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 16th 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 16th Annual General Meeting ("AGM") of the Members of Bharti Axa Life Insurance Company Limited held on Friday, July 30, 2021 at 11: 00 A.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 the General Circular No. 02/2021 dated January 13, 2021 and in accordance with the requirements provided in General Circular No. 20/2020 dated May 5, 2020 read with Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 (collectively "Circulars") issued by the Ministry of Corporate Affairs ("MCA") and in terms of the said Circulars had provided facility to Shareholders to cast their votes on the resolutions, as per the Notice of AGM dated 8th July,2021, by sending email (on the designated email address circulated/intimated by the Company) through their email addresses which is registered with the Company.

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The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules made thereunder, the circulars issued by the MCA relating to voting to be conducted at the time of 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 the voting exercised by shareholders through designated email Id in a fair and transparent manner and to make a Scrutinizer's Report of the votes cast "in favour" or "against" on the resolutions;

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

2. The voting confirmation 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 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 consideration and adoption of the Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended 31 March 2021, the Balance Sheet as at that date, together with the Reports of the Joint Statutory Auditors and Directors thereon;

Sr. No	Particulars		Resolution 1	
			No. of members who voted	**No. of shares voted for**
a.	Votes cast through designated email id		5	3,24,62,00,974
b.	Less: Invalid voting		0	0
c.	**Net Valid voting**		**5**	**3,24,62,00,974**
	(i)	Voting with assent for the Resolution	5	3,24,62,00,974
		% of Assent	**100**	
	(ii)	Voting with dissent for the Resolution	-	-
		% of Dissent	-	

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(b) **Resolution No. 2 -** as an Ordinary Resolution for re-appointment of Mr. Akhil Kumar Gupta (DIN 00028728), who retired by rotation and being eligible, had offered himself for re-appointment, as Director of the Company.

Sr. No	Particulars		Resolution 2	
			No. of members who voted	**No. of shares voted for**
a.	Votes cast through designated email id		5	3,24,62,00,974
b.	Less: Invalid voting		0	0
c.	**Net Valid voting**		**5**	**3,24,62,00,974**
	(i)	Voting with assent for the Resolution	5	3,24,62,00,974
		% of Assent		**100**
	(ii)	Voting with dissent for the Resolution	-	-
		% of Dissent		-

(c) **Resolution No. 3 -** as an Ordinary Resolution for re-appointment of Mr. Harjeet Kohli (DIN: 07575784), who retired by rotation and being eligible, had offered himself for re-appointment, as Director of the Company.

Sr. No	Particulars		Resolution 3	
			No. of members who voted	**No. of shares voted for**
a.	Votes cast through designated email id		5	3,24,62,00,974
b.	Less: Invalid voting		0	0
c.	**Net Valid voting**		**5**	**3,24,62,00,974**
	(i)	Voting with assent for the Resolution	5	3,24,62,00,974
		% of Assent		**100**
	(ii)	Voting with dissent for the Resolution	-	-
		% of Dissent		-

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(d) **Resolution No. 4** - as an Ordinary Resolution for approval of 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 2021-22.

Sr. No	Particulars		Resolution 4	
			No. of members who voted	No. of shares voted for
a.	Votes cast through designated email id		5	3,24,62,00,974
b.	Less: Invalid voting		0	0
c.	**Net Valid voting**		**5**	**3,24,62,00,974**
	(i)	Voting with assent for the Resolution	5	3,24,62,00,974
		% of Assent		**100**
	(ii)	Voting with dissent for the Resolution	-	-
		% of Dissent		-

(e) **Resolution No. 5** - as an Ordinary Resolution for appointment of M/s. M. P. Chitale & Co., Chartered Accountants, (ICAI Registration no. 101851W) as the Joint Statutory Auditors of the Company for conducting the statutory Audit of the Company for a period of 5 years from the conclusion 16th Annual General meeting of the Company till the conclusion of 21st Annual General Meeting of the Company and to fix the remuneration payable to them;

Sr. No	Particulars		Resolution 5	
			No. of members who voted	No. of shares voted for
a.	Votes cast through designated email id		5	3,24,62,00,974
b.	Less: Invalid voting		0	0
c.	**Net Valid voting**		**5**	**3,24,62,00,974**
	(i)	Voting with assent for the Resolution	5	3,24,62,00,974
		% of Assent		**100**
	(ii)	Voting with dissent for the Resolution	-	-
		% of Dissent		-

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Resolution No. 6 - as an Ordinary Resolution for appointment of Christophe Stephane Knaub (DIN-09109015), who was appointed Additional Director of the Company, as Non-Executive Director of the Company liable to retire by Rotation;

Sr. No	Particulars		Resolution 6	
			No. of members who voted	**No. of shares voted for**
a.	Votes cast through designated email id		5	3,24,62,00,974
b.	Less: Invalid voting		0	0
c.	**Net Valid voting**		**5**	**3,24,62,00,974**
	(i)	Voting with assent for the Resolution	5	3,24,62,00,974
		% of Assent	**100**	
	(ii)	Voting with dissent for the Resolution	-	-
		% of Dissent	-	

(f) **Resolution No. 7 -** as Special Resolution for approval of;

i. revision in total cash compensation of Mr. Parag Raja (DIN: 08713978), CEO and Managing Director of the Company with effect from 1 April 2021 and;

ii. granting of additional Stock Appreciation Rights (SAR) of 0.3% of the eligible pool to Mr. Parag Raja (DIN: 08713978), CEO and Managing Director of the Company.

Sr. No	Particulars		Resolution 7	
			No. of members who voted	**No. of shares voted for**
a.	Votes cast through designated email id		5	3,24,62,00,974
b.	Less: Invalid voting		0	0
c.	**Net Valid voting**		**5**	**3,24,62,00,974**
	(i)	Voting with assent for the Resolution	5	3,24,62,00,974
		% of Assent	**100**	
	(ii)	Voting with dissent for the Resolution	-	-
		% of Dissent	-	

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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

RATHI & ASSOCIATES MUMBAI COMPANY SECRETARIES

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

Date: August 4, 2021
Place: Mumbai
UDIN: F005637C000734398