



**Summary of the proceedings of the 21<sup>st</sup> Annual General Meeting of  
HDFC Life Insurance Company Limited**

The 21<sup>st</sup> Annual General Meeting (“AGM”) of the Members of HDFC Life Insurance Company Limited (“the Company”) was held on Monday, July 19, 2021 at 3:00 p.m. (IST) through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”), due to restrictions posed by Covid-19. The meeting was held in compliance with the General Circular Nos. 20/2020, 14/2020, 17/2020 and 02/2021 issued by the Ministry of Corporate Affairs (“MCA”) and other applicable Circulars issued by the Securities and Exchange Board of India (“SEBI”) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

In remembrance and to honour the memories of all the lives we lost in the battle against the on-going pandemic, the Chairman requested all the attendees to observe a minute’s silence.

Thereafter, Chairman welcomed the members and other attendees for the meeting.

163 Members attended the meeting through VC.

The meeting commenced at 3:00 pm. (IST) and concluded at 5.57 pm. (IST) (including time allowed for e-voting at the AGM).

Mr Deepak S. Parekh, Chairman, took the chair and commenced the proceedings of the meeting after ascertaining that the requisite quorum was present.

He then confirmed the attendance of all the Directors present for the meeting.

Mr Deepak S. Parekh, Non-Executive Chairman; Ms Vibha Padalkar, Managing Director & CEO and all other Directors including Mr VK Viswanathan, the Chairman of the Audit Committee; Mr Keki M. Mistry, the Chairman of the Stakeholders’ Relationship Committee; Mr Ranjan Mathai, Chairman of the Nomination & Remuneration Committee attended the meeting through VC.

Also, Mr Niraj Shah, Chief Financial Officer and Mr Narendra Gangan, Company Secretary joined the meeting through VC.

Representatives of the Joint Statutory Auditors viz. M/s Price Waterhouse Chartered Accountants LLP and M/s G.M. Kapadia & Co., Chartered Accountants and Secretarial Auditors viz., M/s N L Bhatia & Associates, Practising Company Secretaries and Scrutinizer viz., Mr Surjan Singh Rauthan, Practising Company Secretary attended the meeting through VC.

The Chairman informed that the members have been provided with the facility to exercise their votes by electronic means i.e. remote e-voting and e-voting at the AGM, on all the resolutions as set out in the Notice of the AGM. Thereafter, the Chairman mentioned that the members who have joined the meeting through VC and who had not cast their votes through remote e-voting, were provided the option to vote through e-voting facility made available at the AGM.

The Chairman then mentioned that the Statutory Registers and other documents including “Register of Director's & their shareholding” and Annual ESOP Certificate, etc. as required under the Companies Act, 2013, were available for inspection in electronic mode.

With the consent of the Members present, the Notice convening the AGM and the Auditors Report for the financial year ended March 31, 2021, were taken as read. There are no qualifications, observations or adverse remarks on the financial statements and matters, which had any material bearing on the functioning of the Company.

The Chairman then commenced his speech and highlighted some of the key achievements of the Company during FY 2021. He gave an overview of the operations and the financial performance of the Company during FY 2021, impact of the Covid-19 pandemic on the Indian economy, and the challenges and opportunities for the insurance sector in India. He also briefed the members about the financials performance of the Company for the quarter ended June 30, 2021.

Mr Parekh concluded his speech by placing on record his appreciation and gratitude for all the stakeholders for having reposed their trust and confidence in the Company.

Thereafter, Mr Parekh invited speaker shareholders, who had done prior registrations, to speak and ask questions on the financials and the business listed in the Notice, annual accounts and operations of the Company for FY 2021.

After listening to all the questions posed by the speakers shareholders, the Chairman and Ms Vibha Padalkar, Managing Director and CEO responded to the queries raised by the members and provided necessary clarification.

The Chairman mentioned that the e-voting module was kept open for 30 minutes after conclusion of the proceedings of the meeting at 5.27 pm. (IST).

The Chairman announced that the e-voting results along with the consolidated Scrutiniser's Report shall be submitted to the stock exchanges and also placed on the website of the Company i.e. [www.hdfclife.com](http://www.hdfclife.com) within 2 working days from the conclusion of the meeting. The Chairman authorized the Company Secretary to declare the e-voting results, intimate the same to the stock exchanges and place the same on the website of the Company.

The following items of business as set out in the Notice of the 21<sup>st</sup> AGM, were transacted through e-voting:

No.	Resolutions	Type of Resolution
<b>Ordinary Business</b>		
1	To Receive, consider and adopt:  (a) The audited Standalone Revenue Account, Profit and Loss Account and Receipts & Payments Account of the Company for the financial year ended March 31, 2021, and the Balance Sheet as at that date, together with the reports of the Directors and Auditors thereon; and	Ordinary

No.	Resolutions	Type of Resolution
	(b) The audited Consolidated Revenue Account, Profit and Loss Account and Receipts & Payments Account of the Company for the financial year ended March 31, 2021 and the Balance Sheet as at that date, together with the report of the Auditors thereon.	
2	To declare dividend on equity shares for the financial year ended March 31, 2021.	Ordinary
3	To appoint a Director in place of Mr. Deepak S. Parekh (DIN: 00009078) who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary
4	To re-appoint M/s G.M. Kapadia & Co., Chartered Accountants (Firm Registration No. 104767W), as one of the Joint Statutory Auditors of the Company for a second term of 5 consecutive years.	Ordinary
5	Fixation of remuneration of M/s Price Waterhouse Chartered Accountants LLP and M/s G.M. Kapadia & Co., Chartered Accountants, Joint Statutory Auditors of the Company	Ordinary
<b>Special Business</b>		
6	Re-appointment of Mr Sumit Bose (DIN: 03340616) as an Independent Director for second term of five consecutive years.	Special
7	Re-appointment of Ms Vibha Padalkar (DIN: 01682810), as Managing Director & Chief Executive Officer of the Company for a period of five years and to fix her remuneration.	Ordinary
8	Re-appointment of Mr Suresh Badami (DIN: 08224871), as Whole-time Director of the Company (designated as “Executive Director”) for a period of five years and to fix his remuneration.	Ordinary

The scrutinizers' report was received and all the resolutions as set out in the Notice of the AGM were passed with requisite majority.

This is for your information and records.





## SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Chairman,  
**HDFC Life Insurance Company Limited**  
(CIN:L65110MH2000PLC128245)  
13<sup>th</sup> Floor, Lodha Excelus, Apollo Mills Compound,  
N.M. Joshi Marg, Mahalaxmi,  
Mumbai-400 011.

**Subject: Passing of Resolution through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the General Circulars issued by Ministry of Corporate Affairs (MCA) and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.**

Dear Sir,

1. I, Surjan Singh Rauthan (C.P.3233), Practicing Company Secretary, Proprietor of M/s S. S. Rauthan & Associates, Company Secretaries(UIN:S1999MH2026900), has been appointed as a Scrutinizer by the Board of Directors of **HDFC Life Insurance Company Limited** ("the Company") at its meeting held on April 26, 2021 for the purpose of scrutinizing the remote e-Voting and voting through electronic voting system during the Annual General Meeting ('AGM') and ascertaining the requisite majority on remote e-Voting and voting through electronic voting system during the Annual General Meeting carried out as per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and applicable circulars on the businesses contained in the Notice of the 21<sup>st</sup> Annual General Meeting of the Company held on Monday, July 19, 2021 at 3:00 p.m. (IST) through Video Conferencing (VC) facility / Other Audio Visual Means (OAVM) facility.

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2. The management of the Company is responsible to ensure the compliance with the requirements of the Act, rules and notifications and SEBI Listing Regulations relating to voting through electronic means on the businesses set out in the Notice of the 21<sup>st</sup> AGM of the Members of the Company. My responsibility as a Scrutinizer for the remote e-voting and electronic voting through VC / Other Audio Visual Means ("OAVM") during the AGM is restricted in making a Scrutinizer's Report of the votes cast "FOR" or "AGAINST" the businesses set out in the Notice, based on the report generated from the electronic voting system provided by KFin Technologies Private Limited ('KFintech') (*formerly known as Karvy Fintech Private Limited*), engaged by the Company to provide remote e-voting and electronic voting facility during the 21<sup>st</sup> AGM of the Company held on Monday, July 19, 2021 at 3:00 p.m. (IST) through VC / OAVM facilities.
3. Further to above, I submit my report as under:
  - 3.1 The Company has provided the remote e-voting facility through KFintech e-voting website <https://evoting.kfintech.com>. The Company had uploaded all the items of business to be transacted at the 21<sup>st</sup> AGM on the website of the Company and KFintech to facilitate its members to cast their vote through e-voting.
  - 3.2 The Annual Report along with the 21<sup>st</sup> AGM Notice was sent electronically only to those Members who had registered their email addresses with the Depository Participants/Registrar and Share Transfer Agent (RTAs) i.e. KFintech upto the cut-off date for sending the AGM notice i.e. June 18, 2021.
  - 3.3 As prescribed in the Rules and General Circulars issued by the MCA, the Company has also published advertisements in newspapers on June 23, 2021 and June 26, 2021 in "**Business Standard**", (in English) and in "**Sakal**" (in Marathi) and it carried all required information as specified in the said rules and notifications.

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- 3.4 The Members of the Company as on the "Cut-off" date i.e. Monday, July 12, 2021 were entitled to vote on the businesses (item nos. 1 to 8) as set out in the Notice of the 21<sup>st</sup> AGM dated April 26, 2021.
- 3.5 The Chairman at the 21<sup>st</sup> AGM, held on Monday, July 19, 2021 through VC / OAVM announced that Members who had not exercised their votes through remote e-voting may, exercise their votes through electronic voting system being provided during the meeting.
- 3.6 The remote e-voting commenced from Thursday, July 15, 2021 (9.00 a.m. IST) and concluded on Sunday, July 18, 2021 (5.00 p.m. IST) and the KFintech e-voting platform was blocked thereafter.
- 3.7 After the closure of the remote e-voting, the voting platform was kept open during the AGM, the report on remote e-voting was diligently scrutinized.
- 3.8 On completion of remote e-voting and e-voting during the AGM by the members, the voting facility was unblocked. I have scrutinized and reviewed the remote e-voting and e-voting during the AGM and votes tendered therein based on the data downloaded from the KFintech e-voting system.
- 3.9 My consolidated report on the results of voting through remote e-voting and voting through electronic means during the AGM is as under:





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**Item No.1 - As an Ordinary Resolution:**

- (a) To receive, consider and adopt the audited Standalone Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2021 and the Balance Sheet as at that date, together with the reports of the Directors' and Auditors thereon;
- (b) To receive, consider and adopt the audited Consolidated Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2021 and the Balance Sheet as at that date, together with the report of the Auditors thereon.

No. of Equity Shares held	No. of valid votes cast	No. of members voted in "Favour"	No. of votes in "Favour"	No. of members voted "Against"	No. of votes "Against"	% of votes		No. of votes invalid/abstained	No. of members Abstained
						Favour	Against		
1764786103	1743397790	2680	1737358970	37	6038820	99.6536	0.3464	16203796	39

Note: i. Six (6) members voted partly in favour and partly against the resolution.  
ii. Votes abstained and less voted are excluded for the purpose of counting valid votes.

**Item No.2 - As an Ordinary Resolution:**

**Declaration of Dividend on equity share for the financial year ended March 31, 2021.**

No. of Equity Shares held	No. of valid votes cast	No. of members voted in "Favour"	No. of votes in "Favour"	No. of members voted "Against"	No. of votes "Against"	% of votes		No. of votes invalid/abstained	No. of members abstained
						Favour	Against		
1764786103	1759588790	2686	1759586542	40	2248	99.9999	0.0001	12782	24

Note: i. Votes abstained and less voted are excluded for the purpose of counting Valid votes.







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### Item No.3- As an Ordinary Resolution:

**Re-appointment of Mr. Deepak S. Parekh (DIN: 00009078), as Director of the Company, who retires by rotation.**

No. of Equity Shares held	No. of valid votes cast	No. of members voted in "Favour"	No. of votes in "Favour"	No. of members voted "Against"	No. of votes "Against"	% of votes		No. of votes invalid/abstained	No. of members abstained
						Favour	Against		
1764786103	1747443710	2555	1723970581	142	23473129	98.6567	1.3433	12157866	59

Note: i. Six (6) members voted partly in favour and partly against the resolution.  
ii. Votes abstained and less voted are excluded for the purpose of counting valid votes.

### Item No.4 - As an Ordinary Resolution:

**Re-appointment of M/s G.M. Kapadia & Co., Chartered Accountants (Firm Registration No.104767W), as one of the Joint Statutory Auditors of the Company.**

No. of Equity Shares held	No. of valid votes cast	No. of members voted in "Favour"	No. of votes in "Favour"	No. of members voted "Against"	No. of votes "Against"	% of votes		No. of votes invalid/abstained	No. of members abstained
						Favour	Against		
1764786103	1759528659	2621	1759522395	94	6264	99.9996	0.0004	72922	43

Note: i. Eight (8) members voted partly in favour and partly against the resolution.  
ii. Votes abstained and less voted are excluded for the purpose of counting valid votes.

### Item No.5 - As an Ordinary Resolution:

**Payment of remuneration to M/s Price Waterhouse Chartered Accountants LLP, (Firm Registration No.012754N/N500016) and M/s G. M. Kapadia & Co, (Firm Registration No.104767W) Joint Statutory Auditors of the Company.**

No. of Equity Shares held	No. of valid votes cast	No. of members voted in "Favour"	No. of votes in "Favour"	No. of members voted "Against"	No. of votes "Against"	% of votes		No. of votes invalid/abstained	No. of members abstained
						Favour	Against		
1764786103	1759527889	2636	1759522805	67	5084	99.9997	0.0003	73687	53

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**ANNIVERSARY**

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# S. S. Rauthan & Associates

Company Secretaries



**SS Surjan Singh Rauthan**

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- Note: i. Six (6) members voted partly in favour and partly against the resolution.  
ii. Votes abstained and less voted are excluded for the purpose of counting valid votes.

## Item No.6 - As a Special Resolution:

**Re-appointment of Mr. Sumit Bose (DIN: 03340616) as an Independent Director of the Company for a second term.**

No. of Equity Shares held	No. of valid votes cast	No. of members voted in "Favour"	No. of votes in "Favour"	No. of members voted "Against"	No. of votes "Against"	% of votes		No. of votes invalid/abstained	No. of members abstained
						Favour	Against		
1764786103	1749268434	2563	1742563169	126	6705265	99.6167	0.3833	10333147	72

- Note: i. Eleven (11) members voted partly in favour and partly against the resolution.  
ii. Votes abstained and less voted are excluded for the purpose of counting valid votes.

## Item No.7 - As an Ordinary Resolution:

**Re-appointment of Ms. Vibha Padalkar (DIN: 01682810) as Managing Director & Chief Executive Officer (CEO) of the Company and to fix her remuneration.**

No. of Equity Shares held	No. of valid votes cast	No. of members voted in "Favour"	No. of votes in "Favour"	No. of members voted "Against"	No. of votes "Against"	% of votes		No. of votes invalid/abstained	No. of members abstained
						Favour	Against		
1764786103	1748637736	2594	1742814809	96	5822927	99.6670	0.3330	10963852	70

- Note: i. Ten (10) members voted partly in favour and partly against the resolution.  
ii. Votes abstained and less voted are excluded for the purpose of counting valid votes.



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**Surjan Singh Rauthan**  
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**Item No.8 - As an Ordinary Resolution:**

**Re-appointment of Mr. Suresh Badami (DIN: 08224871) as Whole-Time Director (designated as "Executive Director") of the Company and to fix his remuneration.**

No. of Equity Shares held	No. valid votes cast	No. of members voted in Favour	No. of votes in Favour	No. of members voted Against	No. of votes Against	% of votes		No. of votes invalid/abstained	No. of members abstained
						Favour	Against		
1764786103	1749218336	2569	1742530000	117	6688336	99.6176	0.3824	10383239	74

Note: i. Ten (10) members voted partly in favour and partly against the resolution.  
ii. Votes abstained and less voted are excluded for the purpose of counting valid votes.

4. We observed that :

- 2726 Members had cast their votes through remote e-voting at the AGM.
- 24 Members had cast their votes during the AGM.

5. All the relevant electronic records of remote e-voting and e-voting during the 21<sup>st</sup> AGM is under my safe custody until the Chairman of the Company considers, approves and signs the minutes of the 21<sup>st</sup> AGM and the same shall be handed over thereafter to the Company Secretary of the Company for safe keeping.

6. Based on the aforesaid results, we report that Seven (7) Ordinary Resolutions as set out under Item Nos. 1 to 5, 7 & 8 and One (1) Special Resolution as set out in Item No. 6 of the Notice of the 21<sup>st</sup> AGM dated April 26, 2021 have been passed with the requisite majority.





# S. S. Rauthan & Associates

Company Secretaries



**SS Surjan Singh Rauthan**  
B.Com., F.C.S

7. You may accordingly declare the result of remote e-voting and e-voting during the 21<sup>st</sup> AGM.

Thanking you,

Yours faithfully,

**For S. S. Rauthan & Associates**

Company Secretaries

UIN: S1999MH2026900



**Surjan Singh Rauthan**

Proprietor

M. No. FCS.-4807 C.O.P. No.:3233

Peer Reviewed Cert. No.434/201

**UDIN: F004807C000651189**

Scrutinizer for Remote e-voting and  
e-voting at 21<sup>st</sup> AGM

Place : Mumbai

Date : July 19, 2021

Countersigned

**Mr. Narendra Gangan**

General Counsel, Chief Compliance  
Officer & Company Secretary



**S S RAUTHAN & ASSOCIATES, Company Secretaries**

**Consolidated Voting Result (i.e. Remote e-voting and e-voting during the 21st Annual General Meeting) of HDFC Life Insurance Company Ltd. In accordance with Regulation 44(3) of SEBI LODR**

Date of the AGM/EGM	19-07-2021
Total number of shareholders on record date	880730
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	1
Promoters and Promoter Group:	162
Public:	

**For S. S. Rauthan & Associates**  
**Company Secretaries,**

**Sarjan Singh Rauthan**  
**Proprietor**  
**C.P. No. 3233 MN-FQS-4807**

Resolution No.	1										
Resolution required: (Ordinary/ Special)	No										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	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	Votes Invalid	Votes Abstained		
Promoter and Promoter Group											
	1,08,86,59,430	1,08,86,59,430	100.0000	1,08,86,59,430	0	100.0000	0.0000	0	0		
Remote E-Voting e-Voting (VC/OAVM)		1,08,86,59,430	0	0	0	0.0000	0.0000	0	0		
Postal Ballot (if applicable)			0	0	0	0.0000	0.0000	0	0		
Total		1,08,86,59,430	100.0000	1,08,86,59,430	0	100.0000	0.0000	0	0		
Public- Institutions											
	73,96,64,255	64,46,81,693	87.1587	63,86,44,127	60,37,566	99.0634	0.9365	0	1,62,01,553		
Remote E-Voting e-Voting (VC/OAVM)			0	0	0	0.0000	0.0000	0	0		
Postal Ballot (if applicable)			0	0	0	0.0000	0.0000	0	0		
Total		64,46,81,693	87.1587	63,86,44,127	60,37,566	99.0635	0.9365	0	16201553		
Remote E-Voting e-Voting (VC/OAVM)		1,00,34,649	5.1774	1,00,33,395	1,254	99.9875	0.0124	0	2,233		
Postal Ballot (if applicable)		22,018	0.0114	22,018	0	100.0000	0.0000	0	10		
Total		1,00,56,667	5.1888	1,00,55,413	1,254	99.9875	0.0125	0	2243		
Public- Institutions											
	2,02,21,40,296	1,74,33,97,790	86.2155	1,73,73,58,970	60,38,820	99.6536	0.3464	0	16203796		
Total											



**S S RAUTHAN & ASSOCIATES, Company Secretaries**  
**Consolidated Voting Result (i.e. Remote e-voting and e-voting during the 21st Annual General Meeting) of HDFC Life Insurance Company Ltd. In accordance with Regulation 44(3) of SEBI LODR**

Consolidated Voting Result (i.e. Remote e-voting and e-voting during the 21st Annual General Meeting)											
SEBI LODR											
2 ORDINARY - Declaration of Dividend on equity share for the financial year ended March 31, 2021.											
Resolution No.	Resolution required: (Ordinary/ Special)	No	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	Votes Invalid	Votes Abstained
Category											
Promoter and Promoter Group	Mode of Voting										
	Remote E-Voting			1,08,86,59,430	100.0000	1,08,86,59,430	0	100.0000	0.0000	0	0
	e-Voting (VC/OAVM)		1,08,86,59,430	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)			0	0.0000	0	0	100.0000	0.0000	0	0
	Total			1,08,86,59,430	100.0000	1,08,86,59,430	0	100.0000	0.0000	0	11,312
Public- Institutions	Remote E-Voting			66,08,71,934	89.3476	66,08,71,934	0	100.0000	0.0000	0	0
	e-Voting (VC/OAVM)		73,96,64,255	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)			0	0.0000	66,08,71,934	0	100.0000	0.0000	0	11312
	Total			66,08,71,934	89.3476	66,08,71,934	2,248	99.9775	0.0224	0	1,460
Public- Non Institutions	Remote E-Voting			1,00,35,408	5.1778	1,00,33,160	2,248	100.0000	0.0000	0	10
	e-Voting (VC/OAVM)		19,38,16,611	22,018	0.0114	22,018	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)			0	0.0000	0	0	99.9776	0.0224	0	1470
	Total			1,00,57,426	5.1892	1,00,55,178	2,248	99.9999	0.0001	0	12782
	Total		2,02,21,40,296	1,75,95,88,790	87.0162	1,75,95,86,542	2,248	99.9999	0.0001	0	

**For S. S. Rauthan & Associates**  
**Company Secretaries,**

**Surjan Singh Rauthan**  
**Proprietor**  
**C.P. No. 3233 MN-FCS-4807**





**S S RAUTHAN & ASSOCIATES, Company Secretaries**  
**Consolidated Voting Result (i.e. Remote e-voting and e-voting during the 21st Annual General Meeting) of HDFC Life Insurance Company Ltd. In accordance with Regulation 44(3) of SEBI LODR**

Resolution No. 3										
<b>ORDINARY - Re-appointment of Mr. Deepak S. Parekh (DIN: 00009078), as Director of the Company, who retires by rotation.</b>										
Resolution required: (Ordinary/ Special)										
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	Remote E-Voting		1,08,86,59,430	100.0000	1,08,86,59,430	0	100.0000	0.0000	0	0
	e-Voting (VC/OAVM)	1,08,86,59,430	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,08,86,59,430	100.0000	1,08,86,59,430	0	100.0000	0.0000	0	0
Public- Institutions	Remote E-Voting		64,87,28,425	87.7058	62,52,64,705	2,34,63,720	96.3831	3.6168	0	1,21,54,821
	e-Voting (VC/OAVM)	73,96,64,255	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		64,87,28,425	87.7058	62,52,64,705	2,34,63,720	96.3831	3.6169	0	12154821
Public- Non Institutions	Remote E-Voting		1,00,33,837	5.1770	1,00,24,428	9,409	99.9062	0.0937	0	3,035
	e-Voting (VC/OAVM)	19,38,16,611	22,018	0.0114	22,018	0	100.0000	0.0000	0	10
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,00,55,855	5.1884	1,00,46,446	9,409	99.9064	0.0936	0	3045
	Total	2,02,21,40,296	1,74,74,43,710	86.4156	1,72,39,70,581	2,34,73,129	98.6567	1.3433	0	12157866



For S. S. Rauthan & Associates,  
 Company Secretaries,

*(Signature)*  
 Surjan Singh Rauthan  
 Proprietor  
 C.P. No. 3233 MN-FCS-4807

**S S RAUTHAN & ASSOCIATES, Company Secretaries**  
**Consolidated Voting Result (i.e. Remote e-voting and e-voting during the 21st Annual General Meeting) of HDFC Life Insurance Company Ltd. In accordance with Regulation 44(3) of SEBI LODR**

ORDINARY - Re-appointment of M/s G.M. Kapadia & Co., Chartered Accountants (Firm Registration No.104767W), as one of the Joint Statutory Auditors of the Company.									
Resolution No.	4								
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
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	Votes Abstained
	Remote E-Voting		1,08,86,59,430	100.0000	1,08,86,59,430		100.0000	0.0000	0
	e-Voting (VC/OAVM)	1,08,86,59,430	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0
Promoter and Promoter Group	Total		1,08,86,59,430	100.0000	1,08,86,59,430	0	100.0000	0.0000	0
	Remote E-Voting		66,08,14,760	89.3398	66,08,14,760	0	100.0000	0.0000	68,486
	e-Voting (VC/OAVM)	73,96,64,255	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0
Public- Institutions	Total		66,08,14,760	89.3398	66,08,14,760	0	100.0000	0.0000	68,486
	Remote E-Voting		1,00,32,451	5.1763	1,00,26,187	6,264	99.9375	0.0624	4,426
	e-Voting (VC/OAVM)	19,38,16,611	22,018	0.0114	22,018	0	100.0000	0.0000	10
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0
Public- Non Institutions	Total		1,00,54,469	5.1877	1,00,48,205	6,264	99.9377	0.0623	4436
	Total	2,02,21,40,296	1,75,95,28,659	87.0132	1,75,95,22,395	6,264	99.9996	0.0004	72922

**For S. S. Rauthan & Associates**  
**Company Secretaries,**

**Surjan Singh Rauthan**  
**Proprietor**  
**C.P. No. 3233 MN-FCS-4807**





**S S RAUTHAN & ASSOCIATES, Company Secretaries**  
**Consolidated Voting Result (i.e. Remote e-voting and e-voting during the 21st Annual General Meeting) of HDFC Life Insurance Company Ltd. In accordance with Regulation 44(3) of**

SEBI LODR									
Resolution No.	5	ORDINARY- Payment of remuneration to M/s Price Waterhouse Chartered Accountants LLP, (Firm Registration No.012754N/NS000016) and M/s G. M. Kapadia & Co. (Firm Registration No.104767W) Joint Statutory Auditors of the Company.							
Resolution required: (Ordinary/ Special)	1								
Whether promoter/ promoter group are interested in the agenda/resolution?	2	No							
Category		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	Votes Abstained
Promoter and Promoter Group	Mode of Voting		1,08,86,59,430	100.0000	1,08,86,59,430	0	100.0000	0.0000	0
	Remote E-Voting								
	e-Voting (VC/OAVM)	1,08,86,59,430	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0
	Total		1,08,86,59,430	100.0000	1,08,86,59,430	0	100.0000	0.0000	68,486
Public- Institutions	Remote E-Voting		66,08,14,760	89.3398	66,08,14,760	0	100.0000	0.0000	0
	e-Voting (VC/OAVM)	73,96,64,255	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0
	Total		66,08,14,760	89.3398	66,08,14,760	0	100.0000	0.0000	68486
Public- Non Institutions	Remote E-Voting		1,00,31,681	5.1759	1,00,26,597	5,084	99.9493	0.0506	5,191
	e-Voting (VC/OAVM)	19,38,16,611	22,018	0.0114	22,018	0	100.0000	0.0000	10
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0
	Total		1,00,53,699	5.1873	1,00,48,615	5,084	99.9494	0.0506	5201
	Total	2,02,21,40,296	1,75,95,27,889	87.0131	1,75,95,27,805	5,084	99.9997	0.0003	73687



For S. S. Rauthan & Associates  
 Company Secretaries.

Sarjan Singh Rauthan  
 Proprietor  
 C.P. No. 3233 MN-FCS-4807

**S S RAUTHAN & ASSOCIATES, Company Secretaries**  
**Consolidated Voting Result (i.e. Remote e-voting and e-voting during the 21st Annual General Meeting) of HDFC Life Insurance Company Ltd. In accordance with Regulation 44(3) of SEBI LODR**

SEBI LODR											
Resolution No. 6											
SPECIAL - Re-appointment of Mr. Sumit Bose (DIN: 03340616) as an Independent Director of the Company for a second term.											
Resolution required: (Ordinary/ Special)											
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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	Remote E-Voting		1,08,86,59,430	100.0000	1,08,86,59,430	0	100.0000	0.0000	0	0	
	e-Voting (VC/OAVM)	1,08,86,59,430	0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		1,08,86,59,430	100.0000	1,08,86,59,430	0	100.0000	0.0000	0	0	1,03,29,224
Public- Institutions	Remote E-Voting		65,05,54,022	87.9526	64,38,83,456	66,70,566	98.9746	1.0253	0	0	
	e-Voting (VC/OAVM)	73,96,64,255	0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		65,05,54,022	87.9526	64,38,83,456	66,70,566	98.9746	1.0254	0	0	10329224
Public- Non Institutions	Remote E-Voting		1,00,32,964	5.1765	99,98,290	34,674	99.6543	0.3456	0	0	3,913
	e-Voting (VC/OAVM)	19,38,16,611	22,018	0.0114	21,993	25	99.8864	0.1135	0	0	10
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	0
	Total		1,00,54,982	5.1879	1,00,20,283	34,699	99.6549	0.3451	0	0	3923
	Total	2,02,21,40,296	1,74,92,68,434	86.5058	1,74,25,63,169	67,05,265	99.6167	0.3833	0	0	10333147



For S. S. Rauthan & Associates  
 Company Secretaries,

Surjan Singh Rauthan  
 Proprietor

C.P. No. 3233 MN-FCS-4807



**S S RAUTHAN & ASSOCIATES, Company Secretaries**  
**Consolidated Voting Result (i.e. Remote e-voting and e-voting during the 21st Annual General Meeting) of HDFC Life Insurance Company Ltd. In accordance with Regulation 44(3) of SEBI LODR**

7 ORDINARY-Re-appointment of Ms. Vibha Padalkar (DIN: 01682810) as Managing Director & Chief Executive Officer (CEO) of the Company and to fix her remuneration.											
Resolution No.											
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	No	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	Votes Invalid	Votes Abstained	
Category	Mode of Voting										
Promoter and Promoter Group	Remote E-Voting		1,08,86,59,430	100.0000	1,08,86,59,430	0	100.0000	0.0000	0	0	
	e-Voting (VC/OAVM)	1,08,86,59,430	0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		1,08,86,59,430	100.0000	1,08,86,59,430	0	100.0000	0.0000	0	0	95,72,910
Public- Institutions	Remote E-Voting		65,13,10,336	88.0549	64,54,95,622	58,14,714	99.1072	0.8927	0	0	
	e-Voting (VC/OAVM)	73,96,64,255	0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		65,13,10,336	88.0549	64,54,95,622	58,14,714	99.1072	0.8928	0	0	9577910
Public- Non Institutions	Remote E-Voting		86,45,952	4.4609	86,37,739	8,213	99.9050	0.0949	0	0	13,90,932
	e-Voting (VC/OAVM)	19,38,16,611	22,018	0.1114	22,018	0	100.0000	0.0000	0	0	10
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		86,67,970	4.4723	86,59,757	8,213	99.9052	0.0948	0	0	1390942
	Total	2,02,21,40,296	1,74,86,37,736	86.4746	1,74,28,14,809	58,22,927	99.6670	0.3330	0	0	10963852



**For S. S. Rauthan & Associates**  
**Company Secretaries,**  
*(Signature)*  
**Surjan Singh Rauthan**  
**Proprietor**  
**C.P. No. 3233 MN-FCS-4807**

**S S RAUTHAN & ASSOCIATES, Company Secretaries**  
**Consolidated Voting Result (i.e. Remote e-voting and e-voting during the 21st Annual General Meeting) of HDFC Life Insurance Company Ltd. In accordance with Regulation 44(3) of**

Consolidated Voting Result (i.e. Remote e-voting and e-voting during the 21st Annual General Meeting) of HDFC Life Insurance Company Ltd. In accordance with Regulation 44(3) of										
SEBI LODR	8	ORDINARY-Re-appointment of Mr. Suresh Badami (DIN: 08224871) as Whole-Time Director (designated as "Executive Director") of the Company and to fix his remuneration.								
Resolution No.										
Resolution required: (Ordinary/ Special)										
Whether promoter/ promoter group are interested in the agenda/resolution?										
Category	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	Votes Invalid	Votes Abstained	
Mode of Voting										
Remote E-Voting		1,08,86,59,430	100.0000	1,08,86,59,430		100.0000	0.0000	0	0	0
e-Voting (VC/OAVM)	1,08,86,59,430	0	0.0000	0		0.0000	0.0000	0	0	0
Postal Ballot (if applicable)		0	0.0000	0		0.0000	0.0000	0	0	0
Total		1,08,86,59,430	100.0000	1,08,86,59,430		100.0000	0.0000	0	0	0
Promoter and Promoter Group										
Total										
Remote E-Voting		65,07,99,152	87.9858	64,41,19,962	66,79,190	98.9736	1.0263	0	0	1,00,84,094
e-Voting (VC/OAVM)	73,96,64,255	0	0.0000	0		0.0000	0.0000	0	0	0
Postal Ballot (if applicable)		0	0.0000	0		0.0000	0.0000	0	0	0
Total		65,07,99,152	87.9858	64,41,19,962	66,79,190	98.9737	1.0263	0	0	1,00,84,094
Public- Institutions										
Total										
Remote E-Voting		97,37,736	5.0242	97,28,621	9,115	99.9063	0.0936	0	0	2,99,135
e-Voting (VC/OAVM)	19,38,16,611	22,018	0.0114	21,987	31	99.8592	0.1407	0	0	10
Postal Ballot (if applicable)		0	0.0000	0		0.0000	0.0000	0	0	0
Total		97,59,754	5.0356	97,50,608	9,146	99.9063	0.0937	0	0	2,99,145
Public- Non Institutions										
Total		1,74,92,18,336	86.5033	1,74,25,30,000	66,88,336	99.6176	0.3824	0	0	10,38,32,39
Total	2,02,21,40,296									



For S. S. Rauthan & Associates  
 Company Secretaries  
 19/07/2021  
 Surjan Singh Rauthan  
 Proprietor  
 C.P. No. 3233 MN-FCS-4807