

April 04, 2022

Ref. No.: HDFC Life/CA/2022-23/01

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 has reference to our letter dated March 03, 2022, enclosing the Postal Ballot notice along with the Explanatory Statement seeking approval of the Members of the Company, to transact the special business, as set-out in the Postal Ballot notice:

Sr. No.	Particulars	Type of resolution
1	Approval of related party transactions with HDFC Bank Ltd.	Ordinary Resolution

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 resolution have been passed by the Members of the Company with requisite majority. The said Resolution is deemed to have been passed effectively on the last date specified for remote e-voting i.e. Saturday, April 02, 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**

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

Digitally signed by NARENDRA GANGAN
DN: c=IN, o=Personal, title=9139,
pseudonym=49cedf4079963bee3624ac0546c289bca826b5d277
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d664f094ac99479307592, cn=NARENDRA GANGAN
Date: 2022.04.04 17:58:26 +05'30'

Encl: As above

MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 8th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080, (T) 022-21678100

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
Lodha Excelus, 13th Floor, 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 March 03, 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 respect of the resolution set out in the Postal Ballot Notice dated March 03, 2022 (hereinafter referred as “**Notice**”).
- B. Member's approval was sought for approving the special business i.e., **Approval of related party transactions with HDFC Bank Limited.**
- 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 the applicable MCA Circulars dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020, 15th June 2020, 17th August, 2020, 31st December 2020, 13th January 2021 23rd June 2021, 8th December 2021 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 March 03, 2022 to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on Friday, February 25, 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 Friday, March 04, 2022 at 9.00 A.M. (IST) and ended on Saturday, April 02, 2022 at 5.00 P.M. (IST) for voting through e-voting.
- G. The e-voting was blocked at 5:00 P.M. (IST) on Saturday, April 02, 2022 and the e-voting summary statement was downloaded from e-voting website of KFin Technologies Limited.
- H. The Members holding shares as on the "cut off" date i.e. Friday, February 25, 2022, were entitled to vote on the proposed resolution.
- I. The register, in accordance with Rule 20 and Rule 22 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.
- J. The agenda for postal ballot is a 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 table.

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

Resolution Item No. 1: Ordinary Resolution: Approval of related party transactions with HDFC Bank Limited

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	1088659430	0	0.00	0	0	0.00	0.00
Public Institutions		732737568	673022446	91.85	673022446	0	100.00	0.00
Public Non-Institutions		291125696	87849585	30.18	87804821	44764	99.95	0.05
Total		2112522694	760872031	36.02	760827267	44764	99.99	0.01

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

K. The aforesaid resolution was passed by requisite majority

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

MAKARAND
MADHUSUDAN
JOSHI

Digitally signed by
MAKARAND MADHUSUDAN
JOSHI
Date: 2022.04.04 14:59:05
+05'30'

Makarand M. Joshi
Partner
FCS No.: 5533
CP No.: 3662
PR No.: 640/2019
UDIN: F005533D000012243
Place: Mumbai
Date: April 04, 2022

For HDFC Life Insurance Company Limited

**NARENDRA
GANGAN**

Digitally signed by NARENDRA GANGAN
DN: c=IN, o=Personal, title=9139,
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st=Maharashtra,
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3b05d66f4fd94a6c99479307592, cn=NARENDRA GANGAN
Date: 2022.04.04 17:59:20 +05'30'

Narendra Gangan
General Counsel,
Chief Compliance Officer & Company Secretary
Place: Mumbai
Date: April 04, 2022

Date of declaration of result of Postal Ballot	April 04, 2022
Total number of shareholders on cut off date (25.02.2022)	1005369
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	Not Applicable
Public	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	Not Applicable
Public	

Resolution No.	1							
Resolution required: (Ordinary/ Special)	Ordinary - Approval of related party transactions with HDFC Bank Limited							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1,08,86,59,430	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting		67,30,22,446	91.85	67,30,22,446	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	73,27,37,568	67,30,22,446	91.85	67,30,22,446	0	100.00	0.00
Public- Non Institutions	E-Voting		8,78,49,585	30.18	8,78,04,821	44,764	99.95	0.05
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	29,11,25,696	8,78,49,585	30.18	8,78,04,821	44,764	99.95	0.05
	Total	2,11,25,22,694	76,08,72,031	36.02	76,08,27,267	44,764	99.99	0.01

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

NARENDRA
GANGAN

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DN: c=IN, o=Personal, title=9139,
pseudonym=49cedf407f9963bee3624ac0546c289bca826b
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