S. S. Rauthan & Associates
Company Secretaries

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

SCRUTINIZER'S REPORT

To,
The Chairman
HDFC STANDARD LIFE INSURANCE COMPANY LIMITED
13th Floor, Lodha Excelus,
Apollo Mills Compound,
N.M. Joshi Marg, Mahalaxmi,
Mumbai - 400 011.

Dear Sir,

Sub: Passing of Resolutions through Postal Ballot and E-Voting.

Pursuant to the resolution passed by the Board of Directors of **HDFC Standard Life Insurance Company Limited** (hereinafter referred as 'the Company'), I have been appointed as a Scrutinizer to receive, process and scrutinize the Postal Ballot papers in respect of the two Ordinary Resolutions and one Special Resolution as circulated in the Postal Ballot Notice dated November 22, 2018.

I submit my report as under;

1. To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rules framed thereunder vide Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies listed on Stock Exchanges, are required to provide E-Voting facility to their shareholders on all resolutions to be passed at General Meeting or through Postal Ballot. The equity shares of the Company are listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

   In view of the above provisions, the Company had provided for e-voting facility to its shareholders in respect of the shareholders approval sought through Postal Ballot.

2. The Company accordingly has made arrangements with the 'System Provider' **Karvy Fintech Private Limited (Karvy)** for providing e-voting facilities in secure manner. The Company has also made arrangements through its Registrar and Transfer Agent, **Karvy Fintech Private Limited** (hereinafter referred as RTA) to set up the E-Voting facility on the Karvy's E-Voting website https://evoting.karvy.com

3. The Company through its RTA has also uploaded the resolutions together with the explanatory statements on which E-Voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements for passing resolutions through postal ballot and

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e-voting, has been done by the Company through its RTA. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot notice dated November 22, 2018 sent to the shareholders by email and by Courier. The Register of Members was made up, for the purpose of dispatch of Postal Ballot Notice to the shareholders as of November 23, 2018.

4. The Postal Ballot Notice dated November 22, 2018, was dispatched to the shareholders whose email ids are not registered with the Company/RTA by Courier aggregating to 63,300 numbers along with self-addressed prepaid Business Reply Envelope on December 2, 2018.

5. In addition to the above, Postal Ballot Notices were also sent via electronic mode by RTA to 3,26,222 shareholders on December 2, 2018 at their email address registered with the Depositories and RTA as per the data downloaded from the Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) as on November 23, 2018 (cut-off-date). The details of such cases have been provided to me by RTA. I further report that as stated in the Notice sent to the shareholders, the Company had fixed 5.00 p.m. on Tuesday, the January 1, 2019 as the last date for receipt of Postal Ballots and for E-Voting.

6. As stated in sub-rule (3) of Rule 20 under the Chapter VII of Companies "Management and Administration" Rules, 2014, an advertisement was published by the Company in "Business Standard", English Newspaper, and "Sakal" Marathi edition Newspaper, on December 3 & 4, 2018, informing about the completion of dispatch of the Postal Ballot Notices, both by Courier and by email, wherever applicable, to the shareholders along with other related matters mentioned therein.

7. I have received the Postal Ballot forms from the shareholders during the period starting from 9:00 a.m., Monday, December 3, 2018, till 5:00 p.m., Tuesday, January 1, 2019. All the Postal Ballot forms together with all votes cast by E-Voting through Karvy received up to 5.00 p.m. Tuesday, January 1, 2019, being the last date fixed by the Company for receipt of the ballot forms/e-voting, were considered for my scrutiny. I did not find any defaced / mutilated / Invalid Ballot Papers.

8. E-Voting facility was provided by Karvy, the details of the E-Voting exercised by the shareholders as also the votes exercised through Postal Ballots, which were duly scrutinized and processed, were duly complied by the RTA. While the details of the E-Voting were provided by Karvy, the compilation of the Register, in respect of Postal Ballots containing the statement of shareholders name, folio number, postal ballot number, number of shares held, number of votes exercised, votes in favour/assent, votes against/dissent and those votes which were rejected, were generated by the RTA which have been duly scrutinized.

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9. At 5.00 p.m. on January 1, 2019, I have downloaded and unblocked the e- voting portal of the https://evoting.karvy.com website by using the Scrutinizer's login ID and Password.

10. On scrutiny, I report that out of 3,89,522 shareholders, 789 shareholders have exercised their vote through E-Voting and 213 shareholders have exercised their votes through Postal Ballot Forms, as received. The details of polling results for the item placed for consideration by the members are given below:

Item No. 1 Ordinary Resolution

Appointment of Ms. Vibha Padalkar (DIN:01682810) as the Managing Director & Chief Executive Officer of the Company.

Total Number of Shareholders					3,89,522
Total Number of Shares as appearing in the Register of Members /Statement of Beneficial ownership as on the close of business hours on Friday, November 23, 2018					2,016,221,697
Sl. No.	**Particulars**	**No. of Ballot Forms**	**No. of Shares**	**% of total paid up equity capital**	**% of total votes polled**
	Physical Mode				
A	Total Postal Ballot Forms received	213	61747	0.0031	100.0000
B	Less: Less Voted	0	140	0.0000	0.2267
C	Less: Invalid Postal Ballot forms	0	0	0.0000	0.0000
D	Less: Abstain	0	0	0.0000	0.0000
E	Net Valid Postal Ballot in physical (A-B-C-D)	213	61607	0.0031	99.7733
	Electronic Mode				
F	Total Postal Ballot Forms received	789	1772755408	87.9246	100.0000
G	Less: Less Voted	0	5	0.0000	0.0000
H	Less: Invalid Postal Ballot forms	0	0	0.0000	0.0000
I	Less: Abstain	16	1783157	0.0884	0.1006
J	Net Valid Postal Ballot in Electronic (F-G-H-I)	773	1770972246	87.8362	99.8994
K	**Total Net Valid Postal Ballot in physical and electronic mode (E+J)**	***986**	**1771033853**	**87.8392**	**100.0000**
L	Postal Ballot Forms in Assent (For) to Ordinary Resolution – Physical	204	60055	0.0030	0.0034
M	Postal Ballot Forms in Assent (For) to Ordinary Resolution – Electronic	745	1770739686	87.8246	99.9834

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N	**Total Postal Ballot in ASSENT (FOR) through physical and electronic mode**	**949**	**1770799741**	**87.8276**	**99.9868**
O	Postal Ballot Forms in Dissent (Against) to Ordinary Resolution - Physical	9	1552	0.0001	0.0000
P	Postal Ballot Forms in Dissent (Against) to Ordinary Resolution – Electronic	31	232560	0.0115	0.0132
Q	**Total Postal Ballot in DISSENT (AGAINST) through physical and electronic mode**	**40**	**234112**	**0.0116**	**0.0132**

* Three shareholders voted partially in favour and partially against the resolution.

Result of Postal Ballot & E-Voting

Voting Result in accordance with Regulation 44 (3) of Securities of Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

Company Name	HDFC Standard Life Insurance Company Limited
Date of two Ordinary Resolutions and one Special Resolution passed through Postal Ballot.	January 1, 2019
Total Number of Shareholders on Cut-off Date.	3,89,522
Number of Shareholders present in the meeting either in person or through proxy:	NOT APPLICABLE
Promoters and Promoter Group:	-
Public :	-
Number of Shareholders attended the meeting through Video Conferencing.	NOT APPLICABLE
Promoters and Promoter Group:	-
Public :	-

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Item No.1: Appointment of Ms. Vibha Padalkar (DIN: 01682810) as the Managing Director & Chief Executive Officer of the Company

Resolution required : (Ordinary/Special)				Ordinary				
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	1628140340	1628140340	100.0000	1628140340	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	1628140340	1628140340	100.0000	1628140340	0	100.0000	0.0000
Public-Institutions	E-Voting	214078672	140720031	65.7329	140528769	191262	99.8641	0.1359
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	214078672	140720031	65.7329	140528769	191262	99.8641	0.1359
Public-Non Institutions	E-Voting	174002685	2111875	1.2137	2070577	41298	98.0445	1.9555
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		61607	0.0354	60055	1552	97.4808	2.5192
	Total	174002685	2173482	1.2491	2130632	42850	98.0285	1.9715
Total		**2016221697**	**1771033853**	**87.8392**	**1770799741**	**234112**	**99.9868**	**0.0132**

Percentage of votes cast in favour 99.9868% Percentage of votes cast against: 0.0132%

RESULTS:-

As the number of votes cast in favour of the said Resolution i.e. 99.9868% is more than the number of votes cast against i.e. 0.0132%, I report that the Ordinary Resolution as set out in the Notice of Postal Ballot dated November 22, 2018, has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the last date specified for receipt of duly completed Postal Ballot form or e-voting i.e. Tuesday, January 1, 2019.

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Item No.2 Ordinary Resolution
Appointment of Mr. Suresh Badami (DIN:08224871) as the Whole Time Director of the Company (designated as Executive Director)

Total No. of Shareholders					3,89,522
Total No. of Shares as appearing in the Register of Members / Statement of Beneficial ownership as on the close of business hours on Friday, November 23, 2018					2,016,221,697
Sl. No.	**Particulars**	**No. of Ballot Forms**	**No. of Shares**	**% of total paid up equity capital**	**% of total votes polled**
	Physical Mode				
A	Total Postal Ballot Forms received	213	61747	0.0031	100.0000
B	Less: Less Voted	0	440	0.0000	0.7126
C	Less: Invalid Postal Ballot forms	0	0	0.0000	0.0000
D	Less: Abstain	0	0	0.0000	0.0000
E	Net Valid Postal Ballot in physical (A-B-C-D)	213	61307	0.0030	99.2874
	Electronic Mode				
F	Total Postal Ballot Forms received	789	1772755408	87.9246	100.0000
G	Less: Less Voted	0	35	0.0000	0.0000
H	Less: Invalid Postal Ballot forms	0	0	0.0000	0.0000
I	Less: Abstain	23	4767648	0.2365	0.2689
J	Net Valid Postal Ballot in Electronic (F-G-H-I)	766	1767987725	87.6882	99.7311
K	**Total Net Valid Postal Ballot in physical and electronic mode (E+J)**	***979**	**1768049032**	**87.6912**	**100.0000**
L	Postal Ballot Forms in Assent (For) to Ordinary Resolution – Physical	201	59705	0.0029	0.0034
M	Postal Ballot Forms in Assent (For) to Ordinary Resolution – Electronic	729	1765197144	87.5498	99.8387
N	**Total Postal Ballot in ASSENT (FOR) through physical and electronic mode**	**930**	**1765256849**	**87.5527**	**99.8421**
O	Postal Ballot Forms in Dissent (Against) to Ordinary Resolution - Physical	10	1602	0.0001	0.0000
P	Postal Ballot Forms in Dissent (Against) to Ordinary Resolution – Electronic	43	2790581	0.1384	0.1579
Q	**Total Postal Ballot in DISSENT (AGAINST) through physical and electronic mode**	**53**	**2792183**	**0.1385**	**0.1579**

* Four shareholders voted partially in favour and partially against the resolution.

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Result of Postal Ballot & E-Voting

Voting Result in accordance with Regulation 44 (3) of Securities of Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

Item No.2: Appointment of Mr. Suresh Badami (DIN:08224871) as the Whole Time Director of the Company (designated as Executive Director)

Resolution required : (Ordinary/Special)				Ordinary				
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	1628140340	1628140340	100.0000	1628140340	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	1628140340	1628140340	100.0000	1628140340	0	100.0000	0.0000
Public-Institutions	E-Voting	214078672	136321556	63.6783	133569950	2751606	97.9815	2.0185
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	214078672	136321556	63.6783	133569950	2751606	97.9815	2.0185
Public-Non Institutions	E-Voting	174002685	3525829	2.0263	3486854	38975	98.8946	1.1054
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		61307	0.0352	59705	1602	97.3869	2.6131
	Total	174002685	3587136	2.0615	3546559	40577	98.8688	1.1312
Total		**2016221697**	**1768049032**	**87.6912**	**1765256849**	**2792183**	**99.8421**	**0.1579**

Percentage of votes cast in favour 99.8421% Percentage of votes cast against: 0.1579%

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RESULTS:-

As the number of votes cast in favour of the said Resolution i.e. 99.8421% is more than the number of votes cast against i.e. 0.1579%, I report that the Ordinary Resolution as set out in the Notice of Postal Ballot dated November 22, 2018, has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the last date specified for receipt of duly completed Postal Ballot form or e-voting i.e. Tuesday, January 1, 2019.

Item No.3 Special Resolution

Change of name of the Company from "HDFC Standard Life Insurance Company Limited" to "HDFC Life Insurance Company Limited" and consequential alteration to Memorandum of Association and Articles of Association of the Company

Total No. of Shareholders					3,89,522
Total No. of Shares as appearing in the Register of Members / Statement of Beneficial ownership as on the close of business hours on Friday, November 23, 2018					2,016,221,697
Sl. No.	**Particulars**	**No. of Ballot Forms**	**No. of Shares**	**% of total paid up equity capital**	**% of total votes polled**
	Physical Mode				
A	Total Postal Ballot Forms received	213	61747	0.0031	100.0000
B	Less: Less Voted	0	320	0.0000	0.5182
C	Less: Invalid Postal Ballot forms	0	0	0.0000	0.0000
D	Less: Abstain	0	0	0.0000	0.000
E	Net Valid Postal Ballot in physical (A-B-C-D)	213	61427	0.0030	99.4818
	Electronic Mode				
F	Total Postal Ballot Forms received	789	1772755408	87.9246	100.0000
G	Less: Less Voted	0	5	0.0000	0.0000
H	Less: Invalid Postal Ballot forms	0	0	0.0000	0.0000
I	Less: Abstain	5	355949	0.0177	0.0201
J	Net Valid Postal Ballot in Electronic (F-G-H-I)	784	1772399454	87.9070	99.9799
K	**Total Net Valid Postal Ballot in physical and electronic mode (E+J)**	***997**	**1772460881**	**87.9100**	**100.0000**
L	Postal Ballot Forms in Assent (For) to Ordinary Resolution – Physical	209	61327	0.0030	0.0035

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M	Postal Ballot Forms in Assent (For) to Ordinary Resolution – Electronic	761	1772396620	87.9068	99.9964
N	**Total Postal Ballot in ASSENT (FOR) through physical and electronic mode**	**970**	**1772457947**	**87.9099**	**99.9998**
O	Postal Ballot Forms in Dissent (Against) to Ordinary Resolution - Physical	2	100	0.0000	0.0000
P	Postal Ballot Forms in Dissent (Against) to Ordinary Resolution – Electronic	24	2834	0.0001	0.0002
Q	**Total Postal Ballot in DISSENT (AGAINST) through physical and electronic mode**	**26**	**2934**	**0.0001**	**0.0002**

* One shareholder voted partially in favour and partially against the resolution.

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Result of Postal Ballot & E-Voting

Voting Result in accordance with Regulation 44 (3) of Securities of Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

Item No.3: Change of name of the Company from "HDFC Standard Life Insurance Company Limited" to "HDFC Life Insurance Company Limited" and consequential alteration to Memorandum of Association and Articles of Association of the Company

Resolution required : (Ordinary/Special)		Special						
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	1628140340	1628140340	100.0000	1628140340	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	1628140340	1628140340	100.0000	1628140340	0	100.0000	0.0000
Public-Institutions	E-Voting	214078672	140720031	65.7329	140720031	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	214078672	140720031	65.7329	140720031	0	100.0000	0.0000
Public-Non Institutions	E-Voting	174002685	3539083	2.0339	3536249	2834	99.9199	0.0801
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		61427	0.0353	61327	100	99.8372	0.1628
	Total	174002685	3600510	0.0207	3597576	2934	99.9185	0.0815
Total		**2016221697**	**1772460881**	**87.9100**	**1772457947**	**2934**	**99.9998**	**0.0002**

Percentage of votes cast in favour 99.9998% Percentage of votes cast against: 0.0002%

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RESULTS :-

As the number of votes cast in favour of the said Resolution i.e. 99.9998% is more than the number of votes cast against i.e. 0.0002%, I report that the Special Resolution as set out in the Notice of Postal Ballot dated November 22, 2018, has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the last date specified for receipt of duly completed Postal Ballot form or e-voting i.e. Tuesday, January 1, 2019.

I further report that as per the Postal Ballot Notice dated November 22, 2018 and as per resolution passed at the Board Meeting held on October 23, 2018, the Chairman or any person authorised by him, will declare and confirm the above results of voting by postal ballot and e-voting in respect of the resolutions referred herein. The results of Postal Ballot together with the Scrutinizer's Report would be displayed on Company's website www.hdfclife.com and on the website of Karvy on Thursday, the January 3, 2019 and shall also be communicated to the Stock Exchanges.

I further report that the Company has complied with the requirements of Rule 22 of the Companies (Management and Administration) Rules, 2014. I further report that as per the said Rules, the records maintained by me including the data as obtained from Karvy, for the E-Voting facility extended by them as also a Register recording the consent or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, folio number/ DP ID/ Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman approves and signs the minutes of the meeting.

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Company Secretaries

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I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot & E-Voting.

Thanking you,
Yours faithfully,

For **S. S. Rauthan & Associates**
Company Secretaries
Firm Registration No.:S1999MH026900

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

Surjan Singh Rauthan
Proprietor
M.N. FCS:4807 COP No.:3233
Place: Mumbai **Date:** January 3, 2019

Countersigned

Narendra Gangan
EVP, Company Secretary &
Head – Compliance & Legal
ACS 11770

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