

SS Surjan Singh Rauthan
B.Com., F.C.S

SCRUTINIZER'S REPORT

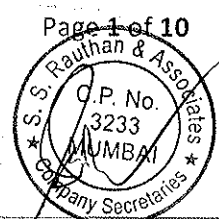
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto)

To,
The Chairman
HDFC Standard Life Insurance Company Limited
(CIN:L65110MH2000PLC128245)
13th Floor, Lodha Excelus, Apollo Mills Compound,
N.M. Joshi Marg, Mahalaxmi,
Mumbai-400 011.

Dear Sir,

I Surjan Singh Rauthan (C.P. 3233), Practicing Company Secretary, Proprietor of M/s S. S. Rauthan & Associates, Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of **HDFC Standard Life Insurance Company Limited** (herein after referred as "the Company") for the purpose of scrutinizing the remote e-voting and e-voting undertaken at the venue of 18th Annual General Meeting (AGM) of the Company held on July 20, 2018 at Yashwantrao Chavan Pratishthan Auditorium, Gen. Jagannath Bhonsale Marg, next to Sachivalaya Gymkhana, Mumbai-400 021 on the resolution contained in the Notice convening the said AGM and ascertaining the requisite majority as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.

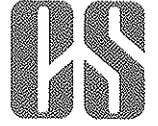
1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolution contained in the Notice of the 18th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the remote e-voting and the e-voting undertaken at the venue is to ensure that the voting process is conducted in a fair and transparent manner, and is restricted to submitting a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated in the notice to the Chairman of the Company based on the report generated from the electronic voting system provided by Karvy Computershare Private Limited (Karvy), the authorized agency to provide e-voting facilities.
2. Further to above, I submit my report as under:
 - 2.1 The Company has provided the e-voting facility through Karvy Computershare Private Limited (Karvy), E-Voting website <https://evoting.karvy.com>. The Company had uploaded all the items of business to be transacted on the website of the Company and Karvy.






S. S. Rauthan & Associates


Company Secretaries



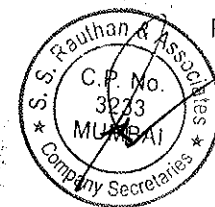
Surjan Singh Rauthan
B.Com., F.C.S

- 2.2 The notice sent (both through e-mail and physical form) contained the procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- 2.3 As prescribed in the said Rules, the Company has also published an advertisement in newspapers on **23rd June, 2018** in "**Financial Express**", (in English) and in "**Loksatta**" (in Marathi). It carried the required information as specified in the said rules.
- 2.4 Voting rights of Member have been reckoned in proportion to their shares of the paid-up equity share capital of the Company as on the cut off-date i.e **Friday, July 13, 2018.**
- 2.5 The remote e-voting commenced from **Monday, July 16, 2018 (9.00 a.m. IST) and concluded on Thursday, July 19, 2018 (5.00 p.m. IST).**
- 2.6 At the AGM, the Chairman after the discussion on all matters included in the said Notice was over, announced that the Members present at the AGM and who have not cast their vote by remote e-voting, can exercise their voting rights electronically, which was made available at the venue of the AGM.
- 2.7 Thereafter, on completion of the voting at the venue of the AGM, the voting summary of the votes cast at the AGM venue was generated from the electronic voting system provided by the Karvy.
- 2.8 Subsequently, the votes cast through remote e-voting were unblocked in the presence of two witnesses Mr. Saurabh Parikh and Mrs. Kaushalya Adhikari who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.





The consolidated results of the valid remote e-voting together with that of voting at the venue of the AGM is as under:

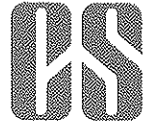


Page 2 of 10



S. S. Rauthan & Associates

Company Secretaries



Surjan Singh Rauthan
B.Com., F.C.S.

Item No.1 - As an Ordinary Resolution:

- (a) To receive, consider and adopt the Audited Standalone Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2018, and the Balance Sheet as at that date, together with the reports of the Directors', Management, and Auditors thereon.
- (b) To receive, consider and adopt the Audited Consolidated Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2018 and the Balance Sheet as at that date, together with the Reports of the Auditors thereon.

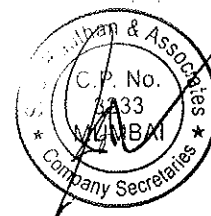
(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
568	1775205603	100.00*

(ii) Voted **against** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
5	1182	0.00*

*As the decimals have been rounded off to Two (2) places.

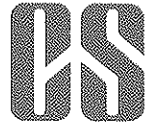


Page 3 of 10



S. S. Rauthan & Associates

Company Secretaries



SS Surjan Singh Rauthan
B.Com., F.C.S

Item No.2 - As an Ordinary Resolution:

To Confirm the payment of Interim Dividend on Equity Shares as final dividend on Equity Shares for the financial year ended March 31, 2018.

(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
562	1775182991	100.00*

(ii) Voted **against** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
14	23827	0.00*

*As the decimals have been rounded off to Two (2) places.

Item No.3 - As an Ordinary Resolution:

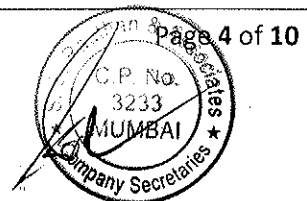
To Appoint a Director in place of Mr. Deepak Parekh (DIN: 00009078), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
503	1749407773	98.63

(ii) Voted **against** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
73	24376506	1.37





S. S. Rauthan & Associates

Company Secretaries



SS Surjan Singh Rauthan
B.Com., F.C.S

Item No.4 - As an Ordinary Resolution:

To Appoint a Director in place of Ms. Vibha Padalkar (DIN: 01682810), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
555	1773284122	99.89

(ii) Voted **against** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
19	1922663	0.11

Item No.5 - As an Ordinary Resolution:

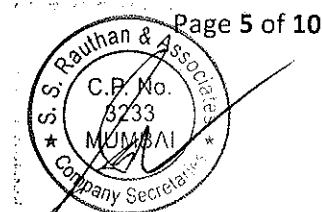
To approve ratification of appointment of M/s Price Waterhouse Chartered Accountants LLP (Firm Registration No.012754N/N500016), and M/s GM Kapadia & Co. Chartered Accountants (Firm Registration No.104767W) as Joint Statutory Auditors' and to fix their remuneration.

(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
551	1770208537	99.72

(ii) Voted **against** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
20	4997813	0.28





S. S. Rauthan & Associates

Company Secretaries



Surjan Singh Rauthan
B.Com., F.C.S

Item No.6 - As an Ordinary Resolution:

To approve appointment of Mr. Ketan Dalal (DIN: 00003236) as an Independent Director.

(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
529	1764982308	99.69

(ii) Voted **against** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
44	5534607	0.31

Item No.7 - As a Special Resolution:

To approve appointment of Mr. AKT Chari (DIN: 00746153) as an Independent Director.

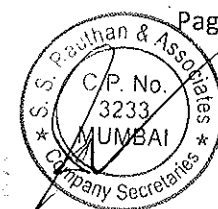
(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
559	1770513488	100.00*

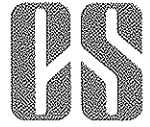
(ii) Voted **against** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
13	3445	0.00*

*As the decimals have been rounded off to Two (2) places.



Page 6 of 10



SS Surjan Singh Rauthan
B.Com., F.C.S.

Item No.8 - As a Special Resolution:

To approve appointment of Dr. Jamshed J. Irani (DIN: 00311104) as an Independent Director.

(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
552	1769399136	99.98

(ii) Voted **against** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
17	412192	0.02

Item No.9 - As an Ordinary Resolution:

To approve the revision in the remuneration of Mr. Amitabh Chaudhry (DIN: 00531120), Managing Director & Chief Executive Officer.

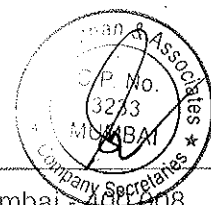
(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
543	1770512715	100.00*

(ii) Voted **against** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
28	4014	0.00*

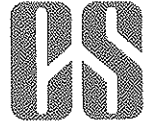
*As the decimals have been rounded off to Two (2) places.





S. S. Rauthan & Associates

Company Secretaries



SS Surjan Singh Rauthan
B.Com., F.C.S.

Item No.10- As an Ordinary Resolution:

To approve the revision in the remuneration of Ms. Vibha Padalkar (DIN:01682810), Executive Director & Chief Financial Officer.

(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
544	1770513122	100.00*

(ii) Voted **against** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
28	3712	0.00*

*As the decimals have been rounded off to Two (2) places.

Item No.11- As a Special Resolution:

To approve Employee Stock Option Scheme-2018 for the eligible employees of the Company.

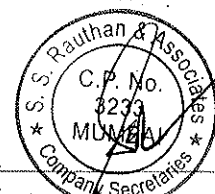
(i) Voted in **favour** of the resolution:

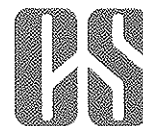
Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
549	1772843615	99.88

(ii) Voted **against** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
23	2168402	0.12

Page 8 of 10





Surjan Singh Rauthan
B.Com., F.C.S.

Item No.12- As a Special Resolution:

To approve Employee Stock Option Scheme-2018 for the eligible employees of Subsidiary Company (ies) of the Company.

(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
538	1772841177	99.88

(ii) Voted **against** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
33	2170840	0.12

Item No.13- As a Ordinary Resolution:

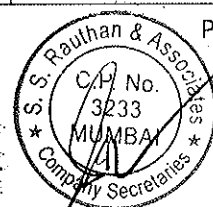
To approve payment of Commission to Non Executive-Independent Directors.

(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
531	1766425840	99.95

(ii) Voted **against** of the resolution:

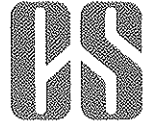
Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
39	895713	0.05





S. S. Rauthan & Associates

Company Secretaries



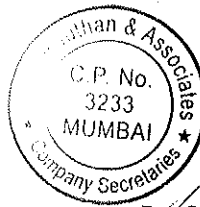
SS Surjan Singh Rauthan
B.Com., F.C.S.

Based on the foregoing, resolution number 1 to 13 shall be have deemed to be passed with the requisite majority on the date of the AGM i.e. July 20, 2018.

All the relevant records of e-voting is under my safe custody until the Chairman of the Company considers, approves and signs the minutes of the 18th AGM and the same shall be handed over thereafter to the Company Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,



For S. S. Rauthan & Associates

Company Secretaries

Surjan Singh Rauthan

Proprietor

FRN:S1999MH026900

FCS No.4807 C.P. No.3233

Scrutinizer for Remote e-voting and e-voting at AGM Venue

Place: Mumbai
Date: July 20, 2018

Countersigned

Mr. Narendra Gangan
EVP, Company Secretary &
Head - Compliance & Legal

Page 10 of 10