

BHANDARI & ASSOCIATES

Company Secretaries

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**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 resolution contained in the Notice of the Extra Ordinary General Meeting (EGM) of the members of the Company, held on Wednesday, August 16, 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.



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- (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 resolution placed for their approval was Wednesday, August 09, 2017.
- (iii) As prescribed in the Rules, remote e-voting facility was available for four days from Saturday, August 12, 2017(9.00 am IST) till Tuesday, August 15, 2017 (5.00 pm IST).
- (iv) At the end of remote e-voting period on Tuesday, August 15, 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 Wednesday, August 16, 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

Adoption of new set of Articles of Association (comprising Part A and Part B) 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	1,928,973,058	100	NIL	-	NIL
Physical Ballot	4,010	100	NIL	-	NIL
Total	1,928,977,068	100	NIL	-	NIL




(viii) Resolution mentioned in the EGM notice dated July 21, 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 August 16, 2017



Witness 1: 
MANISHA MAHESHWARI

Witness 2: 
SHUBHAM TOSHNIWAL.

COUNTER SIGNED BY:
For **HDFC Standard Life Insurance Company Limited**


Deepak S Parekh
Chairman
DIN: 00009078