

# *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. 1902, 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 02/2022-23 Extra-Ordinary General Meeting of the Members of Bharti AXA Life Insurance Company Limited.

I, Jayesh M. Shah, Partner of M/s. Rathi & Associates, Practicing Company Secretaries was appointed as Scrutinizer for the purpose of voting exercised by Shareholders on the below mentioned resolution at the 02/2022-23 Extra-Ordinary General Meeting ("EGM") of the Members of Bharti AXA Life Insurance Company Limited held on Wednesday, August 24, 2022 at 05:00 P.M. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") facilities, submit our report as under:

The EGM 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. 03/2022 dated 5<sup>th</sup> May, 2022, 10/2021 dated 23<sup>rd</sup> June, 2021 read with Circular no. 14/2020 dated 08<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020 and 02/2021 dated 13<sup>th</sup> January, 2021 issued by Ministry of Corporate Affairs ("MCA") and in terms of the said Circulars had provided facility to Shareholders to cast their votes on the resolution, as per the Notice of EGM dated 23<sup>rd</sup> August, 2022, by sending email (on the designated email address circulated/intimated by the Company) through their email addresses which is registered with the Company.



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 EGM on the resolution contained in the Notice of the EGM 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 resolution;

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 EGM and votes cast by Shareholders is as under:

**Resolution No. 1** - as Special Resolution for offer and issue of 600 (Six Hundred) Unsecured, Rated, Listed, Redeemable, Transferable, Fully Paid-up Non-Convertible Debentures ("NCD") denominated in Indian Rupees ("INR") each having a face value of INR 10,00,000 (Indian Rupees Ten Lakh) and aggregating to INR 600,000,000 (Indian Rupees Sixty Crores) or such other number of NCDs, at such face value and amount as may be determined, and at a coupon rate as may be specified, net of withholding taxes, or such other interest rate as may be agreed, payable annually and on maturity or at such other interest periods as may be agreed, subject to deduction of taxes at source in accordance with applicable law, with or without gross up, and for a period of 10 (ten) years from the deemed date of allotment or such other maturity period (subject to applicable law) as may be agreed, on a private placement basis to such persons as may be identified by the Company for the purposes of Section 42 of the Companies Act, 2013 ("Investor(s)"), on such terms as may be agreed with the Investor(s).



Sr. No	Particulars	Resolution 1	
		No. of members who voted	No. of shares voted for
a.	Votes cast through designated email id	6	3,62,62,00,975
b.	Less: Invalid voting	0	0
c.	<b>Net Valid voting</b>	<b>6</b>	<b>3,62,62,00,975</b>
	(i) Voting with assent for the Resolution	6	3,62,62,00,975
	<b>% of Assent</b>	<b>100</b>	
	(ii) Voting with dissent for the Resolution	-	-
	<b>% of Dissent</b>	<b>-</b>	



For RATHI & ASSOCIATES  
COMPANY SECRETARIES

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

Date: August 25, 2022  
Place: Mumbai  
UDIN: F005637D000844266  
Peer Review Cer. No: 668/2020