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's Report for E-voting & Ballot Voting
[Pursuant to Section 108 of the Companies Act, 2013 and
Companies (Management and Administration) Rules 2014 as amended]
For HDFC Standard Life Insurance Company Limited

To,
The Chairman of 15th Annual General Meeting of
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, 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, on the resolutions contained in the notice to the 15th Annual General Meeting ("AGM") of the Members of the Company, held on Tuesday, July 21, 2015 at the Board Room, HDFC House (*formerly known as HUL 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's 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 Agency/ service provider). At the AGM, none of the members of the Company has opted for Physical Ballot voting.



(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 Tuesday, July 14, 2015.

(iii) As prescribed in the Rules, the remote e-voting facility was kept open for four days from Friday, July 17, 2015 (9.00 am IST) till Monday, July 20, 2015 (5.00 pm IST).

(iv) At the end of remote e-voting period on Monday, July 20, 2015 voting portal of Agency was blocked forthwith.

(v) On Tuesday, July 21, 2015 at the AGM proceedings, none of the Members has opted for the physical ballot voting at the AGM. Thereafter the votes cast through remote E-voting process were unblocked by me in the presence of Ms. Manisha Maheshwari and Mr. Shubham Toshniwal.

I submit herewith my consolidated scrutinizer's report on the results of voting through electronic means (remote e-voting) and Physical ballot *(None of the Shareholders opted for physical ballot voting)* as under:



Item No. 1: As an Ordinary Resolution

To receive, consider and adopt:

(a) The standalone Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the year ended March 31, 2015, and the Balance Sheet as at that date, together with the reports of the Auditors, Management and Directors.

(b) The Consolidated Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the year ended March 31, 2015 and the Balance Sheet as at that date, together with the Report of Joint Statutory Auditor.

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	1,930,277,773	100	NIL	-	NIL
Physical Ballot	NIL	-	NIL	-	NIL
Total	1,930,277,773	100	NIL	-	NIL

Item No. 2: As an Ordinary Resolution

To confirm the payment of Interim Dividend on Equity Shares.

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	1,930,277,773	100	NIL	-	NIL
Physical Ballot	NIL	-	NIL	-	NIL
Total	1,930,277,773	100	NIL	-	NIL

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.

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	1,930,277,773	100	NIL	-	NIL
Physical Ballot	NIL	-	NIL	-	NIL
Total	1,930,277,773	100	NIL	-	NIL

Item No.4: As an Ordinary Resolution

To appoint a Director in place of Sir Gerry Grimstone (DIN: 01910890), who retires by rotation and, being eligible, offers himself for re-appointment.

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	1,930,277,773	100	NIL	-	NIL
Physical Ballot	NIL	-	NIL	-	NIL
Total	1,930,277,773	100	NIL	-	NIL



Item No.5: As an Ordinary Resolution

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

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	1,929,434,773	100	NIL	-	NIL
Physical Ballot	NIL	-	NIL	-	NIL
Total	1,929,434,773	100	NIL	-	NIL

Item No.6: As an Ordinary Resolution

To ratify the re-appointment and to fix the remuneration of M/s Price Waterhouse Chartered Accountants LLP ICAI Registration no. 012754N as Joint Statutory Auditors, till the conclusion of 19th Annual General Meeting, and M/s Haribhakti & Co. LLP, Chartered Accountants, ICAI Registration no. 103523W, as Joint Statutory Auditors, till the conclusion of 16th Annual General Meeting.

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	1,930,277,773	100	NIL	-	NIL
Physical Ballot	NIL	-	NIL	-	NIL
Total	1,930,277,773	100	NIL	-	NIL

Item No.7: As an Ordinary Resolution

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

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	1,930,277,773	100	NIL	-	NIL
Physical Ballot	NIL	-	NIL	-	NIL
Total	1,930,277,773	100	NIL	-	NIL

Item No.8: As an Ordinary Resolution

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

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	1,929,434,773	100	NIL	-	NIL
Physical Ballot	NIL	-	NIL	-	NIL
Total	1,929,434,773	100	NIL	-	NIL



Item No.9: As a Special Resolution

Approval for issue of shares to Employees of the Company under the Employee Stock Option Scheme(s).

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	1,930,277,773	100	NIL	-	NIL
Physical Ballot	NIL	-	NIL	-	NIL
Total	1,930,277,773	100	NIL	-	NIL

Item No.10: As a Special Resolution

Approval for issue of shares to Employees of Subsidiary Company (ies) under the Employee Stock Option Scheme(s).

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	1,930,275,773	100	2,000	0.0000 (Negligible)	NIL
Physical Ballot	NIL	-	NIL	-	NIL
Total	1,930,275,773	100	2,000	0.0000 (Negligible)	NIL

BHANDARI & ASSOCIATES * COMPANY SECRETARIES * MUMBAI

(vi) The Electronic data and all other relevant records relating to remote e-voting is under my safe custody and all will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

Yours Faithfully,
For Bhandari & Associates
Company Secretaries

S.N.Bhandari
FCS No: 761; CP. No: 366
Mumbai | July 21, 2015

Witness 1: Manisha
MANISHA MAHESHWARI

Witness 2 Shubham Toshniwal
SHUBHAM TOSHNIWAL.

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

Deepak S Parekh
Chairman
DIN: 00009078