

August 29, 2022

Ref. No.: HDFC Life/CA/2022-23/49

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No C/1, Block G,
Bandra-Kurla Complex,
Bandra (East),
Mumbai- 400 051

NSE Symbol: HDFCLIFE

Listing Department
BSE Limited
Sir PJ Towers,
Dalal Street,
Fort,
Mumbai – 400 001

BSE Security Code: 540777

Dear Sirs,

Sub: Result of the postal ballot

This is further to our letter dated July 30, 2022, regarding postal ballot notice issued to the Members of the Company seeking approval for the following resolutions to be passed through the mode of remote e-voting:

Sr. No.	Particulars	Type of Resolution
1	Issue of Equity shares on preferential basis to Housing Development Finance Corporation Limited, Promoter of the Company	Special Resolutions
2	Approval of Employee Stock Option Scheme – 2022	
3	Approval of Employee Stock Option Scheme – 2022 for the eligible employees of the Subsidiary Company(ies) of the Company	

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that the above mentioned resolutions have been passed by the Members of the Company with requisite majority.

The aforesaid resolutions were deemed to be passed on the last date of e-voting i.e. Monday August 29, 2022.

Please find enclosed e-voting results along with the Scrutinizer's Report. The same is also being hosted on the Company's website at www.hdfclife.com.

This is for your information and appropriate dissemination.

Thanking you,

For HDFC Life Insurance Company Limited

**NARENDRA
GANGAN**

Digitally signed by NARENDRA
GANGAN
Date: 2022.08.29 21:01:57
+05'30'

Narendra Gangan
**General Counsel, Chief Compliance Officer &
Company Secretary**

Encl: As above

HDFC Life Insurance Company Limited

Corporate & Registered Office:

13th Floor, Lodha Excelus, Apollo Mills Compound,
N. M. Joshi Marg, Mahalaxmi, Mumbai - 400 011.

CIN: L65110MH2000PLC128245

+91 22 6751 6666

1860-267-9999

Available Mon-Sat from 10am to 7 pm (Local Charges apply)
DO NOT prefix any country code e.g. +91 or 00.

www.hdfclife.com



MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 8th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080, (T) 022-21678136

Report of Scrutinizer for Voting through e-voting on Postal Ballot
[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of
the Companies (Management and Administration) Rules 2014]

To,
The Chairman,
HDFC Life Insurance Company Limited
13th Floor, Lodha Excelus, Apollo Mills Compound,
N.M. Joshi Marg, Mahalaxmi,
Mumbai - 400011

Dear Sir,

Scrutinizer's Report on voting through e-voting for Postal Ballot in terms of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014

- A. Pursuant to the resolution passed by the Board of Directors of **HDFC Life Insurance Company Limited** (hereinafter referred as "**the Company**") on July 29, 2022, I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, have been appointed as a Scrutinizer to receive, scrutinize and process the postal ballot process and the votes cast in respect of the resolutions as set out in the Postal Ballot Notice dated July 29, 2022 (hereinafter referred as "**Notice**").
- B. Member's approval was sought for approving the following Special Businesses i.e.,
- i. Issue of equity shares of the Company on preferential basis to Housing Development Finance Corporation Limited, Promoter of the Company and matters related therewith;
 - ii. Approval of Employee Stock Option Scheme - 2022; and
 - iii. Approval of Employee Stock Option Scheme - 2022 for the eligible employees of the Subsidiary Company (ies) of the Company.
- C. Pursuant to Section 108 and 110 of the Act and Rule 20 and 22 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Company has confirmed that the electronic copy of the Notice and explanatory statement along with the process of e-voting were sent to the shareholders whose e-mail addresses were registered with the Depository Participant(s)/Registrar and Share Transfer Agent of the Company for communication purposes in compliance with MCA Circulars dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020, 15th June 2020, 28th September 2020, 31st December 2020, 23rd June 2021, 8th December 2021, 5th May 2022 and SEBI Circular dated 12th May, 2020, 28th September 2020 and 15th January, 2021 and applicable provisions of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India. The Company completed dispatch of Notice along with explanatory statement on July 30,

2022 to the members whose name(s) appeared on the Register of Members/ List of beneficiaries as on July 22, 2022 ("cut-off-date").

- D. The remote e-voting facility was provided by KFin Technologies Limited ("KFintech").
- E. Members were required to communicate their assent or dissent only through remote e-voting system in terms of the said MCA Circulars.
- F. The e-voting period commenced on Sunday, July 31, 2022 at 9.00 A.M. (IST) and ended on Monday, August 29, 2022 at 5.00 P.M. (IST).
- G. The e-voting were blocked at 5:00 P.M. (IST) on Monday, August 29, 2022 and the e-voting summary statement was downloaded from e-voting website of KFintech.
- H. The Members holding shares as on the "cut off" date i.e., Friday, July 22, 2022, were entitled to vote on the proposed resolutions.
- I. The register, in accordance with Rule 20 (4)(xiv) and Rule 22 (10) of the Companies (Management & Administration) Rules, 2015, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them. There were no shares with differential voting rights in the Company, hence there is no requirement of maintaining of the list of shares with differential voting rights.

Result of the Postal Ballot through e-voting is as under:

Resolution Item No. 1: Special Resolution

Issue of equity shares on preferential basis to Housing Development Finance Corporation Limited, Promoter of the Company and matters related therewith

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E - Voting through Postal Ballot	1,08,86,59,430	1,08,86,59,430	100.00	1,08,86,59,430	0	100.00	0.00
Public Institutions		72,64,21,375	65,92,82,703	90.76	65,92,82,703	0	100.00	0.00
Public Non-Institutions		29,80,91,779	8,93,80,470	29.98	8,93,20,817	59,653	99.93	0.07
Total		2,11,31,72,584	1,83,73,22,603	86.95	1,83,72,62,950	59,653	100.00	0.00

*No of votes polled does not include no. of votes abstained

Resolution Item No. 2: Special Resolution

Approval of Employee Stock Option Scheme - 2022

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E - Voting through Postal Ballot	1,08,86,59,430	1,08,86,59,430	100.00	1,08,86,59,430	0	100.00	0.00
Public Institutions		72,64,21,375	65,92,82,703	90.76	53,81,22,590	12,11,60,113	81.62	18.38
Public Non-Institutions		29,80,91,779	8,89,86,172	29.85	8,88,65,027	1,21,145	99.86	0.14
Total		2,11,31,72,584	1,83,69,28,305	86.93	1,71,56,47,047	12,12,81,258	93.40	6.60

*No of votes polled does not include no. of votes abstained

Resolution Item No. 3: Special Resolution

Approval of Employee Stock Option Scheme - 2022 for the eligible employees of the Subsidiary Company (ies) of the Company

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E - Voting through Postal Ballot	1,08,86,59,430	1,08,86,59,430	100.00	1,08,86,59,430	0	100.00	0.00
Public Institutions		72,64,21,375	65,92,82,703	90.76	53,88,92,699	12,03,90,004	81.74	18.26
Public Non-Institutions		29,80,91,779	8,89,85,330	29.85	8,88,65,031	1,20,299	99.86	0.14
Total		2,11,31,72,584	1,83,69,27,463	86.93	1,71,64,17,160	12,05,10,303	93.44	6.56

*No of votes polled does not include no. of votes abstained

J. The aforesaid resolutions were passed by requisite majority.

**For Makarand M. Joshi & Co.,
Practicing Company Secretaries**

Digitally signed by MAKARAND MADHUSUDAN JOSHI
DN: cn=MAKARAND MADHUSUDAN JOSHI, c=IN,
st=Maharashtra, o=Personal,
serialNumber=bea4609e399287838241404700ee8d394
9ae4badb642ed597e8360b687ca030f
Date: 2022.08.29 20:38:49 +05'30'

Makarand M. Joshi
Partner
FCS No.: 5533
CP No.:3662
PR No.: 640/2019
UDIN: F005533D000870716
Place: Mumbai
Date: August 29, 2022

For HDFC Life Insurance Company Limited

**NARENDRA
GANGAN**

Digitally signed by
NARENDRA GANGAN
Date: 2022.08.29 21:02:43
+05'30'

Narendra Gangan
**General Counsel, Chief Compliance Officer &
Company Secretary**
Place: Mumbai
Date: August 29, 2022

Company Name	HDFC Life Insurance Company Limited
Date of the AGM/EGM	Not Applicable
Total number of shareholders on record date	1057722
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	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution required: (Ordinary/ Special)	SPECIAL - Issue of equity shares of the Company on preferential basis to Housing Development Finance Corporation Limited, Promoter of the Company and matters related therewith							
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
Promoter and Promoter Group	E-Voting	1088659430	1088659430	100.00	1088659430	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot		0	0.00	00	0	0.00	0.00
Public- Institutions	E-Voting	726421375	659282703	90.76	659282703	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot		0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	298091779	89380470	29.98	89320817	59653	99.93	0.07
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot		0	0.00	00	0	0.00	0.00
Total		2113172584	1837322603	86.95	1837262950	59653	100.00	0.00

Resolution required: (Ordinary/ Special)		SPECIAL - Approval of Employee Stock Option Scheme - 2022						
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	1088659430	1088659430	100.00	1088659430	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot		0	0.00	00	0	0.00	0.00
Public- Institutions	E-Voting	726421375	659282703	90.76	538122590	121160113	81.62	18.38
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot		0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	298091779	88986172	29.85	88865027	121145	99.86	0.14
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot		0	0.00	00	0	0.00	0.00
Total		2113172584	1836928305	86.93	1715647047	121281258	93.40	6.60

Resolution required: (Ordinary/ Special)		SPECIAL - Approval of Employee Stock Option Scheme - 2022 for the eligible employees of the subsidiary company(ies) of the Company						
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	1088659430	1088659430	100.00	1088659430	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot		0	0.00	00	0	0.00	0.00
Public- Institutions	E-Voting	726421375	659282703	90.76	538892699	120390004	81.74	18.26
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot		0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	298091779	88985330	29.85	88865031	120299	99.86	0.14
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot		0	0.00	00	0	0.00	0.00
Total		2113172584	1836927463	86.93	1716417160	120510303	93.44	6.56