

January 17, 2025

Ref: NIVABUPA/EQ/2024-25/021

To,

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400 001

Symbol : NIVABUPA

Scrip Code: 544286

Sub: Intimation of the voting results of Postal Ballot

Ref: Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir/Madam,

Further to our letters dated December 16, 2024 and December 17, 2024 regarding intimation of Postal Ballot Notice and publication of Postal Ballot Notice in Newspapers, respectively, we are enclosing herewith the below;

- a. In terms of Regulation 30 and 44(3) of the SEBI Listing Regulations, the results of the Postal Ballot through remote e-voting on the resolutions is enclosed in the prescribed format, as Annexure - A.
- b. The Scrutinizers’ Report dated January 17, 2025 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, on the resolutions passed through Postal Ballot is enclosed, as Annexure - B.

The resolutions set out in the Postal Ballot Notice have been approved by the members as a Special Resolution and shall be deemed to have been passed on January 16, 2025, being the last date of e-voting.

This is for your information and records.

The above information will also be available on website of the Company www.nivabupa.com .

Thanking You,

Yours’ Faithfully,

For **Niva Bupa Health Insurance Company Limited**

Rajat Sharma

Company Secretary and Compliance Officer

Membership No.: F7069

Niva Bupa Health Insurance Company Limited

IRDAI Registration No. 145 | CIN: U66000DL2008PLC182918

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-122011, Haryana, India

Website: www.nivabupa.com | Tel: +91-124-6354900

Company Name	NIVA BUPA HEALTH INSURANCE COMPANY LIMITED
Date of the AGM/EGM	NOT APPLICABLE (RESOLUTIONS PASSED THROUGH POSTAL BALLOT ON JANUARY 16, 2025)
Total number of shareholders on record date	139971
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	NOT APPLICABLE (RESOLUTIONS PASSED THROUGH POSTAL BALLOT)
Public:	
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	
Public:	NOT APPLICABLE (RESOLUTIONS PASSED THROUGH POSTAL BALLOT)

Resolution 1		To ratify Niva Bupa Employee Stock Option Plan 2020 ("ESOP Scheme 2020") (Special Resolution)						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1022690470	1022690450	100.0000	1022690450	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	387802977	362136297	93.3815	328769256	33367041	90.7860	9.2139
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	416532951	322628424	77.4557	322618312	10112	99.9968	0.0031
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total		1827026398	1707455171	93.4554	1674078018	33377153	98.0452	1.9548

Resolution 2		To ratify Niva Bupa Employee Stock Option Plan 2024 ("ESOP Scheme 2024") (Special Resolution)						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1022690470	1022690450	100.0000	1022690450	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	387802977	362136297	93.3815	328769256	33367041	90.7860	9.2139
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	416532951	322628492	77.4557	322618779	9713	99.9969	0.0030
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total		1827026398	1707455239	93.4554	1674078485	33376754	98.0452	1.9548

Resolution 3		To appoint Mr. Mohit Gupta (DIN: 06427582), as an Independent Director of the Company (Special Resolution)						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1022690470	1022690450	100.0000	1022690450	0	100.0000	0.0000
	Poll	1022690470	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	1022690470	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	387802977	362136297	93.3815	362136297	0	100.0000	0.0000
	Poll	387802977	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	387802977	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	416532951	322628800	77.4558	322620923	7877	99.9975	0.0024
	Poll	416532951	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	416532951	0	0.0000	0	0	0.0000	0.0000
Total		1827026398	1707455547	93.4554	1707447670	7877	99.9995	0.0005

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

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 "NIVA BUPA HEALTH INSURANCE COMPANY LIMITED" ('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 dated **December 13, 2024** 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. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA Circulars"), applicable provisions of the SEBI Listing Regulations issued in this regard, on the resolutions as set-out in the notice of Postal Ballot.

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 electronic means. 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 also 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 Scrutinizers' Report of the votes cast by the Members on the resolution(s) contained in the Notice, based on the report generated from KFintech, the authorized agency engaged by the Company to provide remote e-voting facility for e-voting.
4. The Members of the Company holding equity shares in dematerialized form, as on the 'cut-off date' i.e. **Friday, December 13, 2024** were entitled to vote on the proposed resolution(s), as set out in the Notice of Postal Ballot dated **December 13, 2024**, through remote e-voting.

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



☎ 011-4607 4119, +91-9810558049

✉ rpa@rpalegal.com; cs.ranjeet@gmail.com

5. The remote e-voting period remained open from **9.00 a.m. (IST) on Wednesday, December 18, 2024 onwards and concluded at 5.00 p.m. (IST) on Thursday, January 16, 2025 and members of the Company were entitled to vote on the proposed resolution(s) at the designated website <https://evoting.kfintech.com/> of KFintech during the above period.**
6. The Company completed dispatch of Postal Ballot notice(s) on **Monday, 16 December, 2024** 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, December 13, 2024** 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 member in terms of MCA Circulars mentioned above..
7. The Company has published advertisement regarding process of postal ballot in Financial Express (English) and Jansatta (Hindi) on **Tuesday, December 17, 2024** informing about the completion of dispatch of Postal Ballot 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 e-voting, votes casted by the members, were unblocked in the presence of two independent witnesses Mr. Alok Kumar Tripathi and Ms. Radhika Singhania 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 resolution(s) has 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 e-voting records and other related documents/registers and record will be handed over to the Company Secretary 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: Special Resolution

To ratify Niva Bupa Employee Stock Option Plan 2020' ("ESOP Scheme 2020").

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting%
E-voting Facility	583	1,70,74,55,171	531	167,40,78,018	98.04	52	333,77,153	1.96



Resolution 02: Special Resolution

To ratify Niva Bupa Employee Stock Option Plan 2024 ("ESOP Scheme 2024").

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-voting Facility	586	1,70,74,55,239	535	167,40,78,485	98.04	51	333,76,754	1.96

Resolution 03: Special Resolution

To appoint Mr. Mohit Gupta (DIN: 06427582), 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 %
E-voting Facility	590	1,70,74,55,547	556	170,74,47,670	99.99	34	7,877	0.01

14. Based on the above remote e-voting facility, we hereby confirm that all 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: F005922F003710975**



**Countersigned by
FOR NIVA BUPA HEALTH INSURANCE COMPANY LIMITED**

**RAJAT SHARMA
COMPANY SECRETARY AND COMPLIANCE OFFICER**

**Date: 17/01/2025
Place: NEW DELHI**