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
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Consolidated Scrutinizer Report for Remote E-voting & Ballot voting at the 16th AGM 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 16th 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, 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 to be 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 16th Annual General Meeting (AGM) to the Members of the Company, held on Thursday July 14, 2016 at the 6th floor Board Room, 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 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") (Agency/service provider) and on the Physical ballot papers submitted by the Shareholders of the Company in AGM. At the AGM, none of the Shareholders 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 Thursday, July 07, 2016.

(iii) As prescribed in the Rules, remote e-voting facility was kept open for three days from Monday, July 11, 2016 (9.00 am IST) till Wednesday, July 13, 2016 (5.00 pm IST).

(iv) At the end of remote e-voting period on Wednesday, July 13, 2016 voting portal of Agency was blocked forthwith.

(v) On Thursday, July 14, 2016 at the AGM proceedings, none of the Shareholders 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.

(vi) 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 (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, 2016, 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, 2016 and the Balance Sheet as at that date, together with the Report of the Auditors.

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	1,928,298,719	100	NIL	-	NIL
Physical Ballot	NIL	-	NIL	-	NIL
Total	1,928,298,719	100	NIL	-	NIL

Item No. 2: As an Ordinary Resolution

To confirm the payment of Interim Dividend on Equity Shares as Final Dividend.

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	1,928,298,719	100	NIL	-	NIL
Physical Ballot	NIL	-	NIL	-	NIL
Total	1,928,298,719	100	NIL	-	NIL

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Item No.3: As an Ordinary Resolution

To appoint a Director in place of Mr. Keki Mistry (DIN: 00008886), 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	1,928,298,719	100	NIL	-	NIL
Physical Ballot	NIL	-	NIL	-	NIL
Total	1,928,298,719	100	NIL	-	NIL

Item No.4: As an Ordinary Resolution

To appoint a Director in place of Mr. Amitabh Chaudhry (DIN: 00531120), 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	1,928,298,719	100	NIL	-	NIL
Physical Ballot	NIL	-	NIL	-	NIL
Total	1,928,298,719	100	NIL	-	NIL



Item No.5: As an Ordinary Resolution

To appoint M/s GM Kapadia & Co, Chartered Accountants ICAI Registration No 104767W as Joint Statutory Auditors from the conclusion of this 16th AGM till the conclusion of the 21st AGM and to ratify the re-appointment of M/s Price Waterhouse Chartered Accountants LLP, ICAI Registration no. 012754N as Joint Statutory Auditors, till the conclusion of 19th AGM, as Joint Statutory Auditors and to fix the remunerations of the Joint Statutory Auditors.

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	1,928,298,719	100	NIL	-	NIL
Physical Ballot	NIL	-	NIL	-	NIL
Total	1,928,298,719	100	NIL	-	NIL

Item No.6: As an Ordinary Resolution

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

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	1,928,298,719	100	NIL	-	NIL
Physical Ballot	NIL	-	NIL	-	NIL
Total	1,928,298,719	100	NIL	-	NIL

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Item No.7: As an Ordinary Resolution

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

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	1,928,298,719	100	NIL	-	NIL
Physical Ballot	NIL	-	NIL	-	NIL
Total	1,928,298,719	100	NIL	-	NIL

Item No.8: As a Special Resolution

Approval for issue, offer and allot equity shares to its Eligible Employees [including Managing/Whole time Director(s)] (Present or future) of the Company under one or more Employee Stock Option Scheme(s) ("ESOS Scheme").

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	1,928,298,719	100	NIL	-	NIL
Physical Ballot	NIL	-	NIL	-	NIL
Total	1,928,298,719	100	NIL	-	NIL



Item No.9: As a Special Resolution

Approval for issue, offer and allot equity shares to Eligible Employees of subsidiary company(ies) (present or future) of the Company under one or more Employee Stock Option Scheme(s) ("ESOS Scheme").

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	1,928,298,719	100	NIL	-	NIL
Physical Ballot	NIL	-	NIL	-	NIL
Total	1,928,298,719	100	NIL	-	NIL

Item No.10: As a Special Resolution

To approve and adopt the Articles of Association of the Company in place and stead of the existing Articles of Association by substituting in its entirety by the revised Articles of Association.

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	1,928,298,719	100	NIL	-	NIL
Physical Ballot	NIL	-	NIL	-	NIL
Total	1,928,298,719	100	NIL	-	NIL



(vii) All the Resolutions mentioned in the AGM notice dated April 18, 2016 as per the details above stand passed with the requisite majority.

(viii) The Electronic data and all other relevant records relating to the 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 AGM.

Thanking You,

Yours Faithfully,
For Bhandari & Associates
Company Secretaries

S. N. Bhandari
Partner
Membership No. 761
COP No. 366

Place: Mumbai
Date: July 14, 2016

Witness 1:

Manisha.

MANISHA MAHESHWARI.

Witness 2:

SHUBHAM TOSHNIWAL.

COUNTER SIGNED BY:
For HDFC Standard Life Insurance Company Limited

Deepak S Parekh
Chairman
DIN: 00009078