



AASHISH K. BHATT & ASSOCIATES

Practising Company Secretaries

Aashish K. Bhatt
B.Com., A.C.S., PGDSL

FORM No. MGT-13

Report of Scrutinizer

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

To,

The Chairman of the Extraordinary General Meeting,

Reliance Nippon Life Insurance Company Limited,

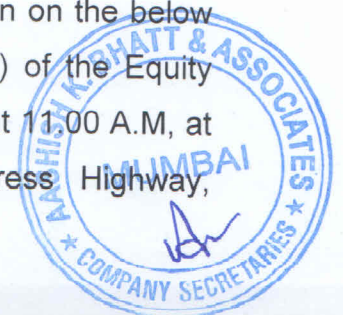
Registered office at H Block, 1st Floor, Dhirubhai Ambani

Knowledge City, Kopar Khairne, Navi Mumbai – 400710.

Subject : Scrutinizer's Report on Voting by Poll conducted at the Extraordinary General Meeting of the Members of Reliance Nippon Life Insurance Company Limited (the "Company") held on Tuesday, February 25, 2020 at 11.00 A.M. at Meeting Room, Reliance Centre, 5th Floor, Off Western Express Highway, Santacruz (East), Mumbai – 400055.

Dear Sir,

I, Aashish Bhatt, Proprietor of Aashish K. Bhatt & Associates, Practicing Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Extraordinary General Meeting (EGM) of the Equity shareholders of the Company, held on Tuesday, February 25, 2020 at 11.00 A.M, at Meeting Room, Reliance Centre, 5th Floor, Off Western Express Highway, Santacruz (East), Mumbai – 400055, submit my report as under:



1. After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box was kept for polling which was locked in my presence with due identification mark placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations and proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The results of the poll on the below mentioned resolutions is attached herewith as **Annexure A** which forms a part of this report.

Resolution No. 1:-

Special Resolution:

To Change the Registered Office of the Company.

Resolution No. 2:-

Ordinary Resolution:

To Approve the modification to the long-term incentive proposals (Phantom Employee Stock Option Plan) for vested and unvested phantom stock options of 2015-16, 2017, 2018 and 2019 for the ED and CEO.

5. A PDF containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is annexed as Annexure A to this report.



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

Thanking You,

Yours Faithfully,

**For Aashish K. Bhatt & Associates
Practicing Company Secretaries**



Aashish Bhatt

Company Secretary

(Membership No.: A19639 / COP No.: 7023)

UDIN: A019639A000578692

Date: 27/2/2020

Place: Mumbai

Encl: a/a



Countersigned by:

For Reliance Nippon Life Insurance Company Limited

Chairman of the Extraordinary General Meeting

Annexure A

RELIANCE NIPPON LIFE INSURANCE COMPANY LIMITED

STATEMENT OF VOTES CAST IN RESPECT OF RESOLUTIONS PLACED BEFORE THE MEMBERS AT THE EXTRA ORDINARY GENERAL MEETING OF RELIANCE NIPPON LIFE INSURANCE COMPANY LIMITED HELD ON TUESDAY, 25TH DAY OF FEBRUARY, 2020 AT 11:00 A.M. AT MEETING ROOM, RELIANCE CENTRE, 5TH FLOOR, OFF WESTERN EXPRESS HIGHWAY, SANTACRUZ (EAST), MUMBAI - 400055.

Sr. No.	Name(s) And Address of The Member(s)	Name of The Member/ Proxy Who Attended And Voted At The Meeting	Folio No./ Dp Id And Client Id	Total No. of Shares Held	Valid Votes in Favour		Valid Votes against		Invalid Votes	Not Voted
					Res. No.1	Res. No.2	Res. No.1	Res. No.2		
1	Shri. Chetan Raval Nominee of Reliance Capital Limited Reliance Centre, Ground Floor, 19, Walchand Hirachand Marg, Ballard Estate, Mumbai - 400001	Shri Chetan Raval	33	1	1	1	Nil	Nil	NA	NA
2	Shri Atul Tandon Nominee of Reliance Capital Limited Reliance Centre, Ground Floor, 19, Walchand Hirachand Marg, Ballard Estate, Mumbai - 400001	Shri Atul Tandon	29	1	1	1	Nil	Nil	NA	NA
3	Shri Yogesh V Deshpande Nominee of Reliance Capital Limited Reliance Centre, Ground Floor, 19, Walchand Hirachand Marg, Ballard Estate, Mumbai - 400001	Shri Yogesh V. Deshpande	30	1	1	1	Nil	Nil	NA	NA
4	Shri Madan Chaturvedi Nominee of Reliance Capital Limited Reliance Centre, Ground Floor, 19, Walchand Hirachand Marg, Ballard Estate, Mumbai - 400001	Shri Madan Chaturvedi	32	1	1	1	Nil	Nil	NA	NA
5	Nippon Life Insurance Company 3-5-12, Imabashi, Chuo-Ku, Osaka 541-8501, JAPAN	Shri Ikou Kobayashi	1601390000011623	586198515	586198515	586198515	Nil	Nil	NA	NA
6	Reliance Capital Limited Reliance Centre, Ground Floor, 19, Walchand Hirachand Marg, Ballard Estate, Mumbai - 400001	Shri Atul Tandon	1302720000000016 1302720000001121 1302720000001267 1302720000001383	610124980	610124980	610124980	Nil	Nil	NA	NA
		Total		1196323499	1196323499	1196323499	Nil	Nil	NA	NA



For Aashish K. Bhatt & Associates



Aashish K. Bhatt
Practising Company Secretary

Atul Tandon
Member

Date: 27/2/2020

Place: Mumbai

UDIN: A019639A000578692



Countersigned by
Reliance Nippon Life Insurance Company Limited

Chairman of the Extraordinary General Meeting