Rathi & Associates
COMPANY SECRETARIES
A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
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FORM No. MGT-13

SCRUTINIZERS' REPORT

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
BHARTI AXA LIFE INSURANCE COMPANY LIMITED,
Unit No. 1904, 19th Floor,
Parinee Crescenzo, 'G' Block,
Bandra Kurla Complex,
Bandra East,
Mumbai – 400 051

Dear Sir,

Sub: **Scrutinizers' Report on voting through electronic Ballot Forms (Poll) at the 15th Annual General Meeting of the Members of Bharti Axa Life Insurance Company Limited**

I, Jayesh M. Shah, Partner of M/s Rathi & Associates, Company Secretaries was appointed as Scrutinizer for the purpose of voting exercised by shareholders on the below mentioned resolution(s) at the 15th Annual General Meeting (AGM) of the Members of Bharti Axa Life Insurance Company Limited held on Monday, August 31, 2020 at 12:20 p.m. through Video conferencing facilities, submit our report as under:

The AGM was held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue and in compliance with Circular No. 20/2020 dated 5th May, 2020 read with Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020 (collectively "circulars") issued by the Ministry of Corporate Affairs (MCA) and in terms of the said Circular had provided facility to shareholders to cast their votes on the resolutions, as per the Notice of AGM, by sending email (on the designated email address circulated by the Company) through their email addresses which is registered with the Company.

Rathi & Associates Mumbai Company Secretaries

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, the circulars issued by the MCA relating to voting to be conducted at AGM on the resolutions contained in the Notice of the AGM of the Members of the Company.

My responsibility as a Scrutinizer is to scrutinize and ensure that that the voting exercised by shareholders through designated mail id in a fair and transparent manner and to make a Scrutinizer's Report of the votes cast "In Favour" or "Against" the resolutions:

1. After the time fixed for voting, confirmation of voting received from shareholders on the designated mail id was checked.

2. The voting confirmations received from shareholders was reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.

3. I did not find any vote invalid;

4. The result of the voting carried out at the AGM and votes cast by shareholders is as under:

   (a) **Resolution No. 1** - as an Ordinary Resolution for adoption of Audited Financial Statements for the financial year ended March 31, 2020, comprise of Balance Sheet as at March 31, 2020, Statement of Profit and Loss and Cashflow for the year ended on that date along with the Reports of Auditors and Directors thereon;

Sr. No.	Particulars		No. of members who voted	No. of Shares voted for
a.	Votes cast through designated mail id		5	2,941,200,974
b.	Less: Invalid voting		0	0
c.	**Net Valid Voting**		5	**2,941,200,974**
	(i)	Voting with assent for the Resolution	5	2,941,200,974
	Percentage (%) of Assent			**100**
	(ii)	Voting with dissent for the Resolution	0	0
	Percentage (%) of Dissent			**0.00**

(b) **Resolution No. 2** as an Ordinary Resolution for appointment of Rakesh Bharti Mittal, (DIN-00042494), as Director of the Company, who retires by rotation and being eligible has offered himself for re-appointment;

Sr. No.	Particulars		No. of members who voted	No. of Shares voted for
a.	Votes cast through designated mail id		5	2,941,200,974
b.	Less: Invalid voting		0	0
c.	**Net Valid Voting**		**5**	**2,941,200,974**
	(i)	Voting with assent for the Resolution	5	2,941,200,974
	Percentage (%) of Assent			**100**
	(ii)	Voting with dissent for the Resolution	0	0
	Percentage (%) of Dissent			**0.00**

(c) **Resolution No. 3** as an Ordinary Resolution for appointment of Jean Drouffe, (DIN-07373856), as Director of the Company, who retires by rotation and being eligible has offered himself for re-appointment;

Sr. No.	Particulars		No. of members who voted	No. of Shares voted for
a.	Votes cast through designated mail id		5	2,941,200,974
b.	Less: Invalid voting		0	0
c.	**Net Valid Voting**		**5**	**2,941,200,974**
	(i)	Voting with assent for the Resolution	5	2,941,200,974
	Percentage (%) of Assent			**100**
	(ii)	Voting with dissent for the Resolution	0	0
	Percentage (%) of Dissent			**0.00**

(d) **Resolution No. 4** as an Ordinary Resolution approval to payment of remuneration to M/s. CNK & Associates, Chartered Accountants, (Firm Registration no.101961W) Joint Statutory Auditors of the Company for conducting the statutory audit of the Company for the Financial Year 2020-21;

Sr. No.	Particulars		No. of members who voted	No. of Shares voted for
a.	Votes cast through designated mail id		5	2,941,200,974
b.	Less: Invalid voting		0	0
c.	**Net Valid Voting**		**5**	**2,941,200,974**
	(i)	Voting with assent for the Resolution	5	2,941,200,974
	Percentage (%) of Assent			**100**
	(ii)	Voting with dissent for the Resolution	0	0
	Percentage (%) of Dissent			**0.00**

(e) **Resolution No. 5** as an Ordinary Resolution approval to payment of remuneration to M/s. M. P. Chitale & Co, Chartered Accountants (ICAI Registration No.101851W), Joint Statutory Auditors of the Company for conducting the statutory audit of the Company for the Financial Year 2020-21;

Sr. No.	Particulars		No. of members who voted	No. of Shares voted for
a.	Votes cast through designated mail id		5	2,941,200,974
b.	Less: Invalid voting		0	0
c.	**Net Valid Voting**		**5**	**2,941,200,974**
	(i)	Voting with assent for the Resolution	5	2,941,200,974
	Percentage (%) of Assent			**100**
	(ii)	Voting with dissent for the Resolution	0	0
	Percentage (%) of Dissent			**0.00**

Associates Company Secretaries

(f) **Resolution No. 6** as an Ordinary Resolution for appointment of Rajesh Sud (DIN-02395182), who was appointed as an Additional Director of the Company, as a Director of the Company liable to retire by rotation;

Sr. No.	Particulars		No. of members who voted	No. of Shares voted for
a.	Votes cast through designated mail id		5	2,941,200,974
b.	Less: Invalid voting		0	0
c.	**Net Valid Voting**		**5**	**2,941,200,974**
	(i)	Voting with assent for the Resolution	5	0
	Percentage (%) of Assent			**100**
	(ii)	Voting with dissent for the Resolution	0	0
	Percentage (%) of Dissent			**0.00**

(g) **Resolution No. 7** as an Ordinary Resolution for payment of bonus, pursuant to IRDA (Non – Linked Insurance Products) Regulations, 2019 to participating Policyholders;

Sr. No.	Particulars		No. of members who voted	No. of Shares voted for
a.	Votes cast through designated mail id		5	2,941,200,974
b.	Less: Invalid voting		0	0
c.	**Net Valid Voting**		**5**	**2,941,200,974**
	(i)	Voting with assent for the Resolution	5	2,941,200,974
	Percentage (%) of Assent			**100**
	(ii)	Voting with dissent for the Resolution	0	0
	Percentage (%) of Dissent			**0.00**

3. The list of members who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

For RATHI & ASSOCIATES
COMPANY SECRETARIES

JAYESH M. SHAH
PARTNER
MEM NO.FCS: 5637
COP No.: 2535

Date: August 31, 2020
Place: Mumbai