

BHANDARI & ASSOCIATES

Company Secretaries

901, Kamla Executive Park, Off. Andheri Kurla Road,
J. B. Nagar, Andheri East. Mumbai- 400 059
Tel: +91 22 4221 5300 Fax: +91 22 4221 5303
Email: mumbai@anilashok.com

Consolidated Scrutinizer Report for Remote E-voting & Ballot voting at the EGM of HDFC Standard Life Insurance Company Limited

(Pursuant to section 108 of the Companies Act, 2013 and
Companies (Management and Administration) Rules, 2014 as amended)

To,
The Chairman of Extra Ordinary General Meeting
HDFC Standard Life Insurance Company Limited
(CIN: U99999MH2000PLC128245)
13th Floor, Lodha Excelus, Apollo Mills Compound,
N. M. Joshi Marg, Mahalaxmi, Mumbai - 400011

Dear Sir,

I, S.N. Bhandari, a Company Secretary in Practice, have been appointed as a Scrutinizer by the authority of the Board of Directors of HDFC Standard Life Insurance Company Limited ("the Company") for the purpose of scrutinizing the voting by electronic means ("remote e-Voting") and through Physical Ballot Voting carried by the Company pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("Rules"), on the resolutions contained in the Notice of the Extra Ordinary General Meeting (EGM) of the members of the Company, held on Friday, September 22, 2017 at the HDFC House, H T Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai 400 020.

My Responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer Report on the votes cast "in favour" or "against" the resolution(s) based on the reports generated from the e-voting system provided by the Central Depository Services(India) Limited("CDSL")(Agency/service provider) and on the Physical ballot papers submitted by the Shareholders of the Company in EGM.



- (i) The Company has entered into an arrangement with CDSL to provide e-voting facilities for voting through Electronic means to all the Members who were eligible to participate in the remote e-Voting.
- (ii) The cut-off date for the purpose of identifying the Members who were entitled to vote on the resolutions placed for their approval was Friday, September 15, 2017.
- (iii) As prescribed in the Rules, remote e-voting facility was available for three days from Tuesday, September 19, 2017(9.00 am IST) till Thursday, September 21, 2017 (5.00 pm IST).
- (iv) At the end of remote e-voting period on Thursday, September 21, 2017 voting portal of Agency was blocked forthwith.
- (v) After the time fixed for closing of the ballot voting by the Chairman, ballot box kept for voting was locked in my presence with due identification marks placed by me.
- (vi) On Friday, September 22, 2017 after the conclusion of EGM, the Ballot voting paper was counted and diligently scrutinized. The ballot paper was reconciled with records maintained by the Registrar and Transfer Agents of the Company, thereafter the votes cast through remote e-voting process were unblocked by me in the presence of witness: Ms. Manisha Maheshwari and Mr. Shubham Toshniwal.
- (vii) I have scrutinized and verified the remote e-voting votes casted therein based on the data generated from CDSL e-voting portal.

I submit herewith my consolidated Scrutinizer's report on the results of voting through electronic means (i.e. remote e-voting) and Physical Ballot as under:

Item No. 1: As a Special Resolution

Alteration of Articles of Association of the Company.

Particulars (Mode of Voting)	Votes in favour of Resolution		Votes against the Resolution		Invalid Votes Nos.
	Nos.	% of total no of valid votes cast	Nos.	% of total no of valid votes cast	
Remote e-Voting	192,81,01,537	100	NIL	-	NIL
Physical Ballot	4,000	100	NIL	-	NIL
Total	192,81,05,537	100	NIL	-	NIL



Item No. 2: As a Special Resolution

Approval of amendments in ESOS 2010 to align it with the provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014 and other applicable laws.

Particulars (Mode of Voting)	Votes in favour of Resolution		Votes against the Resolution		Invalid Votes Nos.
	Nos.	% of total no of valid votes cast	Nos.	% of total no of valid votes cast	
Remote e-Voting	192,81,01,537	100	NIL	-	NIL
Physical Ballot	4,000	100	NIL	-	NIL
Total	192,81,05,537	100	NIL	-	NIL

Item No. 3: As a Special Resolution

Approval of amendments in ESOS 2010- II to align it with the provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014 and other applicable laws.

Particulars (Mode of Voting)	Votes in favour of Resolution		Votes against the Resolution		Invalid Votes Nos.
	Nos.	% of total no of valid votes cast	Nos.	% of total no of valid votes cast	
Remote e-Voting	192,81,01,537	100	NIL	-	NIL
Physical Ballot	4,000	100	NIL	-	NIL
Total	192,81,05,537	100	NIL	-	NIL



Item No. 4: As a Special Resolution

Approval of amendments in ESOS 2011 to align it with the provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014 and other applicable laws.

Particulars (Mode of Voting)	Votes in favour of Resolution		Votes against the Resolution		Invalid Votes
	Nos.	% of total no of valid votes cast	Nos.	% of total no of valid votes cast	Nos.
Remote e-Voting	192,81,01,537	100	NIL	-	NIL
Physical Ballot	4,000	100	NIL	-	NIL
Total	192,81,05,537	100	NIL	-	NIL

Item No. 5: As a Special Resolution

Approval of amendments in ESOS 2012 to align it with the provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014 and other applicable laws.

Particulars (Mode of Voting)	Votes in favour of Resolution		Votes against the Resolution		Invalid Votes
	Nos.	% of total no of valid votes cast	Nos.	% of total no of valid votes cast	Nos.
Remote e-Voting	192,81,01,537	100	NIL	-	NIL
Physical Ballot	4,000	100	NIL	-	NIL
Total	192,81,05,537	100	NIL	-	NIL



Item No. 6: As a Special Resolution

Approval of amendments in ESOS 2014 to align it with the provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014 and other applicable laws.

Particulars (Mode of Voting)	Votes in favour of Resolution		Votes against the Resolution		Invalid Votes
	Nos.	% of total no of valid votes cast	Nos.	% of total no of valid votes cast	Nos.
Remote e-Voting	192,81,01,537	100	NIL	-	NIL
Physical Ballot	4,000	100	NIL	-	NIL
Total	192,81,05,537	100	NIL	-	NIL

Item No. 7: As a Special Resolution

Approval of amendments in ESOS 2015 to align it with the provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014 and other applicable laws.

Particulars (Mode of Voting)	Votes in favour of Resolution		Votes against the Resolution		Invalid Votes
	Nos.	% of total no of valid votes cast	Nos.	% of total no of valid votes cast	Nos.
Remote e-Voting	192,81,01,537	100	NIL	-	NIL
Physical Ballot	4,000	100	NIL	-	NIL
Total	192,81,05,537	100	NIL	-	NIL

Item No. 8: As a Special Resolution

Approval of amendments in ESOS 2016 to align it with the provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014 and other applicable laws.

Particulars (Mode of Voting)	Votes in favour of Resolution		Votes against the Resolution		Invalid Votes
	Nos.	% of total no of valid votes cast	Nos.	% of total no of valid votes cast	Nos.
Remote e-Voting	192,81,01,537	100	NIL	-	NIL
Physical Ballot	4,000	100	NIL	-	NIL
Total	192,81,05,537	100	NIL	-	NIL

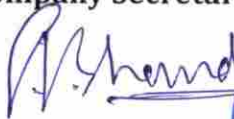



- (viii) Resolution(s) mentioned in the EGM notice dated August 24, 2017 as per the details above stand passed with the requisite majority.
- (ix) The Electronic data and all other relevant records relating to the ballot voting and e-voting is under my safe custody and all will be handed over to the Company Secretary after the Chairman considers, approves and signs the minutes of the EGM.

Thanking You,

Yours Faithfully,

For **Bhandari & Associates**
Company Secretaries

S. N. Bhandari

Partner

FCS No: 761; C P No. : 366

Mumbai | September 22, 2017

Witness 1: Manisha
MANISHA MAHESHWARI

Witness 2: Shubham Toshniwal
SHUBHAM TOSHWAL

COUNTER SIGNED BY:

For **HDFC Standard Life Insurance Company Limited**


Deepak S Parekh
Chairman
DIN: 00009078