 3,89,729 | 2,91,726 |
| 23 | Yield on total investments | 7.34% | 7.09% | 6.75% | 6.59% | 6.83% |
| 24 | Earning Per Share (₹) | 1.60 | 3.18 | 2.65 | 0.13 | 1.26 |
| 25 | Book value per Share (₹) | 23.93 | 22.32 | 18.56 | 13.29 | 12.35 |
| 26 | Total Dividend | - | - | - | - | - |
| 27 | Dividend Per share | - | - | - | - | - |
| 28 | Solvency Ratio | 1.68 | 1.74 | 1.82 | 1.85 | 2.45 |

* Does not include amounts transferred from shareholder's account

5.26 Employee Stock Option Plan (ESOP)

Details of ESOPs that existed during the financial year

Employee Stock Option Scheme 2010

(Amount in Rs. Lakhs)

| Series | Date of Grant | Number Granted | Maximum term of options granted | Vesting Conditions | Exercise Price per option | Estimated fair value of share granted |
|------------|---------------|----------------|----------------------------------|--|---------------------------|---------------------------------------|
| Series-I | 29-Dec-10 | 18,56,250 | 9 years from the date of vesting | 20% on expiry of 12 months from grant date | 10 | 10 |
| Series-II | 14-Mar-11 | 1,23,68,750 | | 20% on expiry of 24 months from grant date | | |
| Series-III | 5-Aug-11 | 13,00,000 | | 20% on expiry of 36 months from grant date 40% on expiry of 48 months from grant date | | |

Employee Stock Option Scheme 2014

| Series | Date of Grant | Number Granted | Maximum term of options granted | Vesting Conditions | Exercise Price per option | Estimated fair value of share granted |
|------------------|---------------|----------------|----------------------------------|---|---------------------------|---------------------------------------|
| Series-I | 28-Jul-14 | 95,75,000 | 9 years from the date of vesting | 33% on expiry of 12 months from grant date 33% on expiry of 24 months from grant date 34% on expiry of 36 months from grant date | 10.00 | 10.00 |
| Series-II | 27-Apr-15 | 77,80,000 | | | | |
| Series-III | 4-Jul-15 | 19,83,500 | | | | |
| Series-IV | 30-Sep-15 | 31,11,500 | | | | |
| Series-V | 30-Nov-15 | 28,92,550 | | | | |
| Series-VI | 2-Feb-16 | 22,24,080 | | | | |
| Series-VII | 30-Mar-16 | 14,98,150 | | | | |
| Series-VIII | 30-Jun-16 | 18,43,200 | | | | |
| Series-IX | 3-Mar-17 | 6,33,600 | | | | |
| Series-X | 31-Mar-17 | 8,61,120 | | | | |
| Series-XI | 31-Jul-18 | 40,61,707 | | 100% on expiry of 12 months from grant date | 10.00 | 21.85 |
| Series-I | 6-Nov-18 | 2,88,68,288 | | 33.33% on expiry of 12 months from grant date 33.33% on expiry of 24 months from grant date 33.34% on expiry of 36 months from grant date | 21.85 | 21.85 |
| Series-II | 6-Nov-18 | 1,73,61,155 | | | 10.00 | 21.85 |
| Series-III | 7-Feb-19 | 2,43,160 | | | 10.00 | 26.10 |
| Series-IV | 28-Jun-19 | 5,84,584 | | | 34.31 | 34.31 |
| Series-V | 19-Nov-19 | 23,11,376 | | | 10.00 | 34.31 |
| Series-VI | 19-Nov-19 | 6,57,979 | | | 34.31 | 34.31 |
| Series-VII - New | 4-Aug-20 | 73,97,825 | | | 37.89 | 37.89 |
| Series-VIII* | 17-Jan-22 | 2,77,58,288 | | 1st vesting - 33.33% Upon completion of: (a) 1 (one) year from the date of grant; and (b) 1 (one) year from date on which the primary issue of minimum INR 250 Crores is completed by the Company ("Vesting Commencement Date") 2nd vesting - 33.33% Upon completion of: (a) 2 (two) years from the date of grant; and (b) 2 (two) years from the Vesting Commencement Date 3rd Vesting - Earlier of: (a) 5 (five) years from the grant date of the Options to the REL Employee; or (b) the Listing. Notwithstanding anything contained in above vesting schedule, in the event of listing, vesting of all the restricted options shall be accelerated subject to the application terms of the ESOP schemes. | 45.32 | 45.32 |

*Options pertains to Religare Enterprises Limited Employees.

Original grant of 27,758,288 options was made on 17th January, 2022. Out of this grant, 22,711,327 options were re-granted on 13th June, 2022.

CEO Scheme 2014

| Series | Date of Grant | Number Granted | Maximum term of options granted | Vesting Conditions | Exercise Price per option | Estimated fair value of share granted |
|--|---------------|----------------|----------------------------------|--|---------------------------|---------------------------------------|
| Category-1 (in lieu of surrender of Options granted under 2010 Scheme) | 28-Jul-14 | 20,00,000 | 9 years from the date of vesting | 100% on expiry of 12 months from grant date | 10.00 | 10.00 |
| Category-1 (new Grant) | 28-Jul-14 | 22,85,714 | | 33% on expiry of 12 months from grant date 33% on expiry of 24 months from grant date 34% on expiry of 36 months from grant date | | |
| Category-2 | 28-Jul-14 | 13,31,250 | | 100% on expiry of 12 months from grant date | | |
| Category-3 | 28-Jul-14 | 75,00,000 | | 31 Mar'16 | | |
| Category-1 (new Grant) | 27-Apr-15 | 17,14,286 | | 33% on expiry of 12 months from grant date 33% on expiry of 24 months from grant date 34% on expiry of 36 months from grant date | | |
| Category-2 | 27-Apr-15 | 6,68,750 | | 100% on expiry of 12 months from grant date | | |
| Category-3 | 27-Apr-15 | 45,00,000 | | April 27, 2016 | | |
| Category-1 (new Grant) | 4-Jul-15 | 4,28,571 | | 33% on expiry of 12 months from grant date 33% on expiry of 24 months from grant date 34% on expiry of 36 months from grant date | | |
| Category-2 | 4-Jul-15 | - | | 100% on expiry of 12 months from grant date | | |
| Category-3 | 4-Jul-15 | 8,57,143 | | July 4, 2016 | | |
| Category-1 (new Grant) | 30-Sep-15 | 4,28,571 | | 33% on expiry of 12 months from grant date 33% on expiry of 24 months from grant date 34% on expiry of 36 months from grant date | | |
| Category-2 | 30-Sep-15 | - | | 100% on expiry of 12 months from grant date | | |
| Category-3 | 30-Sep-15 | 8,57,143 | | September 30, 2016 | | |
| Category-1 (new Grant) | 30-Nov-15 | 4,28,571 | | 33% on expiry of 12 months from grant date 33% on expiry of 24 months from grant date 34% on expiry of 36 months from grant date | | |
| Category-2 | 30-Nov-15 | - | | 100% on expiry of 12 months from grant date | | |
| Category-3 | 30-Nov-15 | 8,57,143 | | November 30, 2016 | | |
| Category-1 (new Grant) | 2-Feb-16 | 4,28,571 | | 33% on expiry of 12 months from grant date 33% on expiry of 24 months from grant date 34% on expiry of 36 months from grant date | | |
| Category-2 | 2-Feb-16 | - | | 100% on expiry of 12 months from grant date | | |
| Category-3 | 2-Feb-16 | 8,57,143 | | February 2, 2017 | | |
| Category-1 (new Grant) | 30-Mar-16 | 4,28,571 | | 33% on expiry of 12 months from grant date 33% on expiry of 24 months from grant date 34% on expiry of 36 months from grant date | | |
| Category-2*** | 30-Mar-16 | 7,14,285 | | 100% on expiry of 12 months from grant date | | |
| Category-3 | 30-Mar-16 | 8,57,143 | | March 30, 2017 | | |

CEO Scheme 2014

| Series | Date of Grant | Number Granted | Maximum term of options granted | Vesting Conditions | Exercise Price per option | Estimated fair value of share granted |
|------------------------|---------------|----------------|----------------------------------|--|---------------------------|---------------------------------------|
| Category-1 (new Grant) | 30-Jun-16 | 4,07,143 | 9 years from the date of vesting | 33% on expiry of 12 months from grant date 33% on expiry of 24 months from grant date 34% on expiry of 36 months from grant date | | |
| Category-2 | 30-Jun-16 | - | | 100% on expiry of 12 months from grant date | | |
| Category-3 | 30-Jun-16 | 8,14,286 | | June 30, 2017 | | |
| Category-1 (new Grant) | 3-Mar-17 | 1,62,297 | | 33% on expiry of 12 months from grant date 33% on expiry of 24 months from grant date 34% on expiry of 36 months from grant date | | |
| Category-2 | 3-Mar-17 | - | | 100% on expiry of 12 months from grant date | | |
| Category-3 | 3-Mar-17 | 3,24,593 | | March 30, 2018 | | |
| Category-1 (new Grant) | 31-Mar-17 | 2,45,145 | | 33% on expiry of 12 months from grant date 33% on expiry of 24 months from grant date 34% on expiry of 36 months from grant date | | |
| Category-2 | 31-Mar-17 | 2,71,529 | | 100% on expiry of 12 months from grant date | | |
| Category-3 | 31-Mar-17 | 4,90,291 | | March 31, 2018 | | |
| Category-1 (new Grant) | 31-Jul-18 | 4,71,130 | | 100% on expiry of 12 months from grant date | 10.00 | 21.85 |
| Category-2 | 31-Jul-18 | 1,57,043 | | | | |
| Category-3 | 31-Jul-18 | 9,42,259 | | | | |
| Series-I* | 6-Nov-18 | 27,00,000 | | 33% on expiry of 12 months from grant date | 21.85 | 21.85 |
| Series-II | 6-Nov-18 | 1,55,61,816 | | 33% on expiry of 24 months from grant date | 10.00 | 21.85 |
| Series-III | 7-Feb-19 | 2,24,463 | | 34% on expiry of 36 months from grant date | 10.00 | 26.10 |
| Series-IV | 28-Jun-19 | 5,39,618 | | 33% on expiry of 12 months from grant date 33% on expiry of 24 months from grant date | 34.31 | 34.31 |
| Series-V | 19-Nov-19 | 21,62,040 | | 34% on expiry of 36 months from grant date | 34.31 | 34.31 |
| Series-VI - New* | 13-Jul-20 | 35,09,002 | | November 6, 2021 | 37.89 | 37.89 |
| Series-VII - New* | 13-Jul-20 | 70,15,898 | | 100% on expiry of 12 months from grant date | 37.89 | 37.89 |
| Series-VIII - New | 13-Jul-20 | 1,66,33,239 | | 33% on expiry of 12 months from grant date 33% on expiry of 24 months from grant date | 34.31 | 34.31 |
| Series-IX - New | 14-Aug-20 | 67,10,402 | | 34% on expiry of 36 months from grant date | 34.31 | 34.31 |

Note 1: All the grants mentioned above to be settled in equity only.

*10,524,900 options out of Series-I which was granted on 06th November, 2018 were cancelled & re-granted to Series-VI & Series-VII on 13th July, 2020.

Summary of Status of Company's ESOP Schemes

| Particulars | As at 31.03.2025 | As at 31.03.2024 |
|---|------------------|------------------|
| Number of Options Outstanding at the beginning of the Financial year | 2,25,39,362 | 5,23,52,456 |
| Add: Issued During the financial year | - | - |
| Less: Cancellation of Options due to resignations / surrender 2024-25 | - | - |
| Less: Options exercised during the year | 21,40,756 | 2,98,13,094 |
| Options outstanding at the end of year | 2,03,98,606 | 2,25,39,362 |
| Exercisable at the end of the financial year | 18,92,155 | 40,32,911 |

For options outstanding, the exercise price ranges between Rs. 10 to Rs. 45.32 and weighted average remaining contractual life of these grants ranges between 6 to 11 years.

The weighted average price of options exercised during the year ended on 31st March, 2025 is Rs. 28.95

The Company follows the intrinsic method for computing the compensation cost, for options granted under the scheme(s). The difference between the fair value and the grant price, being the compensation cost is recognized as deferred stock option expense and is charged to Revenue Account and Profit and Loss Account on straight line basis over the vesting period of options.

Had the Company followed fair value method based on Black-Scholes model valuing its options, compensation cost for the year ended would have been higher by Rs. 542 lakhs (March 31, 2024: Rs. 1,432 lakhs) and the profit after tax would have been lower by Rs.401 lakhs (March 31, 2024: Rs. 1,060 lakhs) and the Company's basic and diluted earnings per share would have been Rs. 1.55 (March 31, 2024: Rs. 3.08) and Rs. 1.55 (March 31, 2024: Rs. 3.08) respectively.

5.27 Phantom Stocks:

During the financial year 2023-24, 2,445,715 Phantom Stocks were granted to Key managerial persons (KMP). Out of these stocks 337,904 stocks were cancelled during FY 2024-25. As on 31st March, 2025, 2,107,811 phantom stocks are outstanding which will be vested in equal proportion annually over 3 years from the grant date and will be settled in cash at the time of exercise of rights by KMP's (Including MD and CEO) as per the terms and conditions of Phantom Stocks Plan.

The Company follows intrinsic value method for computing the cost of Phantom Stocks. Accordingly, the difference between the grant price and fair market value of Company's equity shares as on 31st March, 2025 has been recognised in the books of accounts to be amortised over the vesting period. Amount recognised during the year is Rs. 764.63 lakhs (Previous year: Rs. 18.83 Lakhs).

5.28 Corporate Social Responsibility:

During the year ended 31st March, 2025 the Company has incurred expenditure towards CSR activities which are as below:

(a) Gross amount required to be spent by the Company during the year was Rs. 502.39 Lakhs (previous year: Rs. 279.34 lakhs)

(b) Amount approved by the Board to be spent during the year Rs 502.39 lakhs (previous year: Rs.279.34 lakhs)

Details of amount spent during the year is as under:

(Amount in Rs. Lakhs)

| Particulars | For the Year ended 31.3.2025 | For the Year ended 31.3.2024 |
|---|---------------------------------|---------------------------------|
| (i) Construction/acquisition of any asset | - | - |
| (ii) On purposes other than (i) above | | |
| (a) Payment of honorarium and other expenses of the Asha Schools run by Army Wives Welfare Associations (AWWA) | 196 | 213 |
| (b) Supporting Yogeshwar Dutt Sports & Education Trust for construction and infrastructural development at Yogeshwar Dutt Wrestling Academy, Rohtak | 145 | - |
| (c) Renovation, upgradation and maintenance of Prem Mahavidyalaya, Mathura, Uttar Pradesh | - | 15 |

Details of ongoing projects and total amount transferred to Unspent CSR Account as per Section 135(6)

(Amount in Rs. Lakhs)

| Liability Year | Opening Balance | | Amount required to be spent during the year | Amount spent during the year | | Closing Balance | |
|----------------|-----------------|--------------------------|---|------------------------------|---------------------------------|-----------------|---------------------------------|
| | With Company | Separate CSR Unspent A/c | | By Company's bank A/c | By Separate CSR Unspent Account | With Company | In Separate CSR Unspent Account |
| 2023-24 | - | 51 | - | - | 37 | - | 14 |
| 2024-25 | - | - | 502 | 341 | - | - | 161 |

Note: The unspent amount for FY 2024-25 has been transferred to unspent CSR account within 30 days from the end of the financial year, in accordance with the Companies Act, 2013 read with the CSR Amendment Rules.

5.29 Following Expense has been booked for various activities being carried out by Statutory Auditors

(Amount in Rs. Lakhs)

| Particulars | For the Year Ended 31st March 2025 | For the Year Ended 31st March 2024 |
|---------------------------|---------------------------------------|---------------------------------------|
| Statutory Audit Fees | 47 | 44 |
| Tax Audit & Certification | 12 | 11 |
| Out of Pocket Expenses | 4 | 3 |
| Total | 63 | 58 |

5.30 Disclosure of expenses related to outsourcing activities

(Amount in Rs. Lakhs)

| Particulars | For the Year Ended 31st March 2025 | For the Year Ended 31st March 2024 |
|---|---------------------------------------|---------------------------------------|
| Total Outsourcing Expenses | 15,889 | 12,624 |
| Breakup of outsourcing expenses related to: | | |
| 1 Claims related expenses including investigation | 2,911 | 1,844 |
| 2 Communication expenses | 1,266 | 870 |
| 3 Information Technology expenses | 5,381 | 4,894 |
| 4 Legal and Professional expenses | 1,241 | 984 |
| 5 Employee Remuneration & Welfare Benefits | 4,994 | 3,910 |
| 6 Printing expenses | 96 | 122 |

5.31 The figures of previous year have been regrouped and reclassified, as below:

| | Particulars (Schedule and head of account) | | Regrouped / Restated Amount (Rs. In lakhs) | Amount as per financials of previous year (Rs. In lakhs) | Difference (Rs. In lakhs) | Reason for regrouping / restatement |
|---|--|--|---|---|------------------------------|--|
| | Regrouped From | Regrouped To | | | | |
| 1 | Schedule-4 Under the head-'Employees' remuneration & welfare benefits'. | FORM B-RA Under the head- 'Towards Remuneration of MD/CEO/ WTD/ Other KMP's'. | 358 | 358 | - | To comply with reporting requirement as prescribed in IRDAI (Actuarial, Finance and Investment Functions of insurers) Regulations, 2024. |

5.32 Accounting Ratios prescribed by IRDA

| S. No | Performance ratios | As on 31st March, 2025 (in times / %) | As on 31st March, 2024 (in times / %) |
|-------|---|---------------------------------------|---------------------------------------|
| 1 | Gross Direct Premium Growth Rate - Health | 22% | 39% |
| 2 | Gross Direct Premium Growth Rate - PA | -12% | -36% |
| 3 | Gross Direct Premium Growth Rate - Travel | 5% | -8% |
| 4 | Gross Direct Premium Growth Rate - Total | 21% | 34% |
| 5 | Gross Direct Premium to Net worth ratio | 3.57 | 3.16 |
| 6 | Growth rate of Net Worth | 7% | 24% |
| 7 | Net Retention ratio - Health | 78% | 86% |
| 8 | Net Retention ratio - PA | 82% | 86% |
| 9 | Net Retention ratio - Travel | 83% | 84% |
| 10 | Net Retention ratio - Total | 79% | 86% |
| 11 | Net Commission ratio - Health | 20% | 17% |
| 12 | Net Commission ratio - PA | 29% | 24% |
| 13 | Net Commission ratio - Travel | 48% | 51% |
| 14 | Net Commission Ratio - Total | 20% | 18% |
| 15 | Expense of Management to Gross Direct Premium ratio | 36% | 37% |
| 16 | Expense of Management to net Written Premium ratio | 38% | 37% |
| 17 | Net Incurred Claims to Net Earned Premium | 65% | 58% |
| 18 | Claims paid to claims provisions (See Note 1) | 95% | 94% |
| 19 | Investment income ratio | 7% | 7% |
| 20 | Combined ratio | 1.03 | 0.95 |
| 21 | Technical Reserves to Net Premium ratio | 0.60 | 0.60 |
| 22 | Underwriting balance ratio | -5% | 0% |
| 23 | Operating Profit ratio | 1% | 5% |
| 24 | Liquid Assets to liabilities ratio | 0.16 | 0.19 |
| 25 | Net earning ratio | 2% | 5% |
| 26 | Return on net worth ratio | 7% | 14% |
| 27 | Available Solvency Margin ratio to Required Solvency Margin ratio | 1.68 | 1.74 |
| 28 | NPA ratio | NA | NA |

5.32 Accounting Ratios prescribed by IRDA (Continued)

(Amount in Rs. Lakhs)

| S. No | Performance ratios | As on 31st March, 2025 (in times / %) | As on 31st March, 2024 (in times / %) |
|-------|---|---------------------------------------|---------------------------------------|
| 29 | Debt Equity Ratio | - | - |
| 30 | Debt Service Coverage Ratio | - | - |
| 31 | Interest Service Coverage Ratio | - | - |
| 32 | Equity Holding Pattern for other than life Insurers and information on earnings: | | |
| | No.of Shares | 97,41,84,460 | 97,20,43,704 |
| | Percentage of shareholding: | | |
| | Indian | 100% | 100% |
| | Foreign | - | - |
| | Percentage of Government holding (in case of public sector insurance companies) | NA | NA |
| | Basic EPS before extraordinary items (net of tax expense) for the period (not to be annualized) | 1.60 | 3.18 |
| | Diluted EPS before extraordinary items (net of tax expense) for the period (not to be annualized) | 1.59 | 3.18 |
| | Basic EPS after extraordinary items (net of tax expense) for the period (not to be annualized) | 1.60 | 3.18 |
| | Diluted EPS after extraordinary items (net of tax expense) for the period (not to be annualized) | 1.59 | 3.18 |
| | Book value per share (Rs) | 23.93 | 22.32 |

5.33 Value of Contracts in relation to Investments

(Amount in Rs. Lakhs)

| Particulars | As at 31.03.2025 | As at 31.03.2024 |
|---------------------------------------|------------------|------------------|
| Purchase where deliveries are pending | - | - |
| Sales where payments are overdue | - | - |

5.34 All the investments are made in accordance with Insurance Act, 1938 and IRDAI (Actuarial, Finance and Investment Function of Insurers) Regulations, 2024 and are performing assets.

5.35 The Company does not have any investment property as at 31st March, 2025 or 31st March, 2024.

5.36 Historical cost of investments which are valued at Fair Value

(Amount in Rs. Lakhs)

| Class of Business | 31st March, 2025 | | 31st March, 2024 | |
|--|-----------------------|-----------------|-----------------------|-----------------|
| | Reported / fair value | Historical Cost | Reported / fair value | Historical Cost |
| Mutual Funds | 12,958 | 12,909 | 18,301 | 18,245 |
| Listed Equity Shares (Including Perpetual Bond) | 55,755 | 52,220 | 54,008 | 51,448 |
| Units of Real Estate Investment Trust (REITs) | 3,394 | 2,884 | 3,060 | 2,884 |

5.37 Reinsurance ceded premium in Treaties with Net Premium rate (Net of Commission and Expense) is calculated by applying risk proportion on gross written premium. Difference between treaty rate and rate as arrived by applying risk proportion is recognised as Reinsurance Commission.

5.38 Provision for Free Look Period

Free Look Reserve is provided using experience analysis of previous months after reducing the actual free-look cancellation amount. The provision for free look period of Rs. 188 lakhs (Previous year: Rs. 200 lakhs) is duly certified by the appointed actuary.

5.39 Fair Value Change Account

Fair Value Change Account represents unrealized gains or losses due to change in fair value of listed equity shares (including Perpetual Bond), mutual fund units and units of real estate investment trust (REITs) outstanding at the close of the year.

5.40 Allocation of Investment Income

Investment income is recognized in Profit and Loss Account and Revenue Account based on income generated against investments representing securities in policyholder's and shareholder's fund.

5.41 Disclosure of Fire and Marine Revenue accounts:

As the Company operates in single insurance business class viz. Health Insurance Business, the reporting requirements as prescribed by IRDA with respect to presentation of Fire and Marine Insurance revenue accounts are not applicable.

5.42 Basis of Amortization of Debt Securities

Accretion of discount and amortization of premium relating to debt securities is recognized over the holding/maturity period on a straight line basis and is recognized in the Revenue or Profit and Loss Account.

5.43 There is no other additional material information required to be disclosed pursuant to the provisions of the Companies Act 2013, The Insurance Act, 1938, The Insurance Regulatory and Development Authority Act, 1999 and applicable regulation / circular / orders etc.

5.44 In the opinion of the management, the value of assets other than fixed assets and investments, on realization in the ordinary course of business, will not be less than the value at which these are stated in the Balance Sheet and that all the liabilities including known, ascertained and as estimated by the management and all the accrued income and expenses relating to the year/s ended on 31st March, 2025, have been duly provided / accounted for in these Accounts.

5.45 In accordance with the Master Circular on Actuarial, Finance and Investment Functions of Insurers IRDAI/ACTL/CIR/MISC/80/05/2024 dated 17th May, 2024, with effect from 1st October, 2024 the Company has given effect to recognise gross written premium on a 1/n basis where "n" denotes the policy duration in years and commission paid only on such recorded Gross Written Premium for applicable long term products. This has resulted in a decrease in Gross Written Premium by Rs. 66,087 lakhs, decrease in Net Earned Premium by Rs. 31,722 lakhs and decrease in Net Commission by approximately Rs. 13,508 lakhs. Resultantly, there has been a reduction in profit before tax by Rs. 18,214 lakhs for the year ended on 31st March, 2025.

5.46 The figures have been rounded off to the nearest lakhs, and the previous year's figures have been regrouped / reclassified in the respective schedules and notes (refer note 5.31), wherever necessary to conform to the current year's classifications.

For Nangia & Co LLP

Chartered Accountants

Firm Regn No.: 002391C/N500069

For S.P. Chopra & Co.

Chartered Accountants

Firm Regn No.: 000346N

For and on behalf of Board of Directors

Arjun Lamba

Non-Executive

Non Independent Director

(DIN 00124804)

Anuj Gulati

Managing Director & CEO

(DIN 00278955)

Vikas Gupta

Partner

Membership No.: 076879

Gautam Bhutani

Partner

Membership No.: 524485

Malay Kumar Sinha

Non-Executive

Independent Director

(DIN 08140223)

Manish Dodeja

Chief Operating Officer

Place: Gurugram

Date: 24th April, 2025

Ambrish Jindal

Chief Financial Officer

Yogesh Kumar

Company Secretary

MANAGEMENT REPORT

In accordance with the provisions of the Schedule II of Part II of IRDAI (Actuarial, Finance and Investment Functions of insurers) Regulations, 2024 (the Regulation) Management Report is submitted for the year ended 31st March 2025:

1. Section 3A of the Insurance Act, 1938 has been amended by the Insurance Laws (Amendment) Act, 2015 to remove the process of annual renewal of the Certificate of Registration issued to Insurers under Section 3 of the Insurance Act, 1938 (amended by the Insurance Laws (Amendment) Act, 2015). However, it has been stated that Insurers shall continue to pay such annual fee as may be prescribed by the Regulations. Insurance Regulatory Development Authority of India ("IRDAI") in line with the above amendment issued a general circular stating that Certificate of Registration of the Insurers renewed in 2014, expiring in March 2015, shall continue to be in force from April 1, 2015 subject to payment of renewal fee. It is confirmed that renewal fees for FY 2025-26 has been paid.
2. It is certified that all the dues payable to the statutory authorities up to 31st March 2025 have been duly paid.
3. It is confirmed that the shareholding pattern during the year ended 31st March 2025 is in accordance with the statutory and regulatory requirements.
4. It is hereby declared that management has not directly or indirectly invested outside India the funds of the holders of policies issued in India.
5. The Company is maintaining the Control Level of Solvency as required under the Insurance Act, 1938 (amended by the Insurance Laws (Amendment) Act, 2015) and the relevant Regulation as prescribed by the IRDAI.
6. It is certified that the values of all the assets have been reviewed on the date of Balance Sheet and in management's belief, the assets set forth in the Balance sheet are shown in the aggregate at amounts not exceeding their realizable or market value under the heading – "Loans", "Investments", (wherever applicable) "Agents Balances", "Outstanding Premiums", "Interest, Dividend and Rents Outstanding", "Interest", "Dividends and Rents accruing but not due", "Amounts due from other persons or Bodies carrying on insurance business", "Sundry Debtors", "Bills Receivable", "Cash" and several items specified under "other Accounts".
7. The Investment Risk is managed by creating a portfolio of different asset classes and of varied maturities so as to spread the risk across a wide category of Investee companies. The Company has constituted an Investment Committee, which acts as the policy making body for the Investment operations. The Investment Committee lays down various internal policies and norms governing the functioning of the Investment Department. The Investment Committee periodically discusses the Investment strategy, portfolio structures, performance of the portfolio and related issues. The Investment policy is reviewed regularly in order to align the same with the Company business plans.
8. It is confirmed that there were no operations of the Company outside India during the year ended 31st March 2025. The Company has an Insurance Office (IIO) at IFSC – Gift City (Gandhinagar) branch registered under IFSCA (International Financial Services Centers Authority).

9. Ageing of claims outstanding and trends in settlement of claims are given below:-

a) Details of Claims Outstanding during the preceding five years

| | 2024-25 | | 2023-24 | | 2022-23 | | 2021-22 | | 2020-21 | |
|---------------------|---------------|------------|---------------|------------|---------------|------------|---------------|------------|---------------|------------|
| Period | No. of Claims | ₹ in Lakhs | No. of Claims | ₹ in Lakhs | No. of Claims | ₹ in Lakhs | No. of Claims | ₹ in Lakhs | No. of Claims | ₹ in Lakhs |
| 30 Days | 26,405 | 32,678 | 24,338 | 28,993 | 23,402 | 25,641 | 13,415 | 17,274 | 8,996 | 9,713 |
| 30 Days to 6 Months | 1,080 | 792 | 1,073 | 877 | - | - | 4,685 | 4,380 | 6,101 | 8,920 |
| 6 Months to 1 Year | - | - | - | - | - | - | - | - | - | - |
| 1 Year to 5 Years | - | - | - | - | - | - | - | - | - | - |
| 5 Years and Above | - | - | - | - | - | - | - | - | - | - |
| Total | 27,485 | 33,470 | 25,411 | 29,869 | 23,402 | 25,641 | 18,100 | 21,655 | 15,097 | 18,634 |

Notes:

- All Cashless Claims Outstanding are shown in settled as the Customer has already availed the service and the payment will be done to the hospital according to the terms of the Agreement, reimbursement are part of above summary report from receipt of complete document.
- Amount excluding IBNR provisions, amounts payable to third party administrators.

b) Details of Average Claim Settlement time for the preceding five years

| | 2024-25 | | | 2023-24 | | | 2022-23 | | | 2021-22 | | |
|-------------------------|-----------------------|----------------|--------------------------|-----------------------|----------------|--------------------------|-----------------------|----------------|--------------------------|-----------------------|----------------|--------------------------|
| Particulars | No. of claims settled | Avg. time | Amount settled (₹ Lakhs) | No. of claims settled | Avg. time | Amount settled (₹ Lakhs) | No. of claims settled | Avg. time | Amount settled (₹ Lakhs) | No. of claims settled | Avg. time | Amount settled (₹ Lakhs) |
| Cashless (Approved) | 7,15,345 | 01 Hour 17 Min | 3,31,409 | 5,57,466 | 01 Hour 23 Min | 2,27,667 | 4,57,160 | 01 Hour 45 Min | 1,56,459 | 3,29,852 | 01 Hour 35 Min | 1,24,701 |
| Reimbursement (Settled) | 7,27,149 | 05 Days | 1,63,257 | 4,52,868 | 06 Days | 1,20,533 | 2,54,280 | 07 Days | 88,656 | 2,01,700 | 06 Days | 91,517 |
| Total | 14,42,494 | | 4,94,666 | 10,10,334 | | 3,48,201 | 7,11,440 | | 2,45,115 | 5,31,552 | | 2,16,218 |

| | 2020-21 | | |
|-------------------------|-----------------------|----------------|--------------------------|
| Particulars | No. of claims settled | Avg. time | Amount settled (₹ Lakhs) |
| Cashless (Approved) | 2,02,739 | 01 Hour 40 Min | 1,07,681 |
| Reimbursement (Settled) | 89,0202 | 06 Days | 88,102 |
| Total | 2,91,759 | | 1,95,783 |

Note: All Cashless Claims Outstanding are shown in settled as the Customer has already availed the service and the payment will be done to the hospital according to the terms of the Agreement.

10. As at 31st March 2025, the investments of the Company are mainly in Debt Securities, Bank Deposits, Equity shares and Mutual Funds. As per the IRDA guidelines, all Debt securities are considered as held to maturity and valued at historical cost subject to amortization except Additional Tier 1 (Basel III Compliant) Perpetual Bonds which are valued at the Fair value using market yield rates published by Fixed Income Money Market and Derivatives Association of India ('FIMMDA') and Financial Benchmarks India Pvt. Ltd. ('FBIL'), listed equity shares and Units of REITs at market value and Mutual Fund investments are stated at their fair value, being the closing Net Asset Value as at balance sheet date and investments other than those mentioned above are valued at cost. Further, the market value for debt securities as at 31st March 2025 has been calculated as per Fixed Income Money Market & Derivatives Association (FIMMDA) Yield curve and financial benchmark India Pvt. Ltd (FBIL).
11. Investments are in accordance with the Insurance Act, 1938 (amended by the Insurance Laws (Amendment) Act, 2015) and IRDAI (Actuarial, Finance and Investment Functions of insurers) Regulations, 2024. Investment Portfolio consists of Government Securities & State Government Securities (Sovereign Guarantee), Infrastructure Bonds, Housing Sector Bonds, Corporate Bonds, Liquid Mutual Funds, listed/unlisted equity shares, Units of REITs and Deposits with various Scheduled Banks. There is no Non Performing Asset as at 31st March 2025.
12. In compliance with Master Circular on Corporate Governance for Insurers, 2024 issued by IRDAI, below are disclosures as mandated by guidelines.

a) Financial and operating ratios:

| Particulars | For the Year ended 31st March, 2025 |
|--|-------------------------------------|
| Net Incurred Claims to Net Earned Premium ratio | 65% |
| Net commission to Net written premium ratio | 20% |
| Expense of Management to net Written Premium ratio | 38% |

Note: Ratios are calculated basis formulae described in Public Disclosures Guidelines issued by IRDAI vide circular reference no. IRDAI/F&A/CIR/MISC/256/09/2021 dated 30th September, 2021.

b) Solvency ratio

(Amount in Rs. Lakhs)

| | |
|---------------------------------------|----------|
| Total Available Solvency Margin (ASM) | 2,25,862 |
| Total Required Solvency Margin (RSM) | 1,34,654 |
| Solvency Ratio (Total ASM/Total RSM) | 1.68 |

Note: Solvency Ratio is calculated basis formulae prescribed in IRDAI (Actuarial, Finance and Investment Functions of insurers) Regulations, 2024

c) Financial performance :

| Particulars | For the Year ended 31st March, 2025 |
|-------------------------------|-------------------------------------|
| Gross Premium Growth Rate | 21% |
| Growth rate of Net Worth | 7% |
| Net worth as on 31st March 25 | 2,33,120 Lakhs |

Note: Ratios are calculated basis formulae described in Public Disclosures Guidelines issued by IRDAI vide circular reference no. IRDAI/F&A/CIR/MISC/256/09/2021 dated 30th September, 2021.

d) Risk Management architecture

The company has a Board Approved Risk Policy which acts as a framework for the companies Risk Architecture and Framework. There are regular reviews at a Functional level to monitor the Risks defined at each Function/Process and corrective steps are immediately taken. The company has a Risk Committee as a part of its Board Committees which on a quarterly basis reviews the Risk Policy, Effectiveness of the Risk Management System and the Exposure to Key Risks that the company is exposed to.

e) Details of number of claims intimated, disposed of and pending :

| Claims Experience | Health | Overseas Travel | Personal Accident | Total |
|---|-----------|-----------------|-------------------|-----------|
| Claims O/S at the beginning of the period | 22,223 | 1924 | 1264 | 25,411 |
| Claims Reported during the period | 14,86,705 | 2,614 | 3,913 | 14,93,232 |
| Claims Settled during the period | 14,36,282 | 2,173 | 4,039 | 14,42,494 |
| Claims Repudiated during the period | 46,710 | 1,577 | 377 | 48,664 |
| Claims Closed during the period | - | - | - | - |
| Claims O/S at End of the period * | 25,936 | 788 | 761 | 27,485 |
| Less than 3 months | 25,936 | 788 | 761 | 27,485 |
| 3 months to 6 months | | | | |
| 6 months to 1 year | | | | |
| 1 year and above | | | | |

* All Cashless Claims Outstanding are shown in settled as the Customer has already availed the service and the payment will be done to the hospital according to the terms of the Agreement

f) Elements of remuneration package (including incentives) of MD & CEO and all other Key Management Persons

(Amount in Rs. Lakhs)

| Particulars | As at 31.03.2025 |
|---|------------------|
| Salaries & Allowances [#] | 2,008 |
| Contribution to Provident and other funds | 90 |
| Perquisites and others* | 3 |

[#] Paid during the year

* Does not include perquisite calculated on exercise on ESOP's

g) Payments made to group entities from policyholders funds

(Amount in Rs. Lakhs)

| S. No. | Name of the Related Party | Nature of Relationship with the Company | Description of Transactions/Categories | As at 31st March 2025 |
|--------|--|---|---|-----------------------|
| 1 | Religare Enterprises Limited | Holding Company | Expense Reimbursement to Religare Enterprises Limited | 27 |
| 2 | Religare Broking Limited | Fellow Subsidiary | Commission Expenses | 261 |
| 3 | MIC Insurance Web Aggregator Private Limited (MIC) | Fellow Subsidiary | Commission Expenses | 3 |

13. Payments made to companies and organizations in which directors are interested* are as under:-

(Amount in Rs. Lakhs)

| S. No. | Name of the Director | Entity in which Director is interested | Interested As | Description of Transactions/ Payment made for | During the Year | During the Previous Year |
|--------|----------------------|--|---------------|---|-----------------|--------------------------|
| NIL | | | | | | |

* As defined under Section 2(76) of Companies Act, 2013 and applicable Rules thereof.

14. The Company has adopted a prudent investment policy with emphasis on optimizing return with minimum risk. Significant weighing of the assets has been made towards low risk investments such as Government Securities and other good quality Debt instruments. All the investments have been duly serviced.

15. It is hereby confirmed:

- a. That the Financial Statements have been prepared in accordance with generally accepted accounting principles and policies, applicable accounting standards and current practices prevailing in the insurance industry and there are no material departures.

Unearned Premium Reserve (UPR) as per the option granted by IRDAI is being created at 50% of the net written premium of the preceding 12 months since 2017. The Company based on the industry trend, experience gained and based on expert opinion, on the policies where the premium is earned fully during the accounting period (on expired policies), no UPR is created.

Management has adopted accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the operating Profit or Loss of the Company for the year.

- b. The Ministry of Corporate Affairs has notified IND AS 117 on 12th August 2024. IRDAI's endeavor is to implement phased wise IND AS for insurers in India from 1st April, 2027. The Company was listed in phase 3 however company has opted to implement IND AS along with phase 1 companies.
- c. That the management has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the applicable provisions of the Insurance Act 1938 (amended by the Insurance Laws (Amendment) Act, 2015) and Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. That the management has prepared the financial statements on a going concern basis.
- e. That the management has ensured that the internal audit system is in commensurate with the size and nature of business and is operating effectively.
- f. That the Company has a separate function called Fraud and Risk Investigation, to safeguard the assets for preventing and detecting fraud and other irregularities.

For and on behalf of Board of Directors

Arjun Lamba
Non-Executive
Non Independent Director
(DIN 00124804)

Anuj Gulati
Managing Director & CEO
(DIN 00278955)

Malay Kumar Sinha
Non-Executive
Independent Director
(DIN 08140223)

Manish Dodeja
Chief Operating Officer

Ambrish Jindal
Chief Financial Officer

Yogesh Kumar
Company Secretary

Place: Gurugram
Date: 24th April, 2025

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