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

Combined Scrutinizer Report for E-Voting & Ballot Voting
For HDFC Standard Life Insurance Company Limited

To,
The Chairman of 14th Annual General Meeting of the Members of HDFC Standard Life Insurance Company Limited held on Tuesday, June 24 at 11.00 A.M. at The Board Room, 5th Floor, HUL House, H T Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai 400 020.

Dear Sir,

The Board of Directors of the Company had appointed me as Scrutinizer for the e-Voting procedure, which commenced on June 18, 2014 (9.00 am) and concluded on June 19, 2014 (6.00 pm). Further, I was also appointed as the Scrutinizer for the Ballot Voting, which was conducted at the 14th AGM of the Company held on the June 24, 2014.

The Company had appointed the Central Depository Services (India) Limited (CDSL) as the authorized Service Provider, for extending the facility of electronic voting to the shareholders of the Company from June 18, 2014 (9.00 am) and ended on June 19, 2014 (6.00 pm). The E-Voting results were unblocked by me on June 19, 2014 in the presence of two witnesses. For further details, kindly refer my Scrutinizer's report dated June 20, 2014 attached herewith.

At the 14th AGM of the Company held on June 24, 2014, Company had extended the facility to those members present at the meeting who could not participate in the e-voting to record their votes through the ballot voting. For further details kindly refer to my Scrutinizers report dated June 24, 2014.

My responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer Report of the votes cast "in favour" or "against" the resolution(s) based on the reports generated from the e-voting system provided by the CDSL and on the ballot paper submitted by the shareholders of the Company in AGM.

As requested by Management of the Company, I submit herewith my combined report on the results of e-voting together with that of ballot voting as under:

Item No of the Notice	Votes in Favour of the Resolution		Votes in Against the Resolution		Invalid Votes
	Nos	% of total Number of Valid Votes castes (Favours or Against)	Nos	% of total Number of Valid Votes castes (Favours or Against	
Item No 1 Ordinary resolution to receive, consider and adopt the Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the year ended March 31, 2014, and the Balance Sheet as at that date, together with the reports of the Auditors, Management and Directors	1964103250	100	Nil	Nil	Nil
Item No 2 Ordinary resolution to confirm the payment of Interim Dividend on Equity Shares.	1964103250	100	Nil	Nil	Nil
Item No 3 Ordinary resolution to appoint a director in place of Mr. Keki Mistry, who retires by rotation and, being eligible, offers himself for re-appointment.	1964103250	100	Nil	Nil	Nil
Item No 4 Ordinary resolution to appoint a director in place of Mr. Norman Keith Skeoch, who retires by rotation and, being eligible, offers himself for re-appointment.	1964103250	100	Nil	Nil	Nil

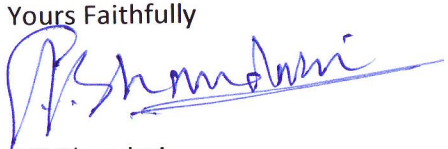
Item No of the Notice	Votes in Favour of the Resolution		Votes in Against the Resolution		Invalid Votes
	Nos	% of total Number of Valid Votes castes (Favours or Against)	Nos	% of total Number of Valid Votes castes (Favours or Against	Nos
Item No 5 Ordinary resolution to appoint a director in place of Ms. Renu Sud Karnad, who retires by rotation and, being eligible, offers herself for re-appointment.	1964103250	100	Nil	Nil	Nil
Item No 6 Ordinary resolution to appoint Joint Statutory Auditors and to fix their remuneration.	1964103250	100	Nil	Nil	Nil
Item No 7 Ordinary resolution to appoint Mr. V.K. Viswanathan as an Independent Director of the Company	1964103250	100	Nil	Nil	Nil
Item No 8 Ordinary resolution to appoint Mr. Prasad Chandran as an Independent Director of the Company	1964103250	100	Nil	Nil	Nil
Item No 9 Ordinary resolution to appoint Mr. Ravi Narain as an Independent Director of the Company	1964103250	100	Nil	Nil	Nil
Item No 10 Ordinary resolution to appoint Dr. SA Dave as an Independent Director of the Company	1964086250	100	Nil	Nil	Nil

Item No of the Notice	Votes in Favour of the Resolution		Votes in Against the Resolution		Invalid Votes
	Nos	% of total Number of Valid Votes castes (Favours or Against)	Nos	% of total Number of Valid Votes castes (Favours or Against	Nos
Item No 11 Ordinary resolution to re-appoint and approve revision in remuneration of Mr. Amitabh Chaudhry, Managing Director & Chief Executive Officer	1964103250	100	Nil	Nil	Nil
Item No 12 Ordinary resolution to approve the revision in remuneration of Ms. Vibha Padalkar, Executive Director & Chief Financial Officer with effect from April 1, 2014	1964103250	100	Nil	Nil	Nil
Item No 13 Special resolution to invest the funds of the Company pursuant to section 186 of the Companies Act, 2013	1964103250	100	Nil	Nil	Nil
Item No 14 Special resolution to offer/ issue shares to its Employees (including Managing/ Whole Time Director(s)) under one or more Employee Stock Option Scheme(s) ("ESOP Scheme")	1964103250	100	Nil	Nil	Nil
Item No 15 Special resolution to offer/ issue shares to the Employees of its subsidiary Company(ies) (present or future), under one or more Employee Stock Option Scheme(s) ("ESOP Scheme")	1964103250	100	Nil	Nil	Nil

Item No of the Notice	Votes in Favour of the Resolution		Votes in Against the Resolution		Invalid Votes
	Nos	% of total Number of Valid Votes castes (Favours or Against)	Nos	% of total Number of Valid Votes castes (Favours or Against	Nos
Item No 16 Special resolution for alteration of the Articles of Association of the Company	1964103250	100	Nil	Nil	Nil

Thanking you,

Yours Faithfully



S N Bhandari
FCS: 761 COP: 366

Place: Mumbai
Date: June 24, 2014

Results of e-Voting – Annual General Meeting dated June 24, 2014

BHANDARI & ASSOCIATES
Company Secretaries
901, Kamla Executive Park, Off. Andheri Kurla Road,
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REPORT OF SCRUTINIZER

(E-Voting)

Pursuant to section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014

To,

The Chairman of 14th Annual General Meeting of the members of HDFC Standard Life Insurance Company Limited to be held on Tuesday, June 24 at 11.00 A.M. at The Board Room, 5th Floor, HUL House, H T Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai 400 020.

Dear Sir,

I, S N Bhandari, Practising Company Secretary am appointed as a Scrutinizer to ensure that e-voting process is conducted in a fair and transparent manner as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the following resolution(s) to be passed at the 14th Annual General Meeting

The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolution(s) contained in the notice for the 14th Annual General Meeting of the members of the Company.

My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer report of 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) the authorized Service Provider, for extending the facility of electronic voting to the shareholders of the Company.

Further to the above, I submit my report as under:

1. The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

2. The Cut-off date (record date) was Friday, May 9, 2014 for the purposes of identifying the shareholders who were entitled to vote on the resolutions placed for approval of the shareholders.

3. The e-Voting period commenced on June 18, 2014 (9.00 am) and ended on June 19, 2014 (6.00 pm).

4. At the end of the voting period on June 19, 2014 at 6.00 P.M, the voting portal of CDSL was blocked forthwith. On June 19, 2014, the votes cast through e-voting facility were unblocked by me as a Scrutinizer in the presence of Mr. Hemant Joshi and Mr. Shubham Toshniwal who acted as the witnesses, as prescribed in Sub Rule 3(xi) of the said Rule 20.

   They have signed below in confirmation of the votes being unblocked in their presence.

HEMANT JOSHI Shubham Toshniwal.

5. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" or "Against", were downloaded from the e-voting website of CDSL (https://www.evotingindia.co.in) –Annexure-A

6. The result of the E- voting is as under:

a) Item No.1

Ordinary resolution to receive, consider and adopt the Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the year ended March 31, 2014, and the Balance Sheet as at that date, together with the reports of the Auditors, Management and Directors.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes
26	1964099250	100

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes
Nil	Nil	Nil

iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

b) Item No. 2

Ordinary resolution to confirm the payment of Interim Dividend on Equity Shares.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes
26	1964099250	100

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes
Nil	Nil	Nil

iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

c) Item No. 3

Ordinary resolution to appoint a director in place of Mr. Keki Mistry, who retires by rotation and, being eligible, offers himself for re-appointment.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes
26	1964099250	100

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes
Nil	Nil	Nil

iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

d) Item No. 4

Ordinary resolution to appoint a director in place of Mr. Norman Keith Skeoch, who retires by rotation and, being eligible, offers himself for re-appointment.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes
26	1964099250	100

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes
Nil	Nil	Nil

iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

e) Item No. 5

Ordinary resolution to appoint a director in place of Ms. Renu Sud Karnad, who retires by rotation and, being eligible, offers herself for re-appointment.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes
26	1964099250	100

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes
Nil	Nil	Nil

iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

f) Item No. 6

Ordinary resolution to appoint Joint Statutory Auditors and to fix their remuneration.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes
26	1964099250	100

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes
Nil	Nil	Nil

iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

g) Item No. 7

Ordinary resolution to appoint Mr. V.K. Viswanathan as an Independent Director of the Company

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes
26	1964099250	100

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes
Nil	Nil	Nil

iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

h) Item No. 8

Ordinary resolution to appoint Mr. Prasad Chandran as an Independent Director of the Company

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes
26	1964099250	100

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes
Nil	Nil	Nil

iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

i) Item No. 9

Ordinary resolution to appoint Mr. Ravi Narain as an Independent Director of the Company.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes
26	1964099250	100

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes
Nil	Nil	Nil

iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

j) Item No. 10

Ordinary resolution to appoint Dr. SA Dave as an Independent Director of the Company

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes
25	1964082250	100

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes
Nil	Nil	Nil

iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

k) Item No. 11

Ordinary resolution to re-appoint and approve revision in remuneration of Mr. Amitabh Chaudhry, Managing Director & Chief Executive Officer

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes
26	1964099250	100

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes
Nil	Nil	Nil

iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

l) Item No. 12

Ordinary resolution to approve the revision in remuneration of Ms. Vibha Padalkar, Executive Director & Chief Financial Officer with effect from April 1, 2014

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes
26	1964099250	100

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes
Nil	Nil	Nil

iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

m) Item No. 13

Special resolution to invest the funds of the Company pursuant to section 186 of the Companies Act, 2013

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes
26	1964099250	100

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes
Nil	Nil	Nil

iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

n) Item No. 14

Special resolution to offer/ issue shares to its Employees (including Managing/ Whole Time Director(s)) under one or more Employee Stock Option Scheme(s) ("ESOP Scheme")

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes
26	1964099250	100

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes
Nil	Nil	Nil

iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

o) Item No 15

Special resolution to offer/ issue shares to the Employees of its subsidiary Company(ies) (present or future), under one or more Employee Stock Option Scheme(s) ("ESOP Scheme")

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes
26	1964099250	100

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes
Nil	Nil	Nil

iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

p) Item No. 16

Special resolution for alteration of the Articles of Association of the Company.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes
26	1964099250	100

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes
Nil	Nil	Nil

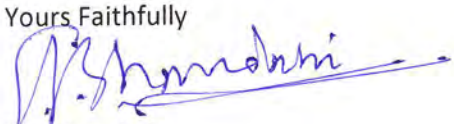
iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

The Register relevant records, and all other papers relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter they will be handed over to the Company.

Thanking you,

Yours Faithfully



S N Bhandari
FCS: 761 COP: 366

Place: Mumbai
Date: June 20, 2014