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 pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the General Circulars issued by Ministry of Corporate Affairs (MCA) and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

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 April 26, 2021 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') and applicable circulars on the businesses contained in the Notice of the 21st Annual General Meeting of the Company held on Monday, July 19, 2021 at 3:00 p.m. (IST) through Video Conferencing (VC) facility / Other Audio Visual Means (OAVM) facility.

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

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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 businesses set out in the Notice of the 21st AGM of the Members of the Company. My responsibility as a Scrutinizer for the remote e-voting and electronic voting through VC / Other Audio Visual Means ("OAVM") during the AGM is restricted in making a Scrutinizer's Report of the votes cast "FOR" 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 remote e-voting and electronic voting facility during the 21st AGM of the Company held on Monday, July 19, 2021 at 3:00 p.m. (IST) through VC / OAVM facilities.

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 all the items of business to be transacted at the 21st AGM on the website of the Company and KFintech to facilitate its members to cast their vote through e-voting.

3.2 The Annual Report along with the 21st 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 18, 2021.

3.3 As prescribed in the Rules and General Circulars issued by the MCA, the Company has also published advertisements in newspapers on June 23, 2021 and June 26, 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.

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3.4 The Members of the Company as on the "Cut-off" date i.e. Monday, July 12, 2021 were entitled to vote on the businesses (item nos. 1 to 8) as set out in the Notice of the 21st AGM dated April 26, 2021.

3.5 The Chairman at the 21st AGM, held on Monday, July 19, 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 Thursday, July 15, 2021 (9.00 a.m. IST) and concluded on Sunday, July 18, 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 AGM, the report on remote e-voting was diligently scrutinized.

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

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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, 2021 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 the Company for the financial year ended March 31, 2021 and the Balance Sheet as at that date, together with the report of the Auditors thereon.

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		
1764786103	1743397790	2680	1737358970	37	6038820	99.6536	0.3464	16203796	39

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.2 - As an Ordinary Resolution:

Declaration of Dividend on equity share for the financial year ended March 31, 2021.

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		
1764786103	1759588790	2686	1759586542	40	2248	99.9999	0.0001	12782	24

Note: i. Votes abstained and less voted are excluded for the purpose of counting Valid votes.

S. S. Rauthan & Associates C.P. No. 3283 MUMBAI Company Secretaries

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Item No.3- As an Ordinary Resolution:

Re-appointment of Mr. Deepak S. Parekh (DIN: 00009078), as Director of the Company, who retires by rotation.

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		
1764786103	1747443710	2555	1723970581	142	23473129	98.6567	1.3433	12157866	59

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:

Re-appointment of M/s G.M. Kapadia & Co., Chartered Accountants (Firm Registration No.104767W), as one of the Joint Statutory Auditors of the Company.

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		
1764786103	1759528659	2621	1759522395	94	6264	99.9996	0.0004	72922	43

Note: i. Eight (8) 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.5 - 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. 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		
1764786103	1759527889	2636	1759522805	67	5084	99.9997	0.0003	73687	53

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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.6 - As a Special Resolution:

Re-appointment of Mr. Sumit Bose (DIN: 03340616) as an Independent Director of the Company for a second term.

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		
1764786103	1749268434	2563	1742563169	126	6705265	99.6167	0.3833	10333147	72

Note: i. Eleven (11) 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.7 - As an Ordinary Resolution:

Re-appointment of Ms. Vibha Padalkar (DIN: 01682810) as Managing Director & Chief Executive Officer (CEO) of the Company and to fix her remuneration.

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		
1764786103	1748637736	2594	1742814809	96	5822927	99.6670	0.3330	10963852	70

Note: i. Ten (10) 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.

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

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Item No.8 - As an Ordinary Resolution:

Re-appointment of Mr. Suresh Badami (DIN: 08224871) as Whole-Time Director (designated as "Executive Director") of the Company and to fix his remuneration.

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 Against	% of votes		No. of votes invalid/ abstained	No. of members abstained
						Favour	Against		
1764786103	1749218336	2569	1742530000	117	6688336	99 6176	0 3824	10383239	7

Note: i. Ten (10) 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) 2726 Members had cast their votes through remote e-voting at the AGM.

b) 24 Members had cast their votes during the AGM.

5 All the relevant electronic records of remote e-voting and e-voting during the 21st AGM is under my safe custody until the Chairman of the Company considers, approves and signs the minutes of the 21st 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 Seven (7) Ordinary Resolutions as set out under Item Nos. 1 to 5, 7 & 8 and One (1) Special Resolution as set out in Item No. 6 of the Notice of the 21st AGM dated April 26, 2021 have been passed with the requisite majority.

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7 You may accordingly declare the result of remote e-voting and e-voting during the 21st AGM.

Thanking you,

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

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

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

Peer Reviewed Cert. No.434/201
UDIN: F004807C000651189
Scrutinizer for Remote e-voting and e-voting at 21st AGM

Place : Mumbai
Date : July 19, 2021

Countersigned

Mr. Narendra Gangan
General Counsel, Chief Compliance Officer & Company Secretary

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S S RAUTHAN & ASSOCIATES, Company Secretaries

Consolidated Voting Result (i.e. Remote e-voting and e-voting during the 21st 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	19-07-2021
Total number of shareholders on record date	880730
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:	162

For S. S. Rauthan & Associates
Company Secretaries,

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

Resolution No.	1									
Resolution required: (Ordinary/ Special)	**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, 2021, 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, 2021 and the Balance Sheet as at that date, together with the Reports of the Auditors thereon.**									
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	Remote E-Voting	1,08,86,59,430	1,08,86,59,430	100.0000	1,08,86,59,430	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		1,08,86,59,430	100.0000	1,08,86,59,430	0	100.0000	0.0000	0	0
Public- Institutions	Remote E-Voting	73,96,64,255	64,46,81,693	87.1587	63,86,44,127	60,37,566	99.0634	0.9365	0	1,62,01,553
	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		64,46,81,693	87.1587	63,86,44,127	60,37,566	99.0635	0.9365	0	16201553
Public-Non Institutions	Remote E-Voting	19,38,16,611	1,00,34,649	5.1774	1,00,33,395	1,254	99.9875	0.0124	0	2,233
	e-Voting (VC/OAVM)		22,018	0.0114	22,018	0	100.0000	0.0000	0	10
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,00,56,667	5.1888	1,00,55,413	1,254	99.9875	0.0125	0	2243
	Total	2,02,21,40,296	1,74,33,97,790	86.2155	1,73,73,58,970	60,38,820	99.6536	0.3464	0	16203796

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 21st Annual General Meeting) of HDFC Life Insurance Company Ltd. In accordance with Regulation 44(3) of SEBI LODR

Resolution No.	2										
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend on equity share for the financial year ended March 31, 2021.										
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	Remote E-Voting	1,08,86,59,430	1,08,86,59,430	100.0000	1,08,86,59,430	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		1,08,86,59,430	100.0000	1,08,86,59,430	0	100.0000	0.0000	0	0
Public- Institutions	Remote E-Voting	73,96,64,255	66,08,71,934	89.3476	66,08,71,934	0	100.0000	0.0000	0	11,312
	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		66,08,71,934	89.3476	66,08,71,934	0	100.0000	0.0000	0	11312
Public- Non Institutions	Remote E-Voting	19,38,16,611	1,00,35,408	5.1778	1,00,33,160	2,248	99.9775	0.0224	0	1,460
	e-Voting (VC/OAVM)		22,018	0.0114	22,018	0	100.0000	0.0000	0	10
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,00,57,426	5.1892	1,00,55,178	2,248	99.9776	0.0224	0	1470
	Total	2,02,21,40,296	1,75,95,88,790	87.0162	1,75,95,86,542	2,248	99.9999	0.0001	0	12782

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

S S RAUTHAN & ASSOCIATES, Company Secretaries

Consolidated Voting Result (i.e. Remote e-voting and e-voting during the 21st 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 - Re-appointment of Mr. Deepak S. Parekh (DIN: 00009078), as Director of the Company, who retires by rotation.									
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	Remote E-Voting	1,08,86,59,430	1,08,86,59,430	100.0000	1,08,86,59,430	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		1,08,86,59,430	100.0000	1,08,86,59,430	0	100.0000	0.0000	0	0
Public- Institutions	Remote E-Voting	73,96,64,255	64,87,28,425	87.7058	62,52,64,705	2,34,63,720	96.3831	3.6168	0	1,21,54,821
	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		64,87,28,425	87.7058	62,52,64,705	2,34,63,720	96.3831	3.6169	0	12154821
Public- Non Institutions	Remote E-Voting	19,38,16,611	1,00,33,837	5.1770	1,00,24,428	9,409	99.9062	0.0937	0	3,035
	e-Voting (VC/OAVM)		22,018	0.0114	22,018	0	100.0000	0.0000	0	10
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,00,55,855	5.1884	1,00,46,446	9,409	99.9064	0.0936	0	3045
	Total	2,02,21,40,296	1,74,74,43,710	86.4156	1,72,39,70,581	2,34,73,129	98.6567	1.3433	0	12157866

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 21st Annual General Meeting) of HDFC Life Insurance Company Ltd. In accordance with Regulation 44(3) of SEBI LODR

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of M/s G.M. Kapadia & Co., Chartered Accountants (Firm Registration No.104767W), as one of the Joint Statutory Auditors 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	Remote E-Voting	1,08,86,59,430	1,08,86,59,430	100.0000	1,08,86,59,430	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		1,08,86,59,430	100.0000	1,08,86,59,430	0	100.0000	0.0000	0	0
Public- Institutions	Remote E-Voting	73,96,64,255	66,08,14,760	89.3398	66,08,14,760	0	100.0000	0.0000	0	68,486
	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		66,08,14,760	89.3398	66,08,14,760	0	100.0000	0.0000	0	68486
Public- Non Institutions	Remote E-Voting	19,38,16,611	1,00,32,451	5.1763	1,00,26,187	6,264	99.9375	0.0624	0	4,426
	e-Voting (VC/OAVM)		22,018	0.0114	22,018	0	100.0000	0.0000	0	10
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,00,54,469	5.1877	1,00,48,205	6,264	99.9377	0.0623	0	4436
	Total	2,02,21,40,296	1,75,95,28,659	87.0132	1,75,95,22,395	6,264	99.9996	0.0004	0	72922

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 21st Annual General Meeting) of HDFC Life Insurance Company Ltd. In accordance with Regulation 44(3) of SEBI LODR

Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY- 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.									
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	Remote E-Voting	1,08,86,59,430	1,08,86,59,430	100.0000	1,08,86,59,430	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		1,08,86,59,430	100.0000	1,08,86,59,430	0	100.0000	0.0000	0	0
Public- Institutions	Remote E-Voting	73,96,64,255	66,08,14,760	89.3398	66,08,14,760	0	100.0000	0.0000	0	68,486
	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		66,08,14,760	89.3398	66,08,14,760	0	100.0000	0.0000	0	68486
Public- Non Institutions	Remote E-Voting	19,38,16,611	1,00,31,681	5.1759	1,00,26,597	5,084	99.9493	0.0506	0	5,191
	e-Voting (VC/OAVM)		22,018	0.0114	22,018	0	100.0000	0.0000	0	10
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,00,53,699	5.1873	1,00,48,615	5,084	99.9494	0.0506	0	5201
	Total	2,02,21,40,296	1,75,95,27,889	87.0131	1,75,95,22,805	5,084	99.9997	0.0003	0	73687

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

S S RAUTHAN & ASSOCIATES, Company Secretaries

Consolidated Voting Result (i.e. Remote e-voting and e-voting during the 21st Annual General Meeting) of HDFC Life Insurance Company Ltd. In accordance with Regulation 44(3) of SEBI LODR

Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Sumit Bose (DIN: 03340616) as an Independent Director of the Company for a second term.									
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	Remote E-Voting	1,08,86,59,430	1,08,86,59,430	100.0000	1,08,86,59,430	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		1,08,86,59,430	100.0000	1,08,86,59,430	0	100.0000	0.0000	0	0
Public- Institutions	Remote E-Voting	73,96,64,255	65,05,54,022	87.9526	64,38,83,456	66,70,566	98.9746	1.0253	0	1,03,29,224
	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		65,05,54,022	87.9526	64,38,83,456	66,70,566	98.9746	1.0254	0	10329224
Public- Non Institutions	Remote E-Voting	19,38,16,611	1,00,32,964	5.1765	99,98,290	34,674	99.6543	0.3456	0	3,913
	e-Voting (VC/OAVM)		22,018	0.0114	21,993	25	99.8864	0.1135	0	10
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,00,54,982	5.1879	1,00,20,283	34,699	99.6549	0.3451	0	3923
	Total	2,02,21,40,296	1,74,92,68,434	86.5058	1,74,25,63,169	67,05,265	99.6167	0.3833	0	10333147

For S. S. Rauthan & Associates
Company Secretaries,

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Proprietor
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Company Secretaries

S S RAUTHAN & ASSOCIATES, Company Secretaries

Consolidated Voting Result (i.e. Remote e-voting and e-voting during the 21st Annual General Meeting) of HDFC Life Insurance Company Ltd. In accordance with Regulation 44(3) of SEBI LODR

Resolution No.	7									
Resolution required: (Ordinary/ Special)	ORDINARY-Re-appointment of Ms. Vibha Padalkar (DIN: 01682810) as Managing Director & Chief Executive Officer (CEO) of the Company and to fix her remuneration.									
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	Remote E-Voting	1,08,86,59,430	1,08,86,59,430	100.0000	1,08,86,59,430	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		1,08,86,59,430	100.0000	1,08,86,59,430	0	100.0000	0.0000	0	0
Public- Institutions	Remote E-Voting	73,96,64,255	65,13,10,336	88.0549	64,54,95,622	58,14,714	99.1072	0.8927	0	95,72,910
	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		65,13,10,336	88.0549	64,54,95,622	58,14,714	99.1072	0.8928	0	9572910
Public- Non Institutions	Remote E-Voting	19,38,16,611	86,45,952	4.4609	86,37,739	8,213	99.9050	0.0949	0	13,90,932
	e-Voting (VC/OAVM)		22,018	0.0114	22,018	0	100.0000	0.0000	0	10
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		86,67,970	4.4723	86,59,757	8,213	99.9052	0.0948	0	1390942
	Total	2,02,21,40,296	1,74,86,37,736	86.4746	1,74,28,14,809	58,22,927	99.6670	0.3330	0	10963852

For S. S. Rauthan & Associates
Company Secretaries,

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

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S S RAUTHAN & ASSOCIATES, Company Secretaries

Consolidated Voting Result (i.e. Remote e-voting and e-voting during the 21st Annual General Meeting) of HDFC Life Insurance Company Ltd. In accordance with Regulation 44(3) of SEBI LODR

Resolution No.	8									
Resolution required: (Ordinary/ Special)	ORDINARY-Re-appointment of Mr. Suresh Badami (DIN: 08224871) as Whole-Time Director (designated as "Executive Director") of the Company and to fix his remuneration.									
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	Remote E-Voting	1,08,86,59,430	1,08,86,59,430	100.0000	1,08,86,59,430	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		1,08,86,59,430	100.0000	1,08,86,59,430	0	100.0000	0.0000	0	0
Public- Institutions	Remote E-Voting	73,96,64,255	65,07,99,152	87.9858	64,41,19,962	66,79,190	98.9736	1.0263	0	1,00,84,094
	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		65,07,99,152	87.9858	64,41,19,962	66,79,190	98.9737	1.0263	0	10084094
Public- Non Institutions	Remote E-Voting	19,38,16,611	97,37,736	5.0242	97,28,621	9,115	99.9063	0.0936	0	2,99,135
	e-Voting (VC/OAVM)		22,018	0.0114	21,987	31	99.8592	0.1407	0	10
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		97,59,754	5.0356	97,50,608	9,146	99.9063	0.0937	0	299145
	Total	2,02,21,40,296	1,74,92,18,336	86.5033	1,74,25,30,000	66,88,336	99.6176	0.3824	0	10383239

For S. S. Rauthan & Associates
Company Secretaries,

19/07/2021

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

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