

August 27, 2025

Ref: NIVABUPA/EQ/2025-26/53

To,

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G

Bandra Kurla Complex

Bandra (E), Mumbai – 400 051

Symbol: NIVABUPA

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street,

Mumbai – 400 001

Scrip Code: 544286

Sub: Submission of the Scrutinizer's Report on e-voting (Voting at 17th Annual General Meeting ("AGM"))/remote e-voting for the AGM)

Dear Sir/Madam,

This is in furtherance to our earlier letter dated August 26, 2025, submitting the Proceedings of 17th AGM, we hereby submit the Report of Scrutinizer dated August 27, 2025, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, enclosed as **Annexure-I**.

The resolutions as set out in the Notice of 17th AGM have been passed by the Members with requisite majority.

Kindly take the same on records.

Thanking You,

Yours' Faithfully,

For **Niva Bupa Health Insurance Company Limited**

Rajat Sharma

Company Secretary and Compliance Officer

Niva Bupa Health Insurance Company Limited

IRDAI Registration No. 145 | CIN: L66000DL2008PLC182918

Registered Office: C-98, First Floor, Lajpat Nagar, Part 1, Delhi-110024, India

Corporate Office: 3rd Floor, Capital Cyber scape, Golf Course Extension Road, Sector-59, Gurugram-122101, Haryana, India Website: www.nivabupa.com | Tel: +91-124-6354900

RANJEET PANDEY & ASSOCIATES

Company Secretaries

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules") read with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended]

To,
The Company Secretary,
NIVA BUPA HEALTH INSURANCE COMPANY LIMITED
C-98, First Floor, Lajpat Nagar,
New Delhi-110024

Sub: Consolidated Scrutinizer's Report on e-voting [Voting at Annual General Meeting ("AGM")]/remote e-voting conducted in terms of provisions of Section 108 of the Act read with Rule 20 of Rules, as amended, and Regulation 44 of SEBI Listing Regulations for the 17th Annual General Meeting (AGM) of Niva Bupa Health Insurance Company Limited ("Company") held on Tuesday, August 26, 2025 at 02:30 P.M. (IST) through video conferencing/other audio-visual means ("VC/OAVM").

Dear Sir,

I, CS Ranjeet Pandey, proprietor of M/s. Ranjeet Pandey & Associates, Company Secretaries, having office at A-160, Basement, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Board of Directors of the Company for scrutinizing process of remote e-voting & e-voting at the AGM in respect of the resolutions contained in the Notice dated **July 22, 2025** in a fair and transparent manner and for ascertaining the requisite majority for the resolutions proposed to be passed in terms of the provisions of Section 108 of the Act read with Rule 20 of Rules, as amended, read with MCA issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 9/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024, (collectively referred to as "**MCA Circulars**") and Regulation 44 of SEBI Listing Regulations 2015 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("**SEBI Circulars**") issued in this regard.

On the basis of above, we submit our report as under:

1. As required under Section 101 and 108 of the Act, notice of 17th AGM of the Equity Shareholders of the Company, scheduled to be held on Tuesday, August 26, 2025 at 02:30 P.M. (IST) through VC/OAVM was sent to the members.
2. The Company has availed the services of National Securities Depositories Limited ("**NSDL**") for facilitating e-voting to enable the members to cast their votes electronically using remote e-voting system as well as e-voting at the AGM and participation in the AGM through VC/OAVM.

A-160, Basement, Defence Colony,
New Delhi - 110024



☎ 011-4607 4119, +91-9810558049
✉ rpa@rpalegal.com; cs.ranjeet@gmail.com

3. The Management of the Company is responsible to ensure the compliances with the requirements of the Act read with rules made thereunder, SEBI Listing Regulations, MCA Circulars and the SEBI Circulars or any other provisions, as applicable for the AGM of the Company. The management of the Company is also responsible for ensuring a secured framework and robustness of the electronic voting systems.
4. Our responsibility as Scrutinizer for the e-voting facility is restricted to make consolidated Scrutinizers' Report of the votes cast by the Members on the resolutions stated in the Notice of the AGM, based on the report generated from the e-voting system provided by the service provider i.e. NSDL and documents furnished to us electronically by the Company and/or NSDL for our verification.
5. The Members of the Company holding equity shares in dematerialized form, as on the 'cut-off date' i.e. **Tuesday, August 19, 2025** were entitled to avail the e-voting facility on the proposed resolutions, as set out in the Notice dated **July 22, 2025**.
6. Detailed instructions relating to e-voting at AGM and remote e-voting facility along with other details were duly provided to all the members;
7. The Company has also published the information relating to remote e-voting and e-voting at the AGM in two newspapers namely, Jansatta (Hindi Newspaper) and Financial Express (English Newspaper) on August 01, 2025.
8. The remote e-voting period commenced on Thursday, August 21, 2025 at 9 A.M. (IST) and concluded on Monday, August 25, 2025, at 5:00 P.M. (IST) for the purpose of Annual General Meeting scheduled to be held on Tuesday, August 26, 2025.
9. The notice for AGM was sent electronically on **Thursday, July 31, 2025** to all the Members/Beneficiaries whose name(s) appeared in the Register of Members/ List of beneficial owners received from National Securities Depository Limited / Central Depository Services (India) Limited as on the Cut-off date i.e. Friday, July 25, 2025 and whose e-mail IDs were available with the Company and Depositories through electronic means only. Besides this, the Company has also sent a letter to Members whose e-mail ids are not registered with Company/RTA/DPs providing the web link and QR Code for accessing notice of AGM and Annual Report for the financial year 2024-25 in terms of Regulation 36(1)(b) of the SEBI Listing Regulations.
10. After the time fixed for closing of the e-voting by the Chairman during the AGM, the electronic system recording the e-voting and remote e-voting was unblocked in my presence under my instructions.
11. The members have casted their vote through e-voting at AGM and remote e-voting facility provided by NSDL on the designated website <https://www.evoting.nsdl.com/>
12. I have monitored the process of remote e-voting and e-voting at AGM through the scrutinizer's secured link provided by NSDL on the designated website.



13. No members, who have used the facility of remote e-voting, have casted their vote in the AGM of the Company through e-voting system.
14. After the closure of e-voting at the AGM, the e-voting conducted at the AGM and the remote e-voting facility conducted prior to the AGM were unblocked and were downloaded in the presence of 2 (two) witnesses Mr. Alok Kumar Tripathi and Ms. Ritika Gupta, who are not in the employment of the Company. The Votes casted were reconciled with the records maintained by the Registrar and Transfer Agents of the Company, M/s KFin Technologies Limited and the authorizations/ proxies lodged with the Company.
15. After scrutinizing and reviewing the report of remote e-voting conducted prior to the AGM and e-voting conducted at the AGM and votes casted therein based on the data downloaded from NSDL website, we hereby submit the consolidated results of e-voting facility for the AGM as under:

Resolution 01: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements comprising the Balance Sheet, Revenue Account, Profit & Loss Account, Receipts & Payments Account of the Company for the financial year ended March 31, 2025, together with the Notes to Financial Statements, Reports of the Directors and Auditors thereon.

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote E-voting Facility	610	1,60,35,52,985	594	1,60,34,68,151	99.99	16	84,834	0.01
E-voting Facility at AGM	5	1,66,200	5	1,66,200	100	Nil	Nil	Nil
Total	615	1,60,37,19,185	599	1,60,36,34,351	99.99	16	84,834	0.01

Resolution 02: Ordinary Resolution

Appointment of a Director in place of Mr. David Martin Fletcher (DIN: 07004032), who retires by rotation and being eligible, offers his candidature for re-appointment.

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote E-voting Facility	606	1,60,35,51,990	563	1,55,13,89,994	96.75	43	5,21,61,996	3.25
E-voting Facility at AGM	5	1,66,200	5	1,66,200	100	Nil	Nil	Nil
Total	611	1,60,37,18,190	568	1,55,15,56,194	96.75	43	5,21,61,996	3.25



Resolution 03: Ordinary Resolution

Appointment of a Director in place of Ms. Penelope Ruth Dudley (DIN: 09025006), who retires by rotation and being eligible, offers her candidature for re-appointment.

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote E-voting Facility	607	1,60,35,52,190	562	1,55,13,90,042	96.75	45	5,21,62,148	3.25
E-voting Facility at AGM	5	1,66,200	5	1,66,200	100	Nil	Nil	Nil
Total	612	1,60,37,18,390	567	1,55,15,56,242	96.75	45	5,21,62,148	3.25

Resolution 04: Ordinary Resolution

Appointment of M/s. Nangia & Co. LLP, Chartered Accountants (Firm Registration No. 002391C/N500069) as one of the Joint Statutory Auditors of the Company.

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote E-voting Facility	606	1,60,35,45,970	571	1,60,30,42,322	99.97	35	5,03,648	0.03
E-voting Facility at AGM	5	1,66,200	4	166000	99.88	1	200	0.12
Total	611	1,60,37,12,170	575	1,60,32,08,322	99.97	36	5,03,848	0.03

Resolution 05: Special Resolution

Appointment of Mr. Milind Gajanan Barve (DIN: 00087839) as an Independent Director of the Company.

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote E-voting Facility	607	1,60,35,52,190	578	1,60,34,63,713	99.99	29	88,477	0.01
E-voting Facility at AGM	5	1,66,200	5	1,66,200	100	Nil	Nil	Nil
Total	612	1,60,37,18,390	583	1,60,36,29,913	99.99	29	88,477	0.01



Resolution 06: Ordinary Resolution

Appointment of M/s. Ranjeet Pandey & Associates, Company Secretaries (Peer review certificate no. 1912/2022) as Secretarial Auditors of the Company.

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote E-voting Facility	606	16,03,55,218	584	1,60,34,66,402	99.99	22	85,786	0.01
E-voting Facility at AGM	5	1,66,200	5	1,66,200	100	Nil	Nil	Nil
Total	611	1,60,37,18,388	589	1,60,36,32,602	99.99	22	85,786	0.01

Resolution 07: Ordinary Resolution

Payment of remuneration in the form of profit related commission to Ms. Geeta Dutta Goel (DIN: 02277155), Non-Executive Independent Director.

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote E-voting Facility	607	1,60,35,52,190	562	1,60,34,54,866	99.99	45	97,324	0.01
E-voting Facility at AGM	5	1,66,200	5	1,66,200	100	Nil	Nil	Nil
Total	612	1,60,37,18,390	567	1,60,36,21,066	99.99	45	97,324	0.01

Resolution 08: Ordinary Resolution

Payment of remuneration in the form of profit related commission to Mr. Mohit Gupta (DIN: 06427582), Non-Executive Independent Director.

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
Remote E-voting Facility	606	1,60,35,51,990	562	1,60,34,54,546	99.99	44	97,444	0.01
E-voting Facility at AGM	5	1,66,200	5	1,66,200	100	Nil	Nil	Nil
Total	611	1,60,37,18,190	567	1,60,36,20,746	99.99	44	97,444	0.01



16. Based on the above e-voting at AGM and remote e-voting facility, we hereby confirm that all the resolutions have been passed with the requisite majority, and therefore, the resolutions are deemed to be passed. The Chairman may declare the result accordingly.
17. The Register relating to remote e-voting and voting through electronic means at the AGM and all other papers relating to e-voting shall remain in our safe custody until the Chairman considers, approve and sign the minutes of the AGM and thereafter the same shall be returned and handed over to the Company.

**FOR RANJEET PANDEY & ASSOCIATES
COMPANY SECRETARIES**



**CS RANJEET PANDEY
SCRUTINIZER**

MEMBERSHIP NO: - F5922

C.P. No: 6087

UDIN: F005922G001092238



DATE: 27.08.2025

PLACE: NEW DELHI

**Countersigned by
For Niva Bupa Health Insurance Company Limited**

**Rajat Sharma
Company Secretary and
Compliance Officer**