September 29, 2021

Ref. No.: HDFC Life/CA/2021-22/47

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 Sir/ Madam,

Sub: Proceedings and voting results of the Extra-ordinary General Meeting of the Company held on Wednesday, September 29, 2021

We wish to inform that an Extra-ordinary General Meeting ('EGM') of the Company was held on Wednesday, September 29, 2021 at 11.00 a.m. (IST) through Video-Conferencing (VC)/ Other Audio Visual Means (OAVM). The EGM was concluded at 12.12 p.m. (IST). As per the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), please find enclosed herewith the following:

(a) Summary of the proceedings of the EGM;
(b) Scrutinizer's Report issued by the Scrutinizer, Mr. Surjan Singh Rauthan, Proprietor of S. S. Rauthan & Associates, Practicing Company Secretaries; and
(c) E-voting Results pursuant to Regulation 44(3) of SEBI Listing Regulations.

It may be noted that the matter placed before the shareholders at the EGM as per the notice of the EGM (including the addendum to the notice) has been approved by the members with requisite majority. The proceedings of the EGM, and the E-Voting Results, along with the Scrutinizer's Report are 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
DN: c=IN, o=Personal, title=9139, pseudonym=49ced9407f9963bee3624ac0546c289bca826b5d2f773caa1ec26522fa517bbf, postalCode=400016, st=Maharashtra, serialNumber=477bf60273ae81dbb28910a48bc6ba744a7ae3b05d66f4fd94a6c99479307592, cn=NARENDRA GANGAN
Date: 2021.09.29 18:35:46 +05'30'

Narendra Gangan
General Counsel, Chief Compliance Officer &
Company Secretary

Encl.: As above

Summary of the proceedings of the Extra-ordinary General Meeting of HDFC Life Insurance Company Limited

The Extra-ordinary General Meeting ('EGM') of the members of the Company ('Members') was held on Wednesday, September 29, 2021 at 11:00 a.m. (IST) through Video-Conferencing (VC)/ Other Audio Visual Means (OAVM). The meeting was held in compliance with the General Circulars issued by the Ministry of Corporate Affairs and other applicable Circulars issued by the Securities and Exchange Board of India and as per the applicable provisions of the Companies Act, 2013 and the rules made thereunder. The meeting commenced at 11.00 a.m. (IST) and concluded at 12.12 p.m. (IST) (including the time allowed for e-voting).

73 Members have attended the EGM through VC. After ascertaining that the requisite quorum was present through VC and confirming attendance of all the Directors, Mr. Deepak S. Parekh, Chairman, commenced the proceedings of the meeting and welcomed the Members and other attendees for the meeting. Mr. Niraj Shah, Chief Financial Officer and Mr. Narendra Gangan, Company Secretary also joined the meeting through VC.

The Chairman informed the Members that the Company has provided the facility to cast their votes by electronic means, i.e. through remote e-voting and e-voting at the EGM, on the resolution as set forth in the notice of the EGM. 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 EGM.

The Chairman mentioned that the requisite documents were available for inspection in electronic mode.

With the consent of the Members present, the notice convening the EGM including the addendum to the notice circulated to the Members was taken as read.

The Chairman then apprised the Members about the proposed transaction for acquisition of 100% stake in Exide Life Insurance Company Ltd., and the proposed issuance of equity shares of the Company as part consideration for the acquisition. Further, Members were also apprised that, pursuant to the clarification sought by National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') (collectively, the 'Stock Exchanges'), the Company had obtained an addendum dated September 18, 2021 to the valuation report dated September 2, 2021 ('Valuation Report') from Registered Valuers, which *inter alia* sets out the values derived under different methods considered relevant by the Registered Valuers in the above referred Valuation Report. The same was noted by the Members.

Thereafter, the Chairman invited speaker shareholders, who had done the prior registration, to speak and ask their questions, if any. After listening to all the speakers, the Chairman and Ms. Vibha Padalkar, Managing Director & CEO responded to all queries raised by the Members and provided necessary clarifications.

The Chairman mentioned that the e-voting module was kept open for 30 (thirty) minutes after conclusion of the proceedings of the meeting at 11.42 a.m. (IST).

The Board of Directors had appointed Mr. Surjan Singh Rauthan, (C.P. No. 3233) Practicing Company Secretary, Proprietor of S. S. Rauthan & Associates, Company Secretaries, as the Scrutinizer to

scrutinize the e-voting process (i.e. remote e-voting and e-voting at the EGM) in a fair and transparent manner.

The Chairman announced that the e-voting results along with the consolidated Scrutinizer's Report shall be submitted to the Stock Exchanges and also be hosted on the website of the Company (i.e. www.hdfclife.com) within 2 (two) 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 item of special business, as per the notice of the EGM dated September 3, 2021 read in conjunction with the addendum to the notice dated September 19, 2021, were transacted through e-voting:

Sr. No.	Particulars	Type of Resolution
1	To issue equity shares on a preferential basis to Exide Industries Limited and matters related therewith	Special Resolution

The Scrutinizers' report was received, and the resolution as set out in the notice of the EGM was passed with requisite majority.

S. S. Rauthan & Associates
Company Secretaries

CS Surjan Singh Rauthan
B.Com., F.C.S

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

Subject: Passing of Resolution through electronic voting at the Extra-ordinary General Meeting of Members of HDFC Life Insurance Company Limited held on Wednesday, September, 29, 2021 at 11.00 a.m. (IST) by means of Video Conferencing (VC)/ Other Audio Visual Means (OVAM).

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 September 3, 2021 for the purpose of scrutinizing the remote e-voting and voting through electronic voting system during the Extra-ordinary General Meeting ('EGM') and ascertaining the requisite majority on remote e-voting and voting through electronic voting system during the EGM 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 business contained in the Notice of the EGM of the Company held on Wednesday, September 29, 2021 at 11.00 a.m. (IST) through Video Conferencing (VC) facility / Other Audio Visual Means (OAVM).

S. S. Rauthan & Associates C.P. No. 3233 MUMBAI Company Secretaries

Practicing Since 1999

CELEBRATING 20th ANNIVERSARY

703, Navjivan Commercial Premises Co-op. Soc. Ltd., Lamington Road, Mumbai - 400 008.
Tel. : +91-22-2301 2626 • Telefax. : 91-22-2309 1275 • Mob. : +91-99874 45899 / 84528 65509
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CS Surjan Singh Rauthan
B.Com., F.C.S

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 business set out in the Notice of the EGM. My responsibility as a Scrutinizer for the remote e-voting and electronic voting through VC / OAVM during the EGM is restricted in making a Scrutinizer's Report of the votes cast "FOR" or "AGAINST" the business as set out in the Notice of the EGM, based on the report generated from the electronic voting system provided by KFin Technologies Private Limited ('KFintech'), engaged by the Company to provide remote e-voting and electronic voting facility during the EGM of the Company.

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 item of business to be transacted at the EGM on the website of the Company and KFintech to facilitate its members to cast their vote through e-voting.

3.2 EGM Notice including the Addendum 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 EGM notice i.e. August 27, 2021.

3.3 As prescribed in the Rules and General Circulars issued by the MCA, the Company has published advertisements in newspapers on September 8, 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.

S. S. Rauthan & Associates ★ C.P. No. 3233 MUMBAI ★ Company Secretaries

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3.4 The Members of the Company as on the "Cut-off" date i.e. Wednesday, September 22, 2021 were entitled to vote on the business as set out in the Notice of the EGM dated September 3, 2021.

3.5 The Chairman at the EGM held on Wednesday, September 29, 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 Saturday, September 25, 2021 (9.00 a.m. IST) and concluded on Tuesday, September 28, 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 EGM, the report on remote e-voting was diligently scrutinized.

3.8 On completion of remote e-voting and e-voting during the EGM by the members, the voting facility was unblocked. I have scrutinized and reviewed the remote e-voting and e-voting during the EGM 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 EGM is as under:

S. S. Rauthan & Associates ★ C.P. No. 3233 MUMBAI ★ Company Secretaries

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CS Surjan Singh Rauthan
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Item No.1 - As a Special Resolution:

To issue equity shares on preferential basis to Exide Industries Limited and matters related therewith.

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		
1768482504	1763160840	2220	1763114202	148	46638	99.9974	0.0026	64750	23

Note: i. Four (4) 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 :

   a) 2371 Members had cast their votes through remote e-voting at the EGM.

   b) 16 Members had cast their votes during the EGM.

5. All the relevant electronic records of remote e-voting and e-voting during the EGM is under my safe custody until the Chairman of the Company considers, approves and signs the minutes of the EGM 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 one (1) Special Resolution as set out under Item No. 1 of the Notice of the EGM dated September 3, 2021 has been passed with the requisite majority.

S. S. Rauthan & Associates C.P. No. 3233 MUMBAI Company Secretaries

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B.Com., F.C.S

7. You may accordingly declare the result of remote e-voting and e-voting during the EGM.

Thanking you,

Yours faithfully,
For S. S. Rauthan & Associates
Company Secretaries
UIN:S1999MH2026900

S. S. Rauthan & Associates ★ C.P. No. 3233 MUMBAI ★ Company Secretaries

Surjan Singh Rauthan
Proprietor
M. No. FCS.-4807 C.O.P. No.:3233

Peer Reviewed Cert. No.434/201
UDIN: F004807C001029688

Scrutinizer for Remote e-voting and
e-voting at EGM

Place : Mumbai
Date : September 29, 2021

Countersigned

Narendra Gangan
General Counsel, Chief Compliance Officer & Company Secretary

703, Navjivan Commercial Premises Co-op. Soc. Ltd., Lamington Road, Mumbai - 400 008.
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S S RAUTHAN & ASSOCIATES, Company Secretaries Consolidated Voting Result (i.e. Remote e-voting and e-voting during the Extra Ordinary General Meeting) in accordance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Name of the Company	HDFC Life Insurance Company Limited
Date of the EGM	29-09-2021
Total number of shareholders on record date	882088
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:	1
Public:	72

Resolution No.	1
Resolution required: (Ordinary/ Special)	Special - To issue equity shares on preferential basis to Exide Industries Limited and matters related therewith
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	E-Voting	1088659430	1088659430	100.0000	1088659430	0	100.0000	0.0000	0	0
	Poll		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		1088659430	100.0000	1088659430	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	745532473	672240189	90.1691	672240189	0	100.0000	0.0000	0	58320
	Poll		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		672240189	90.1691	672240189	0	100.0000	0.0000	0	58320
Public- Non Institutions	E-Voting	188284325	1948330	1.0348	1901752	46578	97.6093	2.3906	0	6430
	Poll		312891	0.1662	312831	60	99.9808	0.0191	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2261221	1.201	2214583	46,638	97.9375	2.0625	0	6430
	Total	**2022476228**	**1763160840**	**87.1783**	**1763114202**	**46,638**	**99.9974**	**0.0026**	**0**	**64750**

For S. S. Rauthan & Associates
Company Secretaries,

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

S. S. Rauthan & Associates ★ Company Secretaries ★ C.P. No. 3233 MUMBAI