

RANJEET PANDEY & ASSOCIATES

Company Secretaries

SCRUTINIZER'S REPORT

[Pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rule 20 and 22 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 and Compliance Officer,
NIVA BUPA HEALTH INSURANCE COMPANY LIMITED,
C-98, First Floor, Lajpat Nagar,
New Delhi-110024

Sub: SCRUTINIZER'S REPORT ON RESULT OF POSTAL BALLOT PROCESS CONDUCTED THROUGH REMOTE E-VOTING

Dear Madam,

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 Niva Bupa Health Insurance Company Limited (**'the Company'**) for scrutinizing process of Postal Ballot which was conducted through electronic means (**'remote e-voting'**) in respect of the resolutions contained in the Notice of Postal Ballot (**'the Notice'**) dated February 19, 2026 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 and 110 of the Act read with Rule 20 and 22 of the Rules, as amended read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars, including latest General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("MCA Circulars") and applicable provisions of the SEBI Listing Regulations issued in this regard, on the resolutions as set-out in the Notice.

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

1. 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 or any other provisions, as applicable for conducting Postal Ballot voting by remote e-voting. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.
2. The Company has availed services of KFin Technologies Limited (**'KFinTech/ RTA'**) for conducting Postal Ballot through remote e-voting. Further, KFinTech has been engaged for facilitating remote e-voting to enable the Members to cast their votes electronically using remote e-voting facility on special business(es) sought to be transacted through Postal Ballot.
3. Our responsibility as Scrutinizer is restricted to making Scrutinizer's Report of the votes cast by the Members on the resolutions contained in the Notice, based on the report generated from KFinTech, the authorized agency engaged by the Company to provide e-voting facility for remote e-voting.
4. The Members of the Company holding equity shares in dematerialized form, as on the 'cut-off date' i.e. **Friday, February 20, 2026** were entitled to vote on the proposed resolutions, as set out in the Notice dated **February 19, 2026**, through remote e-voting.

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



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5. The remote e-voting period commenced from **09:00 A.M. (IST) on Wednesday, February 25, 2026** onwards and concluded at **05:00 P.M. (IST) on Thursday, March 26, 2026** and Members of the Company were entitled to vote on the proposed resolutions at the designated website <https://evoting.kfintech.com> of KFintech during the above period.
6. The Company completed dispatch of the Notice on **Monday, February 23, 2026** to its Members 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, February 20, 2026** and whose e-mail IDs were available with the Company and Depositories through electronic means only. The Company has not dispatched physical copy of notice to any Members in terms of MCA Circulars mentioned above.
7. The Company has published advertisement regarding process of Postal Ballot in Business Standard (English and Hindi edition) on **Tuesday, 24 February, 2026** informing about the completion of dispatch of the Notices in electronic form to the Members along with other related matters mentioned therein.
8. We monitored the process of electronic voting (i.e. remote e-voting) through the scrutinizers secured link provided by KFintech through its designated website.
9. After completion of remote e-voting, votes casted by the Members, were unblocked in the presence of two independent witnesses, Mr. Alok Kumar Tripathi and Ms. Mohini Raghav who are not in the employment of the Company.
10. The remote e-voting report downloaded from the website of KFintech regarding result of remote e-voting on the resolutions have been kept separately.
11. Votes casted by the Members through remote e-voting, were reconciled with the records maintained by the RTA of the Company and authorizations lodged in accordance with the provisions of Section 113 of the Act with the Company.
12. The remote e-voting records and other related documents/registers and record will be handed over to Ms. Aparna Sharma, Company Secretary and Compliance Officer of the Company for the safe custody once the Chairman consider, approve and sign the Postal Ballot Minutes.
13. After ascertaining the votes casted through remote e-voting facility, we hereby submit the result as under:

Resolution 01: Ordinary Resolution

Appointment of Mr. Roger William John Davis (DIN: 11417248) as Non-Executive 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	457	1,56,61,13,077	426	1,56,61,03,146	99.99	31	9,931	0.01



Resolution 02: Ordinary Resolution

Revision in Remuneration of Mr. Krishnan Ramachandran (DIN: 08719264), Managing Director & Chief Executive Officer, for the financial year 2025-26

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	455	1,56,61,12,697	414	1,56,60,87,510	99.99	41	25,187	0.01

14. Based on the above remote e-voting facility, we hereby confirm that the resolutions have been passed with the requisite majority, accordingly, we request Chairman or any other person Authorized by the Chairman of the Company, to announce the voting result of Postal Ballot.

**FOR RANJEET PANDEY & ASSOCIATES
COMPANY SECRETARIES**

Ranjeet Pandey

**CS RANJEET PANDEY
SCRUTINIZER
MEMBERSHIP NO: F5922
C.P. No: 6087
UDIN: F005922G004126434**



**Date: 27.03.2026
Place: NEW DELHI**

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

**Aparna Sharma
Company Secretary and Compliance Officer**