

December 05, 2025

Ref: NIVABUPA/EQ/2025-26/77

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: Declaration of the Results of Postal Ballot

Ref: Letter no. NIVABUPA/EQ/2025-26/65 dated November 03, 2025

Dear Sir/Madam,

This is in furtherance to our cited letter, submitting the Postal Ballot Notice (“the Notice”) pursuant to provisions of Section 108, 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company conducted the Postal ballot through remote e-voting means (“e-voting”) as set out in the Notice dated October 30, 2025.

The e-voting concluded at 05.00 P.M. on December 04, 2025, after which Mr. Ranjeet Pandey of M/s Ranjeet Pandey & Associates, Company Secretaries, Scrutinizer, submitted his Report on the results of the Postal Ballot. Based on the Report of Scrutinizer (marked as **Annexure-A**), the following resolution(s), as set out in the Notice have been duly approved by the Members with requisite majority on December 04, 2025, being the last date of e-voting:

Sr. No.	Description of resolution(s)	Type of resolution(s)
1.	Appointment of Mr. Vivek Anant Karve (DIN: 06840707), as an Independent Director of the Company	Special Resolution
2.	Payment of remuneration in the form of profit related commission to Mr. Vivek Anant Karve (DIN: 06840707), Non-Executive Independent Director	Ordinary Resolution
3.	Payment of remuneration in the form of profit related commission to Mr. Milind Gajanan Barve (DIN: 00087839), Chairman of the Board & Non-Executive Independent Director	Ordinary Resolution

Kindly take the same on records.

Thanking You,

Yours’ Sincerely,

For **Niva Bupa Health Insurance Company Limited**

Vishwanath Mahendra

Executive Director and Chief Financial Officer

DIN: 11019011

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 Cybers cape, Golf Course Extension Road, Sector-59, Gurugram-122101, Haryana.

Website: www.nivabupa.com | Email id: investor@nivabupa.com | Tel: +91-124-6354900

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 Executive Director and Chief Financial 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 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 of Postal Ballot dated **October 30, 2025 ('the Notice')** 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 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 been engaged for facilitating remote e-voting to enable the Members to cast their votes electronically using remote e-voting facility on special business 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 resolutions 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, October 31, 2025** were entitled to vote on the proposed resolutions, as set out in the Notice dated **October 30, 2025**, through remote e-voting.

5. The remote e-voting period commenced from **9.00 A.M. (IST) on Wednesday, November 05, 2025 onwards and concluded at 5.00 P.M. (IST) on Thursday, December 04, 2025** and Members of the Company were entitled to vote on the proposed resolutions at the designated [website https://evoting.kfintech.com](https://evoting.kfintech.com) of KFintech during the above period.
6. The Company completed dispatch of the Notice on **Monday, November 03, 2025** 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, October 31, 2025** 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 Business Standard (Hindi) on **Tuesday, November 04, 2025** 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. 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 resolution 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 e-voting records and other related documents/registers and record will be handed over to the Executive Director and Chief Financial Officer 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

Appointment of Mr. Vivek Anant Karve (DIN: 06840707) 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	643	1,66,65,41,851	577	1,66,64,70,844	99.99	66	71,007	0.01

Resolution 02: Ordinary Resolution

Payment of remuneration in the form of profit related commission to Mr. Vivek Anant Karve (DIN: 06840707), 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	644	1,66,65,41,716	565	1,66,64,48,952	99.99	79	92,764	0.01

Resolution 03: Ordinary Resolution

Payment of remuneration in the form of profit related commission to Mr. Milind Gajanan Barve (DIN: 00087839), Chairman of the Board & 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	646	1,66,65,43,470	570	1,66,64,50,829	99.99	76	92,641	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 Digitally signed by
RANJEET PANDEY
Date: 2025.12.05
17:53:31 +05'30'

**CS RANJEET PANDEY
SCRUTINIZER
MEMBERSHIP NO: - F5922
C.P. No: 6087
UDIN: F005922G002235481**

**Date: 05/12/2025
Place: NEW DELHI**

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

**VISHWANATH
EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER
DIN: 11019011**