

June 29, 2022

Ref. No.: HDFC Life/CA/2022-23/32

**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: Voting Results of the 22nd Annual General Meeting held on June 27, 2022**

This is to inform you that the 22nd Annual General Meeting ('AGM') of the members of the Company was held on i.e. June 27, 2022.

In this regard, please find enclosed herewith Scrutiniser's Report issued by Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries along with e-voting results, the same is also being on hosted on the Company's website at [www.hdfclife.com](http://www.hdfclife.com).

It may be noted that all the resolutions as set out in the AGM Notice were passed with requisite majority.

This is for your information and appropriate dissemination.

Thanking you,

**For HDFC Life Insurance Company Limited**

**NARENDRA** Digitally signed by  
NARENDRA GANGAN  
**GANGAN** Date: 2022.06.29  
14:13:02 +05'30'

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

Encl. : As above

# MAKARAND M. JOSHI & CO.

## Company Secretaries

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

### Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the Annual General Meeting (AGM)

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

**Consolidated Scrutinizer's Report on voting through remote e-voting and electronic voting at the 22<sup>nd</sup> AGM of the shareholders of the Company, held on Monday, June 27, 2022 at 3:00 p.m. through video conferencing ("VC") /other audio-visual means ("OVAM") in terms of provisions of the Companies Act, 2013 (herein after the "Act") read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter the "SEBI Listing Regulations")**

- A. I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on April 26 2022, to conduct the following:
- (i) **Remote e-voting** process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
  - (ii) **Electronic voting at the AGM** under the provisions of Section 109 of the Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 22<sup>nd</sup> AGM held on Monday, June 27, 2022 at 3:00 p.m.
- B. Pursuant to Section 101, 108 of the Act and Rule 20 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 convening the 22<sup>nd</sup> AGM of the Company along with the process of remote e-voting and electronic voting at the AGM were sent to the shareholders whose e-mail addresses were registered with the Company's Registrar and Share Transfer Agent/Depository Participant(s) for communication purposes in compliance with MCA Circulars dated April 8, 2020, April 13, 2020 and December 8, 2021 and SEBI Circular dated May 12, 2020, September 28, 2020 and January 15, 2021 and applicable provisions of the 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 Saturday, June 4, 2022, only through electronic mode, to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on Friday, May 27, 2022 ("cut-off-date").

- C. The Company had appointed KFin Technologies Limited (“KFintech”) for conducting the electronic voting by the shareholders of the Company at the AGM. After the time fixed for closing of electronic voting at AGM by the Chairman, voting was closed and votes cast were unblocked.
- D. The Company had availed the remote e-voting facility provided by KFintech for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Wednesday, June 22, 2022 at 9.00 a.m. and ended on Sunday, June 26, 2022 at 5.00 p.m. and the KFintech remote e-voting portal was blocked for voting thereafter.
- E. On the basis of the votes exercised by the shareholders of the Company through remote e-voting and by way of electronic voting at the AGM I have issued this Scrutinizer’s Report dated June 28, 2022.
- F. The Company had allotted 99,011 equity shares under the various Employee Stock Option Schemes on June 15, 2022. Consequently, the number of fully paid equity shares increased from 211,30,73,573 to 211,31,72,584. The Corporate action approval for 99,011 equity shares was received from CDSL on June 27, 2022 and NSDL on June 24, 2022. The voting rights were provided to Members holding 2,11,30,73,573 shares i.e. members as on cut-off date of June 20, 2022, as per the Register of members received from Depositories.
- G. Resolution Number 7 and 8 transacted at the AGM are material related party transaction as per Regulation 23 of SEBI Listing Regulation. Further, Regulation 23 (4) of SEBI Listing Regulations states that no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not. Accordingly, we have reconciled from the list of related parties given to us by the Company and excluded their voting while finalizing the voting results which is given in below tables.

<b>Date of AGM</b>	June 27, 2022
<b>Total number of shareholders on record date (i.e., as on June 20, 2022)</b>	1033581
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoter and Promoter group	NA
Public	NA
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
Promoter and Promoter group	1
Public	101

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

To receive, consider and adopt:

- A. the audited Standalone Revenue Account, Profit and Loss Account, and Receipts and Payments Account of the Company for the financial year ended March 31, 2022, and the Balance Sheet as at that date, together with the reports of the Directors and Auditors thereon; and
- B. the audited Consolidated Revenue Account, Profit and Loss Account, and Receipts and Payments Account of the Company for the financial year ended March 31, 2022 and the Balance Sheet as at that date, together with the report of the Auditors thereon.

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	1,088,659,430	1,088,659,430	100.00	1,088,659,430	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>1,088,659,430</b>	<b>100.00</b>	<b>1,088,659,430</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2	Public - Institutional holders	Remote E-Voting	730,629,300	647,418,803	88.61	647,418,803	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>647,418,803</b>	<b>88.61</b>	<b>647,418,803</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
3	Public-Non-Institutional	Remote E-Voting	293,883,854	92,816,685	31.58	92,780,567	36,118	99.96	0.04
		Poll		622,232	0.21	622,232	0	100.00	0.00
		<b>Total</b>		<b>93,438,917</b>	<b>31.79</b>	<b>93,402,799</b>	<b>36,118</b>	<b>99.96</b>	<b>0.04</b>
<b>Total</b>			<b>2,113,172,584*</b>	<b>1,829,517,150</b>	<b>86.58</b>	<b>1,829,481,032</b>	<b>36,118</b>	<b>100.00</b>	<b>0.00</b>

\* Voting rights are provided on 2,113,073,573 shares

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

To declare dividend on equity shares for the financial year ended March 31, 2022.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstan ding 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]*10 0	[4]	[5]	[6]=[4]/(2) *100	[7]=[5]/(2) *100
1	Promoter and Promoter Group	Remote E-Voting	1,088,659,430	1,088,659,430	100.00	1,088,659,430	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>1,088,659,430</b>	<b>100.00</b>	<b>1,088,659,430</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2	Public - Institutional holders	Remote E-Voting	730,629,300	666,303,389	91.20	666,303,389	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>666,303,389</b>	<b>91.20</b>	<b>666,303,389</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
3	Public-Non- Institutional	Remote E-Voting	293,883,854	92,817,031	31.58	92,777,964	39,067	99.96	0.04
		Poll		622,232	0.21	621,932	300	99.95	0.05
		<b>Total</b>		<b>93,439,263</b>	<b>31.79</b>	<b>93,399,896</b>	<b>39,367</b>	<b>99.96</b>	<b>0.04</b>
<b>Total</b>			<b>2,113,172,584*</b>	<b>1,848,402,082</b>	<b>87.47</b>	<b>1,848,362,715</b>	<b>39,367</b>	<b>100.00</b>	<b>0.00</b>

\* Voting rights are provided on 2,113,073,573 shares

**Resolution Item No. 3 - Ordinary Resolution:**

To appoint a Director in place of Mr. Keki M. Mistry (DIN: 00008886) who retires by rotation and, being eligible, offers himself for re-appointment.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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
1	Promoter and Promoter Group	Remote E-Voting	1,088,659,430	1,088,659,430	100.00	1,088,659,430	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>1,088,659,430</b>	<b>100.00</b>	<b>1,088,659,430</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2	Public - Institutional holders	Remote E-Voting	730,629,300	666,248,484	91.19	562,664,225	103,584,259	84.45	15.55
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>666,248,484</b>	<b>91.19</b>	<b>562,664,225</b>	<b>103,584,259</b>	<b>84.45</b>	<b>15.55</b>
3	Public-Non- Institutional	Remote E-Voting	293,883,854	92,816,490	31.58	92,774,521	41,969	99.95	0.05
		Poll		622,232	0.21	621,929	303	99.95	0.05
		<b>Total</b>		<b>93,438,722</b>	<b>31.79</b>	<b>93,396,450</b>	<b>42,272</b>	<b>99.95</b>	<b>0.05</b>
<b>Total</b>			<b>2,113,172,584*</b>	<b>1,848,346,636</b>	<b>87.47</b>	<b>1,744,720,105</b>	<b>103,626,531</b>	<b>94.39</b>	<b>5.61</b>

\* Voting rights are provided on 2,113,073,573 shares

**Resolution Item No. 4 - Ordinary Resolution:**

Payment of remuneration to Joint Statutory Auditors.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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
1	Promoter and Promoter Group	Remote E-Voting	1,088,659,430	1,088,659,430	100.00	1,088,659,430	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>1,088,659,430</b>	<b>100.00</b>	<b>1,088,659,430</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2	Public - Institutional holders	Remote E-Voting	730,629,300	665,983,194	91.15	659,751,363	6,231,831	99.06	0.94
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>665,983,194</b>	<b>91.15</b>	<b>659,751,363</b>	<b>6,231,831</b>	<b>99.06</b>	<b>0.94</b>
3	Public-Non- Institutional	Remote E-Voting	293,883,854	92,815,951	31.58	92,774,610	41,341	99.96	0.04
		Poll		622,232	0.21	622,229	3	100.00	0.00
		<b>Total</b>		<b>93,438,183</b>	<b>31.79</b>	<b>93,396,839</b>	<b>41,344</b>	<b>99.96</b>	<b>0.04</b>
<b>Total</b>			<b>2,113,172,584*</b>	<b>1,848,080,807</b>	<b>87.46</b>	<b>1,841,807,632</b>	<b>6,273,175</b>	<b>99.66</b>	<b>0.34</b>

\* Voting rights are provided on 2,113,073,573 shares

**Resolution Item No. 5 - Special Resolution:**

Re-appointment of Mr. Ketan Dalal (DIN: 00003236) as an Independent Director, for a second term.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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
1	Promoter and Promoter Group	Remote E-Voting	1,088,659,430	1,088,659,430	100.00	1,088,659,430	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>1,088,659,430</b>	<b>100.00</b>	<b>1,088,659,430</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2	Public - Institutional holders	Remote E-Voting	730,629,300	665,505,474	91.09	649,071,821	16,433,653	97.53	2.47
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>665,505,474</b>	<b>91.09</b>	<b>649,071,821</b>	<b>16,433,653</b>	<b>97.53</b>	<b>2.47</b>
3	Public-Non- Institutional	Remote E-Voting	293,883,854	92,816,471	31.58	92,748,555	67,916	99.93	0.07
		Poll		622,232	0.21	621,929	303	99.95	0.05
		<b>Total</b>		<b>93,438,703</b>	<b>31.79</b>	<b>93,370,484</b>	<b>68,219</b>	<b>99.93</b>	<b>0.07</b>
<b>Total</b>			<b>2,113,172,584*</b>	<b>1,847,603,607</b>	<b>87.43</b>	<b>1,831,101,735</b>	<b>16,501,872</b>	<b>99.11</b>	<b>0.89</b>

\* Voting rights are provided on 2,113,073,573 shares



**Resolution Item No. 6 – Ordinary Resolution:**

Payment of profit-related commission to Non-Executive Independent Directors.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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
1	Promoter and Promoter Group	Remote E-Voting	1,088,659,430	1,088,659,430	100.00	1,088,659,430	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>1,088,659,430</b>	<b>100.00</b>	<b>1,088,659,430</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2	Public - Institutional holders	Remote E-Voting	730,629,300	665,994,506	91.15	658,086,761	7,907,745	98.81	1.19
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>665,994,506</b>	<b>91.15</b>	<b>658,086,761</b>	<b>7,907,745</b>	<b>98.81</b>	<b>1.19</b>
3	Public-Non- Institutional	Remote E-Voting	293,883,854	92,816,096	31.58	92,743,227	72,869	99.92	0.08
		Poll		622,232	0.21	621,932	300	99.95	0.05
		<b>Total</b>		<b>93,438,328</b>	<b>31.79</b>	<b>93,365,159</b>	<b>73,169</b>	<b>99.92</b>	<b>0.08</b>
<b>Total</b>			<b>2,113,172,584*</b>	<b>1,848,092,264</b>	<b>87.46</b>	<b>1,840,111,350</b>	<b>7,980,914</b>	<b>99.57</b>	<b>0.43</b>

\* Voting rights are provided on 2,113,073,573 shares

**Resolution Item No. 7 - Ordinary Resolution:**

Approval of related party transactions with Housing Development Finance Corporation Limited.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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
1	Promoter and Promoter Group	Remote E-Voting	1,088,659,430	0	0.00	0	0	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
2	Public - Institutional holders	Remote E-Voting	730,629,300	666,248,484	91.19	666,248,484	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>666,248,484</b>	<b>91.19</b>	<b>666,248,484</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
3	Public-Non- Institutional	Remote E-Voting	293,883,854	87,788,540	29.87	87,727,590	60,950	99.93	0.07
		Poll		167,828	0.06	167,828	0	100.00	0.00
		<b>Total</b>		<b>87,956,368</b>	<b>29.93</b>	<b>87,895,418</b>	<b>60,950</b>	<b>99.93</b>	<b>0.07</b>
<b>Total</b>			<b>2,113,172,584*</b>	<b>754,204,852</b>	<b>35.69</b>	<b>754,143,902</b>	<b>60,950</b>	<b>99.99</b>	<b>0.01</b>

\* Voting rights are provided on 2,113,073,573 shares

**Resolution Item No. 8 - Ordinary Resolution:**

Approval of related party transactions with HDFC Bank Limited.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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
1	Promoter and Promoter Group	Remote E-Voting	1,088,659,430	0	0.00	0	0	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
2	Public - Institutional holders	Remote E-Voting	730,629,300	666,248,484	91.19	666,248,484	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>666,248,484</b>	<b>91.19</b>	<b>666,248,484</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
3	Public-Non- Institutional	Remote E-Voting	293,883,854	87,788,501	29.87	87,726,555	61,946	99.93	0.07
		Poll		167,828	0.06	167,828	0	100.00	0.00
		<b>Total</b>		<b>87,956,329</b>	<b>29.93</b>	<b>87,894,383</b>	<b>61,946</b>	<b>99.93</b>	<b>0.07</b>
<b>Total</b>			<b>2,113,172,584*</b>	<b>754,204,813</b>	<b>35.69</b>	<b>754,142,867</b>	<b>61,946</b>	<b>99.99</b>	<b>0.01</b>

\* Voting rights are provided on 2,113,073,573 shares

**Resolution Item No. 9 – Ordinary Resolution:**

Revision in remuneration of Ms. Vibha Padalkar (DIN: 01682810), Managing Director & Chief Executive Officer.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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
1	Promoter and Promoter Group	Remote E-Voting	1,088,659,430	1,088,659,430	100.00	1,088,659,430	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>1,088,659,430</b>	<b>100.00</b>	<b>1,088,659,430</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2	Public - Institutional holders	Remote E-Voting	730,629,300	665,983,194	91.15	651,486,025	14,497,169	97.82	2.18
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>665,983,194</b>	<b>91.15</b>	<b>651,486,025</b>	<b>14,497,169</b>	<b>97.82</b>	<b>2.18</b>
3	Public-Non- Institutional	Remote E-Voting	293,883,854	91,626,323	31.18	91,566,919	59,404	99.94	0.06
		Poll		622,232	0.21	622,229	3	100.00	0.00
		<b>Total</b>		<b>92,248,555</b>	<b>31.39</b>	<b>92,189,148</b>	<b>59,407</b>	<b>99.94</b>	<b>0.06</b>
<b>Total</b>			<b>2,113,172,584*</b>	<b>1,846,891,179</b>	<b>87.40</b>	<b>1,832,334,603</b>	<b>14,556,576</b>	<b>99.21</b>	<b>0.79</b>

\* Voting rights are provided on 2,113,073,573 shares

**Resolution Item No. 10 - Ordinary Resolution:**

Revision in remuneration of Mr. Suresh Badami (DIN: 08224871), Executive Director.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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
1	Promoter and Promoter Group	Remote E-Voting	1,088,659,430	1,088,659,430	100.00	1,088,659,430	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>1,088,659,430</b>	<b>100.00</b>	<b>1,088,659,430</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2	Public - Institutional holders	Remote E-Voting	730,629,300	665,983,194	91.15	650,624,832	15,358,362	97.69	2.31
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>665,983,194</b>	<b>91.15</b>	<b>650,624,832</b>	<b>15,358,362</b>	<b>97.69</b>	<b>2.31</b>
3	Public-Non- Institutional	Remote E-Voting	293,883,854	92,814,891	31.58	92,734,190	80,701	99.91	0.09
		Poll		230,265	0.08	230,262	3	100.00	0.00
		<b>Total</b>		<b>93,045,156</b>	<b>31.66</b>	<b>92,964,452</b>	<b>80,704</b>	<b>99.91</b>	<b>0.09</b>
<b>Total</b>			<b>2,113,172,584*</b>	<b>1,847,687,780</b>	<b>87.44</b>	<b>1,832,248,714</b>	<b>15,439,066</b>	<b>99.16</b>	<b>0.84</b>

\* Voting rights are provided on 2,113,073,573 shares

H. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the electronic voting facilitated at the AGM.

It is to be noted that:

1. Voting rights on the shares transferred to the 'Investor Education and Protection Fund' are frozen.
2. The votes cast does not include abstained votes.
3. All the aforesaid resolutions were passed with requisite majority.

Thanking you,  
Yours faithfully,

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

MAKARAND Digitally signed  
MADHUSUD by MAKARAND  
AN JOSHI MADHUSUDAN  
JOSHI

**Makarand Joshi**  
**Partner**  
**FCS No. 5533**  
**CP No. 3662**  
**UDIN:F005533D000540628**  
**Place: Mumbai**  
**Date: June 28, 2022**

**For HDFC Life Insurance Company Limited**

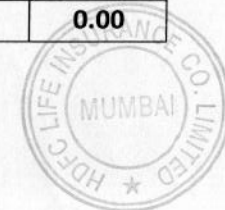
**NARENDRA** Digitally signed by  
**GANGAN** NARENDRA GANGAN  
Date: 2022.06.29  
14:12:29 +05'30'

**Narendra Gangan**  
**General Counsel**  
**Chief Compliance Officer & Company Secretary**  
**Place: Mumbai**

Resolution No.	1
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt (a) the audited Standalone Revenue Account, Profit and Loss Account, and Receipts and Payments Account of the Company for the financial year ended March 31, 2022, and the Balance Sheet as at that date, together with the reports of the Directors and Auditors thereon (b) the audited Consolidated Revenue Account, Profit and Loss Account, and Receipts and Payments Account of the Company for the financial year ended March 31, 2022 and the Balance Sheet as at that date, together with the report of the Auditors thereon.
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	1,088,659,430	1,088,659,430	100.00	1,088,659,430	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>1,088,659,430</b>	<b>100.00</b>	<b>1,088,659,430</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2	Public - Institutional holders	Remote E-Voting	730,629,300	647,418,803	88.61	647,418,803	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>647,418,803</b>	<b>88.61</b>	<b>647,418,803</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
3	Public-Non-Institutional	Remote E-Voting	293,883,854	92,816,685	31.58	92,780,567	36,118	99.96	0.04
		Poll		622,232	0.21	622,232	0	100.00	0.00
		<b>Total</b>		<b>93,438,917</b>	<b>31.79</b>	<b>93,402,799</b>	<b>36,118</b>	<b>99.96</b>	<b>0.04</b>
<b>Total</b>			<b>2,113,172,584*</b>	<b>1,829,517,150</b>	<b>86.58</b>	<b>1,829,481,032</b>	<b>36,118</b>	<b>100.00</b>	<b>0.00</b>

\* Voting rights are provided on 2,113,073,573 shares





Resolution No.	2
Resolution required: (Ordinary/ Special)	ORDINARY - To declare dividend on equity shares for the financial year ended March 31, 2022
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Sr. No	Promoter/ Public	Mode of Voting	Total 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]	$[3]=\frac{[2]}{[1]} * 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} * 100$	$[7]=\frac{[5]}{[2]} * 100$
1	Promoter and Promoter Group	Remote E-Voting	1,088,659,430	1,088,659,430	100.00	1,088,659,430	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>1,088,659,430</b>	<b>100.00</b>	<b>1,088,659,430</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2	Public - Institutional holders	Remote E-Voting	730,629,300	666,303,389	91.20	666,303,389	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>666,303,389</b>	<b>91.20</b>	<b>666,303,389</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
3	Public-Non-Institutional	Remote E-Voting	293,883,854	92,817,031	31.58	92,777,964	39,067	99.96	0.04
		Poll		622,232	0.21	621,932	300	99.95	0.05
		<b>Total</b>		<b>93,439,263</b>	<b>31.79</b>	<b>93,399,896</b>	<b>39,367</b>	<b>99.96</b>	<b>0.04</b>
<b>Total</b>			<b>2,113,172,584*</b>	<b>1,848,402,082</b>	<b>87.47</b>	<b>1,848,362,715</b>	<b>39,367</b>	<b>100.00</b>	<b>0.00</b>

\* Voting rights are provided on 2,113,073,573 shares





Resolution No.	3
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr Keki M. Mistry, who retires by rotation and, being eligible, offers himself for re-appointment
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	1,088,659,430	1,088,659,430	100.00	1,088,659,430	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>1,088,659,430</b>	<b>100.00</b>	<b>1,088,659,430</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2	Public - Institutional holders	Remote E-Voting	730,629,300	666,248,484	91.19	562,664,225	103,584,259	84.45	15.55
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>666,248,484</b>	<b>91.19</b>	<b>562,664,225</b>	<b>103,584,259</b>	<b>84.45</b>	<b>15.55</b>
3	Public-Non-Institutional	Remote E-Voting	293,883,854	92,816,490	31.58	92,774,521	41,969	99.95	0.05
		Poll		622,232	0.21	621,929	303	99.95	0.05
		<b>Total</b>		<b>93,438,722</b>	<b>31.79</b>	<b>93,396,450</b>	<b>42,272</b>	<b>99.95</b>	<b>0.05</b>
<b>Total</b>			<b>2,113,172,584*</b>	<b>1,848,346,636</b>	<b>87.47</b>	<b>1,744,720,105</b>	<b>103,626,531</b>	<b>94.39</b>	<b>5.61</b>

\* Voting rights are provided on 2,113,073,573 shares



Resolution No.	4
Resolution required: (Ordinary/ Special)	ORDINARY - Payment of remuneration to Joint Statutory Auditors
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	1,088,659,430	1,088,659,430	100.00	1,088,659,430	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		1,088,659,430	100.00	1,088,659,430	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	730,629,300	665,983,194	91.15	659,751,363	6,231,831	99.06	0.94
		Poll		0	0.00	0	0	0.00	0.00
		Total		665,983,194	91.15	659,751,363	6,231,831	99.06	0.94
3	Public-Non-Institutional	Remote E-Voting	293,883,854	92,815,951	31.58	92,774,610	41,341	99.96	0.04
		Poll		622,232	0.21	622,229	3	100.00	0.00
		Total		93,438,183	31.79	93,396,839	41,344	99.96	0.04
<b>Total</b>			<b>2,113,172,584*</b>	<b>1,848,080,807</b>	<b>87.46</b>	<b>1,841,807,632</b>	<b>6,273,175</b>	<b>99.66</b>	<b>0.34</b>

\* Voting rights are provided on 2,113,073,573 shares



Resolution No.	5
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr Ketan Dalal as an Independent Director, for a second term
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	1,088,659,430	1,088,659,430	100.00	1,088,659,430	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		<b>1,088,659,430</b>	<b>100.00</b>	<b>1,088,659,430</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2	Public - Institutional holders	Remote E-Voting	730,629,300	665,505,474	91.09	649,071,821	16,433,653	97.53	2.47
		Poll		0	0.00	0	0	0.00	0.00
		Total		<b>665,505,474</b>	<b>91.09</b>	<b>649,071,821</b>	<b>16,433,653</b>	<b>97.53</b>	<b>2.47</b>
3	Public-Non-Institutional	Remote E-Voting	293,883,854	92,816,471	31.58	92,748,555	67,916	99.93	0.07
		Poll		622,232	0.21	621,929	303	99.95	0.05
		Total		<b>93,438,703</b>	<b>31.79</b>	<b>93,370,484</b>	<b>68,219</b>	<b>99.93</b>	<b>0.07</b>
<b>Total</b>			<b>2,113,172,584*</b>	<b>1,847,603,607</b>	<b>87.43</b>	<b>1,831,101,735</b>	<b>16,501,872</b>	<b>99.11</b>	<b>0.89</b>

\* Voting rights are provided on 2,113,073,573 shares





Resolution No.	6
Resolution required: (Ordinary/ Special)	ORDINARY - Payment of profit-related commission to Non-executive Independent Directors
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	1,088,659,430	1,088,659,430	100.00	1,088,659,430	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>1,088,659,430</b>	<b>100.00</b>	<b>1,088,659,430</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2	Public - Institutional holders	Remote E-Voting	730,629,300	665,994,506	91.15	658,086,761	7,907,745	98.81	1.19
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>665,994,506</b>	<b>91.15</b>	<b>658,086,761</b>	<b>7,907,745</b>	<b>98.81</b>	<b>1.19</b>
3	Public-Non-Institutional	Remote E-Voting	293,883,854	92,816,096	31.58	92,743,227	72,869	99.92	0.08
		Poll		622,232	0.21	621,932	300	99.95	0.05
		<b>Total</b>		<b>93,438,328</b>	<b>31.79</b>	<b>93,365,159</b>	<b>73,169</b>	<b>99.92</b>	<b>0.08</b>
<b>Total</b>			<b>2,113,172,584*</b>	<b>1,848,092,264</b>	<b>87.46</b>	<b>1,840,111,350</b>	<b>7,980,914</b>	<b>99.57</b>	<b>0.43</b>

\* Voting rights are provided on 2,113,073,573 shares



Resolution No.	7
Resolution required: (Ordinary/ Special)	ORDINARY - Related party transaction with Housing Development Finance Corporation Limited (HDFC Ltd.)
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	1,088,659,430	0	0.00	0	0	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
2	Public - Institutional holders	Remote E-Voting	730,629,300	666,248,484	91.19	666,248,484	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		666,248,484	91.19	666,248,484	0	100.00	0.00
3	Public-Non-Institutional	Remote E-Voting	293,883,854	87,788,540	29.87	87,727,590	60,950	99.93	0.07
		Poll		167,828	0.06	167,828	0	100.00	0.00
		Total		87,956,368	29.93	87,895,418	60,950	99.93	0.07
Total			2,113,172,584*	754,204,852	35.69	754,143,902	60,950	99.99	0.01

\* Voting rights are provided on 2,113,073,573 shares



Resolution No.	8
Resolution required: (Ordinary/ Special)	ORDINARY - Related party transaction with HDFC Bank Limited
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	1,088,659,430	0	0.00	0	0	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
2	Public - Institutional holders	Remote E-Voting	730,629,300	666,248,484	91.19	666,248,484	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>666,248,484</b>	<b>91.19</b>	<b>666,248,484</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
3	Public-Non-Institutional	Remote E-Voting	293,883,854	87,788,501	29.87	87,726,555	61,946	99.93	0.07
		Poll		167,828	0.06	167,828	0	100.00	0.00
		<b>Total</b>		<b>87,956,329</b>	<b>29.93</b>	<b>87,894,383</b>	<b>61,946</b>	<b>99.93</b>	<b>0.07</b>
<b>Total</b>			<b>2,113,172,584*</b>	<b>754,204,813</b>	<b>35.69</b>	<b>754,142,867</b>	<b>61,946</b>	<b>99.99</b>	<b>0.01</b>

\* Voting rights are provided on 2,113,073,573 shares





Resolution No.	9
Resolution required: (Ordinary/ Special)	ORDINARY - Revision in remuneration of Ms Vibha Padalkar, Managing Director CEO
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	1,088,659,430	1,088,659,430	100.00	1,088,659,430	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>1,088,659,430</b>	<b>100.00</b>	<b>1,088,659,430</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2	Public - Institutional holders	Remote E-Voting	730,629,300	665,983,194	91.15	651,486,025	14,497,169	97.82	2.18
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>665,983,194</b>	<b>91.15</b>	<b>651,486,025</b>	<b>14,497,169</b>	<b>97.82</b>	<b>2.18</b>
3	Public-Non-Institutional	Remote E-Voting	293,883,854	91,626,323	31.18	91,566,919	59,404	99.94	0.06
		Poll		622,232	0.21	622,229	3	100.00	0.00
		<b>Total</b>		<b>92,248,555</b>	<b>31.39</b>	<b>92,189,148</b>	<b>59,407</b>	<b>99.94</b>	<b>0.06</b>
<b>Total</b>			<b>2,113,172,584*</b>	<b>1,846,891,179</b>	<b>87.40</b>	<b>1,832,334,603</b>	<b>14,556,576</b>	<b>99.21</b>	<b>0.79</b>

\* Voting rights are provided on 2,113,073,573 shares



Resolution No.	10
Resolution required: (Ordinary/ Special)	ORDINARY - Revision in remuneration of Mr Suresh Badami, Executive Director
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	Remote E-Voting	1,088,659,430	1,088,659,430	100.00	1,088,659,430	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>1,088,659,430</b>	<b>100.00</b>	<b>1,088,659,430</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2	Public - Institutional holders	Remote E-Voting	730,629,300	665,983,194	91.15	650,624,832	15,358,362	97.69	2.31
		Poll		0	0.00	0	0	0.00	0.00
		<b>Total</b>		<b>665,983,194</b>	<b>91.15</b>	<b>650,624,832</b>	<b>15,358,362</b>	<b>97.69</b>	<b>2.31</b>
3	Public-Non-Institutional	Remote E-Voting	293,883,854	92,814,891	31.58	92,734,190	80,701	99.91	0.09
		Poll		230,265	0.08	230,262	3	100.00	0.00
		<b>Total</b>		<b>93,045,156</b>	<b>31.66</b>	<b>92,964,452</b>	<b>80,704</b>	<b>99.91</b>	<b>0.09</b>
<b>Total</b>			<b>2,113,172,584*</b>	<b>1,847,687,780</b>	<b>87.44</b>	<b>1,832,248,714</b>	<b>15,439,066</b>	<b>99.16</b>	<b>0.84</b>
<b>Total</b>			<b>2,113,172,584*</b>	<b>1,846,891,179</b>	<b>87.40</b>	<b>1,832,334,603</b>	<b>14,556,576</b>	<b>99.21</b>	<b>0.79</b>

\* Voting rights are provided on 2,113,073,573 shares

