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

SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (4) (xii) 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
(Formerly known as HDFC Standard Life Insurance Company Limited)
(CIN:L65110MH2000PLC128245)
13th Floor, Lodha Excelus, Apollo Mills Compound,
N.M. Joshi Marg, Mahalaxmi,
Mumbai-400 011.

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** *(Formerly known as HDFC Standard Life Insurance Company Limited)* (herein after referred as "the Company") at its meeting held on April 27, 2020 for the purpose of scrutinizing the remote e-Voting and voting through electronic voting system during the Annual General Meeting ('AGM') and ascertaining the requisite majority on remote e-Voting and voting through electronic voting system during the Annual General Meeting 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') on the businesses contained in the Notice of the 20th Annual General Meeting (AGM) of the Company held on Tuesday, July 21, 2020 at 3:00 PM IST through two-way Video Conferencing (VC) facility / Other Audio Visual Means (OAVM) facility.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 ("The Act"), Rules and notifications relating to voting through electronic means and SEBI Listing Regulations on the businesses set out in the Notice of the 20th Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the remote e-Voting and electronic voting through Video

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

CELEBRATING 20th ANNIVERSARY
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
E-mail : ssrauthan@ssrgroupindia.in / ssrassociates@gmail.com • Website : www.ssrgroupindia.in

Conferencing ("VC") / Other Audio Visual Means ("OAVM") during the AGM is restricted in making a Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the businesses set out in the Notice, based on the report generated from the electronic voting system provided by KFin Technologies Private Limited ('KFintech') (*formerly known as Karvy Fintech Private Limited)*, engaged by the Company to provide e-voting (remote e-voting) and the electronic voting (e-voting) during the 20th AGM of the Company held on Tuesday, July 21, 2020 at 3:00 PM IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facilities.

3. Further to above, I submit my report as under:

3.1 The Company has provided the e-voting facility through KFin Technologies Private Limited ('KFintech')The Company had uploaded Notice of 20th AGM and the Annual Report for the FY 2020 on its website and also on the website of KFintech https://evoting.karvy.com. to facilitate its members to cast their vote through e-voting.

3.2 The Annual Report along with the AGM Notice 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 AGM notice i.e. June 19, 2020

3.3 As prescribed in the Rules and General Circulars issued by the MCA, the Company has also published advertisements in newspapers on June 17, 2020 and June 27, 2020 in **"Business Standard"**, (in English) and in "**Sakal**" (in Marathi) and it carried all required information as specified in the said rules and notifications.

3.4 The Members of the Company as on the "Cut-off" date i.e. Friday, July 10, 2020 were entitled to vote on the businesses (item nos. 1 to 4) as set out in the Notice of the 20th AGM.

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3.5 The Chairman at the 20th AGM, held on Tuesday, July 21, 2020 through two-way Video Conference (VC) / Other Audio Visual Means (OAVM) announced that Members who have not exercised their votes through remote e-Voting may, if they wish to, exercise their votes through e-voting system provided during the meeting.

3.6 The remote e-voting commenced from Friday, July 17, 2020 (9.00 a.m. IST) and concluded on Monday, July 20, 2020 (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 opened during the AGM, the report on remote e-voting was diligently scrutinized.

3.8 The votes cast under remote e-voting facility were thereafter unblocked. I have scrutinized and reviewed the remote e-voting details 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 e-voting during the AGM is as under:

Item No.1 - As an Ordinary Resolution:

(a) **To receive, consider and adopt the Audited Standalone Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended March 31, 2020 and the Balance Sheet as at that date, together with the reports of the Directors', , and Auditors thereon.**

(b) **To receive, consider and adopt the Audited Consolidated Revenue Account, Profit and Loss Account and Receipts and Payments Account of**

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the Company for the financial year ended March 31, 2020 and the Balance Sheet as at that date, together with the Reports of the Auditors thereon.

No. of Equity Shares held	No. valid votes cast	No. of members voted in Favour	No. of votes in Favour	No. of members voted Against	No. of votes in Against	% of votes		No. of votes invalid/ abstained	No. of members abstained
						In Favour	Against		
1766880688	1743090256	1283	1743089714	16	542	100.0000	0.0000	18864937	19

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.

Item No.2 - As an Ordinary Resolution:

To appoint a Director in place of Ms. Renu Sud Karnad (DIN: 00008064) who retires by rotation and, being eligible, offers herself for re-appointment.

No. of Equity Shares held	No. valid votes cast	No. of members voted in Favour	No. of votes in Favour	No. of members voted Against	No. of votes in Against	% of votes		No. of votes invalid/ abstained	No. of members abstained
						In Favour	Against		
1766880688	1730127185	1041	1660975236	241	69151949	96.0031	3.9969	31730721	39

Note: i. Seven (7) 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.

Item No.3 - As an Ordinary Resolution:

Payment of remuneration to M/s Price Waterhouse Chartered Accountants LLP, (Firm Registration No.012754N/N500016) and M/s G. M. Kapadia & Co, (Firm Registration No.104767W) Joint Statutory Auditors of the Company.

No. of Equity Shares held	No. valid votes cast	No. of members voted in Favour	No. of votes in Favour	No. of members voted Against	No. of votes in Against	% of votes		No. of votes invalid/ abstained	No. of members abstained
						In Favour	Against		
1766880688	1761126461	1284	1761125071	26	1390	99.9999	0.0001	828729	10

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Note: i. Six (6) 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.

Item No.4 - As an Ordinary Resolution:

Appointment of Ms. Stephanie Bruce (DIN: 08594969) as Non-Executive Nominee Director.

No. of Equity Shares held	No. valid votes cast	No. of members voted in Favour	No. of votes in Favour	No. of members voted Against	No. of votes in Against	% of votes		No. of votes invalid/ abstained	No. of members abstained
						In Favour	Against		
1766880688	1746616964	1186	1720501216	106	26115748	98.5048	1.4952	15338225	29

Note: i. Seven (7) 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) 1267 Members had cast their votes through remote e-voting

b) 47 Members had cast their votes during the AGM.

5. All the relevant records of e-voting is under my safe custody until the Chairman of the Company considers, approves and signs the minutes of the 20th AGM 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 4 Ordinary Resolutions as set out under Item Nos. 1 to 4 of the Notice of the 20th AGM dated June 25, 2020 have 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 20th AGM.

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.434/2016
UDIN: F004807B000482504
Scrutinizer for Remote e-voting and e-voting at 20th AGM

Place : Mumbai
Date : July 22, 2020

Countersigned

Mr. Narendra Gangan
EVP, Company Secretary &
Head - Compliance & Legal

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S S RAUTHAN & ASSOCIATES, Company Secretaries

Consolidated Voting Result (i.e. Remote e-voting and e-voting during the 20th Annual General Meeting) of HDFC Life Insurance Company Ltd. In accordance with Regulation 44(3) of SEBI LODR

	HDFC LIFE INSURANCE COMPANY LIMITED
Date of the AGM/EGM	21-07-2020
Total number of shareholders on record date	565836
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:	204

Resolution No.	1
Resolution required: **Ordinary**	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, 2020, 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, 2020 and the Balance Sheet as at that date, together with the Reports of the Auditors thereon.
Whether promoter/ promoter group are interested in the	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	Remote E-Voting	1,21,98,25,968	1,21,98,25,968	100.0000	1,21,98,25,968	0	100.0000	0.0000	0	0
	e-Voting (VC/OAVM)		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		1,21,98,25,968	100.0000	1,21,98,25,968	0	100.0000	0.0000	0	0
Public- Institutions	Remote E-Voting	62,32,73,194	51,89,93,283	83.2690	51,89,93,283	0	100.0000	0.0000	0	1,88,63,963
	e-Voting (VC/OAVM)		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		51,89,93,283	83.269	51,89,93,283	0	100.0000	0.0000	0	18863963
Public- Non Institutions	Remote E-Voting	17,60,73,862	41,15,307	2.3373	41,14,765	542	99.9869	0.0131	0	974
	e-Voting (VC/OAVM)		1,55,698	0.0884	1,55,698	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		42,71,005	2.4257	42,70,463	542	99.9873	0.0127	0	974
	Total	**2,01,91,73,024**	**1,74,30,90,256**	**86.3269**	**1,74,30,89,714**	**542**	**100.0000**	**0.0000**	**0**	**18864937**

For S. S. Rauthan & Associates
Company Secretaries,

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

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

S S RAUTHAN & ASSOCIATES, Company Secretaries

Consolidated Voting Result (i.e. Remote e-voting and e-voting during the 20th Annual General Meeting) of HDFC Life Insurance Company Ltd. In accordance with Regulation 44(3) of SEBI LODR

Resolution No.	2									
Resolution required: (Ordinary/	ORDINARY - Appoint a Director in place of Ms Renu Sud Karnad DIN 00008064, who retires by rotation and, being eligible, offers herself for re-appointment.									
Whether promoter/ promoter group are interested in the	Yes									
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	Remote E-Voting	1,21,98,25,968	1,21,98,25,968	100.0000	1,21,98,25,968	0	100.0000	0.0000	0	0
	e-Voting (VC/OAVM)		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		1,21,98,25,968	100.0000	1,21,98,25,968	0	100.0000	0.0000	0	0
Public- Institutions	Remote E-Voting	62,32,73,194	50,60,29,447	81.1890	43,68,80,252	6,91,49,195	86.3349	13.6651	0	3,17,30,515
	e-Voting (VC/OAVM)		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		50,60,29,447	81.189	43,68,80,252	6,91,49,195	86.3349	13.6651	0	31730515
Public- Non Institutions	E-Voting	17,60,73,862	41,16,072	2.3377	41,13,318	2,754	99.9330	0.0670	0	206
	e-Voting (VC/OAVM)		1,55,698	0.0884	1,55,698	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		42,71,770	2.4261	42,69,016	2,754	99.9355	0.0645	0	206
	Total	**2,01,91,73,024**	**1,73,01,27,185**	**85.6849**	**1,66,09,75,236**	**6,91,51,949**	**96.0031**	**3.9969**	**0**	**31730721**

For S. S. Rauthan & Associates
Company Secretaries

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

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

S S RAUTHAN & ASSOCIATES, Company Secretaries

Consolidated Voting Result (i.e. Remote e-voting and e-voting during the 20th Annual General Meeting) of HDFC Life Insurance Company Ltd. In accordance with Regulation 44(3) of SEBI LODR

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To fix remuneration of Joint Statutory Auditors of the Company									
Whether promoter/ promoter group are interested in the	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	Remote E-Voting	1,21,98,25,968	1,21,98,25,968	100.0000	1,21,98,25,968	0	100.0000	0.0000	0	0
	e-Voting (VC/OAVM)		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		1,21,98,25,968	100.0000	1,21,98,25,968	0	100.0000	0.0000	0	0
Public- Institutions	Remote E-Voting	62,32,73,194	53,70,29,611	86.1628	53,70,29,611	0	100.0000	0.0000	0	8,27,635
	e-Voting (VC/OAVM)		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		53,70,29,611	86.1628	53,70,29,611	0	100.0000	0.0000	0	827635
Public- Non Institutions	E-Voting	17,60,73,862	41,15,184	2.3372	41,13,794	1,390	99.9662	0.0337	0	1,094
	e-Voting (VC/OAVM)		1,55,698	0.0884	1,55,698	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		42,70,882	2.4256	42,69,492	1,390	99.9675	0.0325	0	1094
	Total	**2,01,91,73,024**	**1,76,11,26,461**	**87.2202**	**1,76,11,25,071**	**1,390**	**99.9999**	**0.0001**	**0**	**828729**

For S. S. Rauthan & Associates
Company Secretaries,

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

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

S S RAUTHAN & ASSOCIATES, Company Secretaries

Consolidated Voting Result (i.e. Remote e-voting and e-voting during the 20th Annual General Meeting) of HDFC Life Insurance Company Ltd. In accordance with Regulation 44(3) of SEBI LODR

Resolution No.	4									
Resolution required: (Ordinary/	ORDINARY - Appointment of Ms Stephanie Bruce DIN 08594969 as Non-Executive Nominee Director									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	Remote E-Voting	1,21,98,25,968	1,21,98,25,968	100.0000	1,21,98,25,968	0	100.0000	0.0000	0	0
	e-Voting (VC/OAVM)		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		1,21,98,25,968	100.0000	1,21,98,25,968	0	100.0000	0.0000	0	0
Public- Institutions	Remote E-Voting	62,32,73,194	52,25,19,875	83.8348	49,64,08,157	2,61,11,718	95.0027	4.9973	0	1,53,37,371
	e-Voting (VC/OAVM)		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		52,25,19,875	83.8348	49,64,08,157	2,61,11,718	95.0027	4.9973	0	15337371
Public- Non Institutions	Remote E-Voting	17,60,73,862	41,15,423	2.3373	41,11,393	4,030	99.9020	0.0980	0	854
	e-Voting (VC/OAVM)		1,55,698	0.0884	1,55,698	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		42,71,121	2.4257	42,67,091	4,030	99.9056	0.0944	0	854
	Total	**2,01,91,73,024**	**1,74,66,16,964**	**86.5016**	**1,72,05,01,216**	**2,61,15,748**	**98.5048**	**1.4952**	**0**	**15338225**

For S. S. Rauthan & Associates
Company Secretaries,

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

S. S. Rauthan & Associates
C.P. No. 3233
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