

## REPORT OF SCRUTINISER

To,

**Mr. Rashesh Shah,  
Chairman  
Edelweiss Tokio Life Insurance Company Limited  
Edelweiss House,  
Off C.S.T. Road, Kalina,  
Mumbai - 400 098.**

8<sup>th</sup> Annual General Meeting of the Equity Shareholders of Edelweiss Tokio Life Insurance Company Limited held on Monday, July 31, 2017 at 9:00 a.m. at the Registered Office of the Company at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai - 400 098.

Dear Sir,

We, B. Renganathan and Sarju Simaria, appointed as Scrutinisers for the purpose of the poll taken on the resolutions mentioned below, at the 8<sup>th</sup> Annual General Meeting of the Equity Shareholders of Edelweiss Tokio Life Insurance Company Limited, held on Monday, July 31, 2017 at 9:00 a.m. at the Registered Office of the Company at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai - 400 098, submit the report as under: -

- I. After the time fixed for closing of the Poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.
- II. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinised. The poll papers were reconciled with the records maintained by the Company and the authorisation and proxy lodged with the Company.
- III. We did not find any poll paper invalid.
- IV. The results of the Poll are as under: -
  1. **Resolution No. 1-** To consider and adopt the audited Financial Statement of the Company for the year ended March 31, 2017, together with the Reports of the Board, Management and Auditors thereon.

(i) Voted in favor of the Resolution: -

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	261,592,175	99.99%

(ii) Voted against the Resolution: -

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes: -

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

2. **Resolution No. 2-** To appoint a Director in place of Mr. Venkat Ramaswamy (DIN: 00008509) who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favor of the Resolution: -

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	261,592,175	99.99%

(ii) Voted against the Resolution: -

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes: -

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

3. **Resolution No. 3 -** To appoint a Director in place of Mr. Ian Brimecome (DIN: 02992778) who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favor of the Resolution: -

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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person or by proxy)		
7	261,592,175	99.99%

(ii) Voted against the Resolution: -

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes: -

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

4. **Resolution No. 4-** To appoint a Director in place of Ms. Shabnam Panjwani (DIN: 02057371) who retires by rotation and, being eligible, offers herself for re-appointment.

(i) Voted in favor of the Resolution: -

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	261,592,175	99.99%

(ii) Voted against the Resolution: -

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes: -

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

5. **Resolution No. 5-** To re-appoint M/s. V. Sankar Aiyar & Co., Chartered Accountants (Firm Registration No. 109208W and M/s. K. S. Aiyar & Co, Chartered Accountants (Firm Registration No. 100186W) as the Joint Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM), until the conclusion of the next AGM of the Company at such remuneration plus service tax, out-of-pocket, travelling expenses, etc., as may be mutually agreed between the Board of Directors of

the Company and the Auditors.

(i) Voted in favor of the Resolution: -

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	261,592,175	99.99%

(ii) Voted against the Resolution: -

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes: -

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

6. **Resolution No. 6-** Appointment of Mr. Yasuyuki Sekioka (DIN: 07800965) as Non-Executive, Non-Independent Director of the Company.

(i) Voted in favor of the Resolution: -

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	261,592,175	99.99%

(ii) Voted against the Resolution: -

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes: -

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

7. **Resolution No. 7 - Appointment of Mr. Navtej S. Nandra (DIN: 02282617) as an Independent Director of the Company.**

(i) Voted in favor of the Resolution: -

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	261,592,175	99.99%

(ii) Voted against the Resolution: -

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes: -

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

8. **Resolution No. 8 - Re-appointment of Mr. P. N. Venkatachalam (DIN: 00499442) as an Independent Director of the Company.**

(i) Voted in favor of the Resolution: -

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	261,592,175	99.99%

(ii) Voted against the Resolution: -

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes: -

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

9. **Resolution No. 9 - Approval for contribution of funds from the Shareholders' Account to the Policyholders' Account.**

(i) Voted in favor of the Resolution: -

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	261,592,175	99.99%

(ii) Voted against the Resolution: -

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

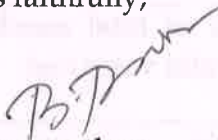
(iii) Invalid votes: -

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

V. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

  
B. Renganathan

  
Sarju Simaria

Place: Mumbai

Date: July 31, 2017