

PARIKH & ASSOCIATES
COMPANY SECRETARIES

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FORM NO. MGT-13

Report of Scrutinizer(s)

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

To,
The Chairman appointed for the National Company Law Tribunal,
Mumbai Bench Convened Meeting of Equity Shareholders of
Bharti AXA General Insurance Company Limited
1902, 19th Floor, Parinee Creseenzo, 'G' Block, Bandra Kurla Complex,
BKC Road, Bandra East, Bandra Suburban, Mumbai 400 051

The National Company Law Tribunal, Mumbai Bench Convened Meeting of Equity Shareholders of Bharti AXA General Insurance Company Limited held on Tuesday, February 23, 2021 at 11.30 a.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

Dear Sir,

I, P. N. Parikh, of Parikh & Associates, Practising Company Secretary, appointed as Scrutinizer, vide order dated December 18, 2020 of the National Company Law Tribunal, Mumbai Bench for the purpose of the poll taken on the below mentioned resolution at the National Company Law Tribunal, Mumbai Bench Convened Meeting of Equity Shareholders of Bharti AXA General Insurance Company Limited held on Tuesday, February 23, 2021 at 11.30 a.m. (IST) through Video Conferencing / Other Audio Visual Means, submit my report as under:

1. As confirmed by the Company, Notice in relation to the Tribunal convened meeting of the Equity Shareholders, together with the documents accompanying the same, including the explanatory statement and the scheme was sent only through electronic mode to all Equity Shareholders of the Company.
2. The Equity Shareholders were required to cast their votes through poll only by sending emails through their email addresses which are registered with the Company. The said emails were to be sent to the designated email address circulated along with the Notice of NCLT Convened Meeting.
3. After the time fixed for closing of the poll by the Chairman, the emails received from the Equity Shareholders through their email addresses which are registered with the Company were opened and the polling papers therein were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations lodged with the Company.

4. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the Rules made thereunder relating to poll. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast in favour or against the resolution.
5. The result of the Poll is as under:

"RESOLVED THAT pursuant to the applicable provisions of Companies Act, 2013 (and rules framed thereunder), and Insurance Act, 1938 (and the rules made thereunder) and subject to obtaining the requisite regulatory approval, and subject to sanction of the National Company Law Tribunals ("NCLT") situated in the states in which the Company and ICICI Lombard have their registered offices and such other regulatory/ government authority as may be applicable, the Shareholders be and hereby consent to the transfer of the entire general insurance business (including, without limitation all undertakings, activities, operations, assets, investments, rights, approvals, licenses and powers, leasehold rights and all its debts, outstanding, liabilities, duties, obligations and employees, in each case pertaining to Bharti AXA, but excluding at all times, certain specified assets, liabilities etc.(as stated in paragraph 1.41 of the Scheme) of Bharti AXA General Insurance Company Limited ("Bharti AXA") on a going concern basis from Bharti AXA to ICICI Lombard General Insurance Company Limited ("ICICI Lombard") pursuant to the scheme of arrangement proposed to be entered into between Bharti AXA and ICICI Lombard and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act ("Scheme"), for a consideration of 35,756,194 equity shares of ICICI Lombard to Bharti General Ventures Private Limited and Societe Beaujon in proportion to their shareholding in Bharti AXA pursuant to the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/ or imposed by NCLT and/or any other authority(ies) while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

(i) Voted in favour of the resolution:

Number of members present and voting	Number of Votes cast by them(Shares)	% of total number of valid votes cast
6	2,05,59,81,215	100.00

(ii) Voted against the resolution:

Number of members present and voting	Number of Votes cast by them(Shares)	% of total number of valid votes cast
NIL	NIL	0.00

(iii) Invalid votes:

Total number of members present and voting whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

6. A soft copy of the list of Equity Shareholders who voted "FOR", "AGAINST" has been emailed to the authorized representative of the company.

Thanking-you,

Yours faithfully,

Scrutinizer

Name : P. N. Parikh

Parikh & Associates

Practising Company Secretary

FCS: 327 CP No.: 1228

Place: Mumbai

Dated: February 23, 2021