

January 18, 2024

Ref. No.: HDFC Life/CA/2023-24/108

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

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

NSE Symbol: HDFCLIFE

BSE Security Code: 540777

Dear Sir/ Madam,

Sub: Results of the postal ballot

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the following in connection with the resolutions as specified in the postal ballot notice dated December 18, 2023:

1. E-voting results pursuant to Regulation 44(3) of the Listing Regulations; and
2. Scrutiniser's Report issued by M/s MMJB & Associates LLP, Practicing Company Secretaries, Scrutinizer's for conducting the e-voting.

All the resolutions specified in the postal ballot notice were deemed as passed on the last date of the e-voting period, i.e. Wednesday, January 17, 2024.

The e-voting results along with the Scrutiniser's Report 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
General Counsel, Chief Compliance Officer &
Company Secretary

Encl.: As above

E-voting results of postal ballot pursuant to Regulation 44(3) of the Listing Regulations

| | |
|--|-------------------------------------|
| Company Name | HDFC LIFE INSURANCE COMPANY LIMITED |
| Date of declaration of result of postal ballot | January 18, 2023 |
| Total number of shareholders on cut-off date i.e December 08, 2023 | 8,66,732 |
| No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public | Not Applicable |
| No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group Public | Not Applicable |

| Resolution required: (Ordinary/ Special) | Special Resolution (1) - Re-appointment of Ms. Bharti Gupta Ramola (DIN: 00356188) as an Independent Director, for a second term of five (5) consecutive years | | | | | | | |
|--|--|-------------------------------|--------------------------------|---|-------------------------------------|-----------------------------------|---|---|
| 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 | 1,08,33,42,272 | 1,04,57,60,149 | 96.5309 | 1,04,57,60,149 | 0 | 100.0000 | 0.0000 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| | Total | | 1,04,57,60,149 | 96.5309 | 1,04,57,60,149 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | 81,45,52,939 | 69,23,36,856 | 84.9988 | 62,80,82,773 | 6,42,54,083 | 90.7192 | 9.2807 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| | Total | | 69,23,36,856 | 84.9988 | 62,80,82,773 | 6,42,54,083 | 90.7192 | 9.2807 |
| Public- Non Institutions | E-Voting | 25,24,55,989 | 9,26,49,661 | 36.6953 | 9,26,25,654 | 24,007 | 99.9741 | 0.0259 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| | Total | | 9,26,49,661 | 36.6953 | 9,26,25,654 | 24,007 | 99.9741 | 0.0259 |
| Total | | 2,15,03,51,200 | 1,83,07,46,666 | 85.1371 | 1,76,64,68,576 | 6,42,78,090 | 96.4890 | 3.5110 |

| Resolution required: (Ordinary/ Special) | Ordinary Resolution (2) - Appointment of Mr. Kaizad Bharucha (DIN: 02490648) as a Non-Executive Director (Nominee of HDFC Bank Ltd., Promoter 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 | 1,08,33,42,272 | 1,04,57,60,149 | 96.5309 | 1,04,57,60,149 | 0 | 100.0000 | 0.0000 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| | Total | | 1,08,33,42,272 | 1,04,57,60,149 | 96.5309 | 1,04,57,60,149 | 0 | 100.0000 |
| Public- Institutions | E-Voting | 81,45,52,939 | 69,23,35,201 | 84.9957 | 68,48,80,979 | 74,54,222 | 98.9233 | 1.0767 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| | Total | | 81,45,52,939 | 69,23,35,201 | 84.9957 | 68,48,80,979 | 74,54,222 | 98.9233 |
| Public- Non Institutions | E-Voting | 25,24,55,989 | 9,26,49,314 | 36.6992 | 9,26,35,611 | 13,703 | 99.9852 | 0.0148 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| | Total | | 25,24,55,989 | 9,26,49,314 | 36.6992 | 9,26,35,611 | 13,703 | 99.9852 |
| Total | | 2,15,03,51,200 | 1,83,07,44,664 | 85.1370 | 1,82,32,76,739 | 74,67,925 | 99.5921 | 0.4079 |

MMJB & Associates LLP

Company Secretaries

Ecstasy, 803-804, 8th Floor, City of Joy, JSD Road, Mulund (W), Mumbai- 400080, (T) 022-21678100
LLPIN: AAR-9997

Report of the Scrutinizer on Postal Ballot (E-voting) Results
[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 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. In accordance with Section 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, I, Omkar Dindorkar (Membership No. A43029), Designated Partner of M/s. MMJB & Associates LLP, Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of the Company at their meeting held on Friday, October 13, 2023, for votes cast through electronic means for the postal ballot process in respect of the resolution as set out in the Postal Ballot Notice dated December 18, 2023 (hereinafter referred as "Notice").
- B. Member's approvals were sought for the following Special Businesses i.e.:
- i. Re-appointment of Ms. Bharti Gupta Ramola (DIN:00356188) as an Independent Director, for a second term of five (5) consecutive years;
 - ii. Appointment of Mr. Kaizad Bharucha (DIN:02490648) as Non- Executive Director (Nominee of HDFC Bank Ltd., Promoter 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 soft copy of the Notice and explanatory statement along with the process for Remote E-voting (e-voting) were sent to the shareholders whose e-mail addresses were registered with the Company/ Depository Participant(s)/Registrar and Share Transfer Agent of the Company for communication purposes in compliance with MCA Circular dated May 05, 2020 read with circulars dated April 08, 2020, April 13, 2020 and September 25, 2023 and SEBI Circular dated October 07, 2023 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 Postal Ballot Notice along with explanatory statement via electronic mode on December 18, 2023 to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on Friday, December 8, 2023 ("cut-off-date") and Number of Shareholder as on the cut-off date was 8,66,732.

- D. The e-voting facility was provided by KFin Technologies Limited ("KFintech"), the Registrar and Transfer Agent of the Company.
- E. Members were required to communicate their assent or dissent only through remote e-voting system in terms of the aforesaid MCA Circulars.
- F. The remote e-voting period commenced on Tuesday, December 19, 2023 at 9.00 A.M. (IST) and ended on Wednesday, January 17, 2024 at 5.00 P.M. (IST) for voting through e-voting.
- G. Accordingly, the votes cast through remote e-voting were taken into account and at the end of the remote e-voting period, on Wednesday, January 17, 2024 at 5.00 p.m. (IST), the remote e-voting module was thereafter disabled for voting by KFintech. The remote e-voting summary statement was downloaded from the e-voting website of KFintech i.e. www.evoting.kfintech.com.
- H. 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.
- I. Voting rights on the shares transferred to 'Unclaimed Suspense Account', 'Investor Education and Protection Fund' and voting rights on shares held by Employees Benefit Trust are frozen.

Resolution Item No. 1: Special Resolution

Re-appointment of Ms. Bharti Gupta Ramola (DIN: 00356188) as an Independent Director, for a second term of five (5) consecutive years.

| 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] | $[3]=\frac{[2]}{[1]}*100$ | [4] | [5] | $[6]=\frac{[4]}{[2]}*100$ | $[7]=\frac{[5]}{[2]}*100$ |
| Promoter and Promoter Group | E - Voting through Postal Ballot | 1,08,33,42,272 | 1,04,57,60,149 | 96.5309 | 1,04,57,60,149 | 0 | 100.0000 | 0.0000 |
| Public Institutions | | 81,45,52,939 | 69,23,36,856 | 84.9959 | 62,80,82,773 | 6,42,54,083 | 90.7192 | 9.2808 |
| Public Non-Institutions | | 25,24,55,989 | 9,26,49,661 | 36.6993 | 9,26,25,654 | 24,007 | 99.9741 | 0.0259 |
| Total | | 2,15,03,51,200 | 1,83,07,46,666 | 85.1371 | 1,76,64,68,576 | 6,42,78,090 | 96.4890 | 3.5110 |

Resolution Item No. 2: Ordinary Resolution

Appointment of Mr. Kaizad Bharucha (DIN: 02490648) as a Non-Executive Director (Nominee of HDFC Bank Ltd., Promoter 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 | 1,08,33,42,272 | 1,04,57,60,149 | 96.5309 | 1,04,57,60,149 | 0 | 100.0000 | 0.0000 |
| Public Institutions | | 81,45,52,939 | 69,23,35,201 | 84.9957 | 68,48,80,979 | 74,54,222 | 98.9233 | 1.0767 |
| Public Non-Institutions | | 25,24,55,989 | 9,26,49,314 | 36.6992 | 9,26,35,611 | 13,703 | 99.9852 | 0.0148 |
| Total | | 2,15,03,51,200 | 1,83,07,44,664 | 85.1370 | 1,82,32,76,739 | 74,67,925 | 99.5921 | 0.4079 |

- All the aforesaid resolutions were passed by the requisite majority.
- The votes cast does not include abstained votes.

**For MMJB & Associates LLP
Company Secretaries**

OMKAR
MADHAV
DINDORKAR

Digitally signed by
OMKAR MADHAV
DINDORKAR
Date: 2024.01.18
18:36:06 +05'30'

**Omkar Dindorkar
Designated Partner**

ACS: 43029
CP: 24580
PR: 2826/2022
UDIN: A043029E003253390
Date: 18-01-2024
Place: Mumbai

For HDFC Life Insurance Company Limited

**Mr. Narendra Gangan
General Counsel, Chief Compliance Officer & Company Secretary
Date: 18-01-2024
Place: Mumbai**