BHANDARI & ASSOCIATES
Company Secretaries
901, Kamla Executive Park, Off. Andheri Kurla Road,
J. B. Nagar, Andheri East. Mumbai- 400 059
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Consolidated Scrutinizer Report for Remote E-voting & Ballot voting at the 17th 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 17thAnnual 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 17th Annual General Meeting (AGM) of the members of the Company, held on Monday July 17, 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 AGM.



(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 Monday, July 10, 2017.

(iii) As prescribed in the Rules, remote e-voting facility was available for four days from Thursday, July 13, 2017 (9.00 am IST) till Sunday, July 16, 2017 (5.00 pm IST).

(iv) At the end of remote e-voting period on Sunday, July 16, 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 Monday, July 17, 2017 after the conclusion of AGM, the Ballot voting papers were counted and diligently scrutinized. The ballot papers were 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:

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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, 2017, 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, 2017 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	193,03,83,267	100	NIL	-	NIL
Physical Ballot	4,113	100	NIL	-	NIL
Total	193,03,87,380	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	193,03,83,267	100	NIL	-	NIL
Physical Ballot	4,113	100	NIL	-	NIL
Total	193,03,87,380	100	NIL	-	NIL

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Item No.3: As an Ordinary Resolution

To appoint a Director in place of Ms. Renu Sud Karnad (DIN: 00008064), 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	193,03,83,267	100	NIL	-	NIL
Physical Ballot	4,113	100	NIL	-	NIL
Total	193,03,87,380	100	NIL	-	NIL

Item No.4: As an Ordinary Resolution

To appoint a Director in place of Mr. Norman Keith Skeoch (DIN: 00165850), 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	193,03,83,267	100	NIL	-	NIL
Physical Ballot	4,113	100	NIL	-	NIL
Total	193,03,87,380	100	NIL	-	NIL

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Item No.5: As an Ordinary Resolution

To ratify the appointment of M/s Price Waterhouse Chartered Accountants LLP, ICAI Registration no. 012754N as Joint Statutory Auditors till the conclusion of the 19th Annual General Meeting of the Company and to ratify the appointment of M/s GM Kapadia & Co, Chartered Accountants, ICAI Registration no 104767W, as Joint Statutory Auditors, till conclusion of the 21st Annual General Meeting, 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	193,03,83,267	100	NIL	-	NIL
Physical Ballot	4,113	100	NIL	-	NIL
Total	193,03,87,380	100	NIL	-	NIL

Item No.6: As an Ordinary Resolution

To appoint Mr. Sumit Bose (DIN: 03340616) as Independent Director for a period of five years w.e.f. July 19, 2016.

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	193,03,83,267	100	NIL	-	NIL
Physical Ballot	4,113	100	NIL	-	NIL
Total	193,03,87,380	100	NIL	-	NIL

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Item No.7: As an Ordinary Resolution

To appoint Mr. Ranjan Mathai (DIN: 07572976) as Independent Director for a period of five years w.e.f. July 22, 2016.

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	193,03,83,267	100	NIL	-	NIL
Physical Ballot	4,113	100	NIL	-	NIL
Total	193,03,87,380	100	NIL	-	NIL

Item No.8: As an Ordinary Resolution

To approve the revision in the remuneration of Mr. Amitabh Chaudhry (DIN: 00531120), Managing Director and Chief Executive Officer w.e.f. April 01, 2017.

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	193,03,83,267	100	NIL	-	NIL
Physical Ballot	4,113	100	NIL	-	NIL
Total	193,03,87,380	100	NIL	-	NIL

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Item No.9: As an Ordinary Resolution

To approve the Re-appointment of Ms. Vibha Padalkar (DIN: 01682810) as the Executive Director and Chief Financial Officer for a further period of five years w.e.f. August 14, 2017 and revision in the remuneration w.e.f. April 01, 2017.

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	192,93,98,267	100	NIL	-	NIL
Physical Ballot	4,113	100	NIL	-	NIL
Total	192,94,02,380	100	NIL	-	NIL

Item No.10: 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	193,03,83,267	100	NIL	-	NIL
Physical Ballot	4,113	100	NIL	-	NIL
Total	193,03,87,380	100	NIL	-	NIL

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Item No.11: As a Special Resolution

Approval for issue, offer and allot equity shares to Eligible Employees of its 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	193,03,83,267	100	NIL	-	NIL
Physical Ballot	4,113	100	NIL	-	NIL
Total	193,03,87,380	100	NIL	-	NIL

Item No.12: As a Special Resolution

To approve the Remuneration in the form of Profit-related Commission to the Non-Executive Independent Directors for Financial Year 2017-18.

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	193,03,83,267	100	NIL	-	NIL
Physical Ballot	4,113	100	NIL	-	NIL
Total	193,03,87,380	100	NIL	-	NIL

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(viii) All the Resolutions mentioned in the AGM notice dated May 03, 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 AGM.

Thanking You,

Yours Faithfully,
For **Bhandari & Associates**
Company Secretaries

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

Place: Mumbai
Date: July 17, 2017

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