

## Summary of the Proceedings of the 19<sup>th</sup> Annual General Meeting of the Company

The 19th Annual General Meeting (AGM) of the Members of the Company was held on Tuesday, July 23, 2019 at 2:30 p.m. at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai - 400 020. In compliance with the applicable provisions, the Company had also provided a one-way live web cast of the proceedings of the AGM. The meeting was attended by 149 Members in person, including proxies. The requisite quorum being present, Mr. Deepak S. Parekh, Chairman of the Company called the meeting to order and welcomed the Members to the meeting.

All the remaining directors including Mr VK Viswanathan, the Chairman of the Audit Committee, Mr Keki Mistry, the Chairman of the Stakeholders Relationship Committee, Mr Ranjan Mathai, Chairman of the Nomination & Remuneration Committee of the Company, and representatives of the joint statutory auditors and the secretarial auditors attended the meeting.

Mr Parekh informed that the requisite registers were open for inspection by the Members till the conclusion of the meeting.

Mr Parekh then commenced his speech and gave an overview of the operations and the financial performance of the Company for the financial year ended March 31, 2019. Thereafter, he invited questions from the Members on the financials and the business listed to be transacted at the meeting.

After listening to all the queries, Mr Parekh and Ms Vibha Padalkar, Managing Director & CEO, gave detailed response to the said queries. Mr Parekh concluded his speech by placing on record his appreciation to all the stakeholders for having reposed their trust in the Company and to the employees of the Company for their continued hard work and dedication. He informed the Members that pursuant to Companies Act, 2013 read with relevant Rules, the Company had provided an opportunity to all its Members to exercise their voting rights through electronic voting (remote e-voting) for the items of business to be transacted at the AGM. The remote e-voting facility was provided to all the Members of the Company as on July 16, 2019, being the cut-off and record date, by Karvy Fintech Private Limited (Karvy). He also informed the Members that the Company has made arrangements for voting through electronic voting system 'Insta Poll' at the venue of the meeting.

Following items of business as set out in the Notice dated June 20, 2019 convening this meeting were transacted through remote e-voting and Insta-Poll at the AGM venue:

### **Ordinary Business:**

1. 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, 2019, and the Balance Sheet as at that date, together with the reports of the Directors', Management, 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, 2019 and the Balance Sheet as at that date, together with the Reports of the Auditors thereon

2. Confirm the payment of Interim Dividend on Equity Shares as final dividend
3. Re-appointment of Mr. Keki Mistry (DIN: 00008886) as a Director of the Company
4. Re-appointment of M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants, as one of the Joint Statutory Auditors and to fix remuneration of Joint Statutory Auditors of the Company

**Special Business:**

5. Approval for not filing up the vacancy caused by retirement of Sir Gerald Grimstone (DIN: 01910890)
6. Appointment of Ms. Bharti Gupta Ramola (DIN: 00356188) as an Independent Director
7. Re-appointment of Mr. VK Viswanathan (DIN: 01782934) as an Independent Director
8. Re-appointment of Mr. Prasad Chandran (DIN: 00200379) as an Independent Director
9. Continuation of Directorship of Mr. Deepak Parekh (DIN: 00009078) as a Non-Executive Director of the Company
10. Revision in the remuneration of Ms. Vibha Padalkar (DIN: 01682810), Managing Director & CEO
11. Revision in the remuneration of Mr. Suresh Badami (DIN: 08224871), Executive Director
12. Approval of Employee Stock Option Scheme - 2019 for the eligible employees of the Company
13. Approval of Employee Stock Option Scheme - 2019 for the eligible employees of Subsidiary Company(ies) of the Company
14. Increase in foreign portfolio investment limits in the Company

Based on the Scrutinizer's Report dated July 23, 2019, issued by Mr. Surjan Singh Rauthan, Proprietor of S. S. Rauthan & Associates, Company Secretaries, all the aforementioned business were passed by the Members with requisite majority.

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**VOTING RESULTS OF ANNUAL GENERAL MEETING HELD ON JULY 23, 2019 OF HDFC LIFE INSURANCE COMPANY LIMITED**

Date of the AGM/EGM	23-07-2019
Total number of shareholders on record date	390979
No. of shareholders present in the meeting either in person or through Promoters and Promoter Group:	
Public:	1
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	148
Public:	Not Applicable
	Not Applicable

**Item No.1- Ordinary Resolution**

Receive, consider and adopt: (a) The Audited Standalone Revenue Account, Profit and Loss Account and Receipts and payment Account of the Company for the financial year ended March 31, 2019, and the Balance Sheet as at that date, together with the reports of the Directors', Management, and Auditors thereon; and (b) The Audited Consolidated Revenue Account, Profit and Loss Account and Receipts and Payment Account of the Company for the financial year ended March 31, 2019 and the Balance sheet as at that date, together with the Reports of the Auditors thereon.

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 vote polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1502925968	1502925968	100.0000	1502925968	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		1502925968	100.0000	1502925968	0	100.0000	0.0000
Public- Institutions	E-voting	329545432	255469057	77.5217	255469057	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		255469057	77.5217	255469057	0	100.0000	0.0000
Public- Non-Institutions	E-voting	185017749	7314618	3.9535	7314437	181	99.9975	0.0025
	Poll		784721	0.4241	784721	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	TOTAL		8099339	4.3776	8099158	181	99.9978	0.0022
<b>TOTAL</b>		2017489149	1766494364	87.5591	1766494183	181	100.0000	0.0000

**RESULTS :-**

<b>Percentage of votes cast in "For"</b>	<b>Percentage of votes cast "Against"</b>
100.0000	0.0000

We, report that the Ordinary Resolution as set out in the Notice dated June 20, 2019 for Annual General Meeting held on July 23, 2019 has been passed by the shareholders with requisite majority.



**HDFC Life Insurance Company Limited**

**VOTING RESULTS OF ANNUAL GENERAL MEETING HELD ON JULY 23, 2019 OF HDFC LIFE INSURANCE COMPANY LIMITED**

**Item No.2- Ordinary Resolution**

Confirm the payment of Interim Dividend on Equity Shares as final dividend

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 vote polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1502925968	1502925968	100.0000	1502925968	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
	<b>TOTAL</b>		1502925968	100.0000	1502925968	0	100.0000	0.0000
Public-Institutions	E-voting	329545432	255828621	77.6308	255828621	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
	<b>TOTAL</b>		255828621	77.6308	255828621	0	100.0000	0.0000
Public- Non-Institutions	E-voting	185017749	7315218	3.9538	7226183	89035	98.7829	1.2171
	Poll		784721	0.4241	784721	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>TOTAL</b>		8099939	4.3779	8010904	89035	98.9008	1.0992
<b>TOTAL</b>		2017489149	1766854528	87.5769	1766765493	89035	99.9950	0.0050

**RESULTS :-**

Percentage of votes cast in "For"	Percentage of votes cast "Against"
99.9950	0.0050

We, report that the Ordinary Resolution as set out in the Notice dated June 20, 2019 for Annual General Meeting held on July 23, 2019 has been passed by the shareholders with requisite majority.



**HDFC Life Insurance Company Limited**

**VOTING RESULTS OF ANNUAL GENERAL MEETING HELD ON JULY 23, 2019 OF HDFC LIFE INSURANCE COMPANY LIMITED**

**Item No.3- Ordinary Resolution**

Re-appointment of Mr. Keki Mistry (DIN: 00008886), as Director of the Company, who retires by rotation

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 vote polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1502925968	1502925968	100.0000	1502925968	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
	<b>TOTAL</b>		1502925968	100.0000	1502925968	0	100.0000	0.0000
Public-Institutions	E-voting	329545432	255828621	77.6308	222255853	33572768	86.8769	13.1231
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>TOTAL</b>		255828621	77.6308	222255853	33572768	86.8769	13.1231
Public- Non-Institutions	E-voting	185017749	5526938	2.9872	5524932	2006	99.9637	0.0363
	Poll		784721	0.4241	784721	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>TOTAL</b>		6311659	3.4114	6309653	2006	99.9682	0.0318
<b>TOTAL</b>		2017489149	1765066248	87.4883	1731491474	33574774	98.0978	1.9022

**RESULTS :-**

Percentage of votes cast in "For"	Percentage of votes cast "Against"
98.0978	1.9022

We, report that the Ordinary Resolution as set out in the Notice dated June 20, 2019 for Annual General Meeting held on July 23, 2019 has been passed by the shareholders with requisite majority.



**HDFC Life Insurance Company Limited**

**VOTING RESULTS OF ANNUAL GENERAL MEETING HELD ON JULY 23, 2019 OF HDFC LIFE INSURANCE COMPANY LIMITED**

**Item No.4- Ordinary Resolution**

Approval of re-appointment of M/s Price Waterhouse Chartered Accountants LLP, (Firm Registration No.012754N/N500016),Chartered Accountants as one of the Joint Statutory Auditor and to fix remuneration of Joint Statutory Auditors of the Company.

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 vote polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1502925968	1502925968	100.0000	1502925968	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
	<b>TOTAL</b>		1502925968	100.0000	1502925968	0	100.0000	0.0000
Public-Institutions	E-voting	329545432	255828621	77.6308	253687086	2141535	99.1629	0.8371
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>TOTAL</b>		255828621	77.6308	253687086	2141535	99.1629	0.8371
Public- Non-Institutions	E-voting	185017749	5526954	2.9873	5523342	3612	99.9346	0.0654
	Poll		784721	0.4241	784721	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>TOTAL</b>		6311675	3.4114	6308063	3612	99.9428	0.0572
<b>TOTAL</b>		2017489149	1765066264	87.4883	1762921117	2145147	99.8785	0.1215

RESULTS :-

Percentage of votes cast in "For"	Percentage of votes cast "Against"
99.8785	0.1215

We, report that the Ordinary Resolution as set out in the Notice dated June 20, 2019 for Annual General Meeting held on July 23, 2019 has been passed by the shareholders with requisite majority.



**HDFC Life Insurance Company Limited**

**VOTING RESULTS OF ANNUAL GENERAL MEETING HELD ON JULY 23, 2019 OF HDFC LIFE INSURANCE COMPANY LIMITED**

**Item No.5- Ordinary Resolution**

Approval for not filling-up the vacancy caused by retirement of Sir Gerald Grimstone (DIN:01910890) who retire by rotation and does not offer himself for re-appointment.

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 vote polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1502925968	1502925968	100.0000	1502925968	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
	<b>TOTAL</b>		1502925968	100.0000	1502925968	0	100.0000	0.0000
Public-Institutions	E-voting	329545432	255828621	77.6308	255765830	62791	99.9755	0.0245
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>TOTAL</b>		255828621	77.6308	255765830	62791	99.9755	0.0245
Public- Non-Institutions	E-voting	185017749	5525508	2.9865	5524872	636	99.9885	0.0115
	Poll		784721	0.4241	784721	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>TOTAL</b>		6310229	3.4106	6309593	636	99.9899	0.0101
<b>TOTAL</b>		2017489149	1765064818	87.4882	1765001391	63427	99.9964	0.0036

RESULTS :-

Percentage of votes cast in "For"	Percentage of votes cast "Against"
99.9964	0.0036

We, report that the Ordinary Resolution as set out in the Notice dated June 20, 2019 for Annual General Meeting held on July 23, 2019 has been passed by the shareholders with requisite majority.



**HDFC Life Insurance Company Limited**

**VOTING RESULTS OF ANNUAL GENERAL MEETING HELD ON JULY 23, 2019 OF HDFC LIFE INSURANCE COMPANY LIMITED**

**Item No.6- Ordinary Resolution**

Approval for appointment of Ms. Bharti Gupta Ramola (DIN:00356188) as an Independent Director

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 vote polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1502925968	1502925968	100.0000	1502925968	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
	<b>TOTAL</b>		1502925968	100.0000	1502925968	0	100.0000	0.0000
Public-Institutions	E-voting	329545432	250187269	75.9189	236522722	13664547	94.5383	5.4617
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>TOTAL</b>		250187269	75.9189	236522722	13664547	94.5383	5.4617
Public- Non-Institutions	E-voting	185017749	5526903	2.9872	5524672	2231	99.9596	0.0404
	Poll		784721	0.4241	784471	250	99.9681	0.0319
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>TOTAL</b>		6311624	3.4114	6309143	2481	99.9607	0.0393
<b>TOTAL</b>		2017489149	1759424861	87.2086	1745757833	13667028	99.2232	0.7768

RESULTS :-

Percentage of votes cast in "For"	Percentage of votes cast "Against"
99.2232	0.7768

We, report that the Ordinary Resolution as set out in the Notice dated June 20, 2019 for Annual General Meeting held on July 23, 2019 has been passed by the shareholders with requisite majority.





**HDFC Life Insurance Company Limited**

**VOTING RESULTS OF ANNUAL GENERAL MEETING HELD ON JULY 23, 2019 OF HDFC LIFE INSURANCE COMPANY LIMITED**

**Item No.7- Special Resolution**

Approval of appointment of Mr. VK Viswanathan (DIN: 01782934) as an Independent Director

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 vote polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1502925968	1502925968	100.0000	1502925968	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
	<b>TOTAL</b>		1502925968	100.0000	1502925968	0	100.0000	0.0000
Public-Institutions	E-voting	329545432	245973706	74.6403	234228105	11745601	95.2249	4.7751
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>TOTAL</b>		245973706	74.6403	234228105	11745601	95.2249	4.7751
Public- Non-Institutions	E-voting	185017749	5526903	2.9872	5523972	2931	99.9470	0.0530
	Poll		784721	0.4241	784721	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>TOTAL</b>		6311624	3.4114	6308693	2931	99.9536	0.0464
<b>TOTAL</b>		2017489149	1755211298	86.9998	1743462766	11748532	99.3306	0.6694

**RESULTS :-**

Percentage of votes cast in "For"	Percentage of votes cast "Against"
99.3306	0.6694

We, report that the Special Resolution as set out in the Notice dated June 20, 2019 for Annual General Meeting held on July 23, 2019 has been passed by the shareholders with requisite majority.



**HDFC Life Insurance Company Limited**

**VOTING RESULTS OF ANNUAL GENERAL MEETING HELD ON JULY 23, 2019 OF HDFC LIFE INSURANCE COMPANY LIMITED**

**Item No.8- Special Resolution**

Approval of appointment of Mr. Prasad Chandran (DIN:00200379) as an Independent Director

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 vote polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1502925968	1502925968	100.0000	1502925968	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
	<b>TOTAL</b>		1502925968	100.0000	1502925968	0	100.0000	0.0000
Public-Institutions	E-voting	329545432	245973706	74.6403	238301689	7672017	96.8810	3.1190
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>TOTAL</b>		245973706	74.6403	238301689	7672017	96.8810	3.1190
Public- Non-Institutions	E-voting	185017749	5526888	2.9872	5523682	3206	99.9420	0.0580
	Poll		784721	0.4241	784721	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>TOTAL</b>		6311609	3.4114	6308403	3206	99.9492	0.0508
<b>TOTAL</b>		2017489149	1755211283	86.9998	1747536060	7675223	99.5627	0.4373

**RESULTS :-**

Percentage of votes cast in "For"	Percentage of votes cast "Against"
99.5627	0.4373

We, report that the Special Resolution as set out in the Notice dated June 20, 2019 for Annual General Meeting held on July 23, 2019 has been passed by the shareholders with requisite majority.



**HDFC Life Insurance Company Limited**

**VOTING RESULTS OF ANNUAL GENERAL MEETING HELD ON JULY 23, 2019 OF HDFC LIFE INSURANCE COMPANY LIMITED**

**Item No.9- Special Resolution**

Approval for continuation of directorship of Mr. Deepak Parekh (DIN:00009078) as a Non-Executive Director

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 vote polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1502925968	1502925968	100.0000	1502925968	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
	<b>TOTAL</b>		1502925968	100.0000	1502925968	0	100.0000	0.0000
Public-Institutions	E-voting	329545432	255828621	77.6308	228403905	27424716	89.2800	10.7200
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>TOTAL</b>		255828621	77.6308	228403905	27424716	89.2800	10.7200
Public- Non-Institutions	E-voting	185017749	5525939	2.9867	5524633	1306	99.9764	0.0236
	Poll		784721	0.4241	782921	1800	99.7706	0.2294
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>TOTAL</b>		6310660	3.4108	6307554	3106	99.9508	0.0492
<b>TOTAL</b>		2017489149	1765065249	87.4882	1737637427	27427822	98.4461	1.5539

**RESULTS :-**

Percentage of votes cast in "For"	Percentage of votes cast "Against"
98.4461	1.5539

We, report that the Special Resolution as set out in the Notice dated June 20, 2019 for Annual General Meeting held on July 23, 2019 has been passed by the shareholders with requisite majority.



**HDFC Life Insurance Company Limited**

**VOTING RESULTS OF ANNUAL GENERAL MEETING HELD ON JULY 23, 2019 OF HDFC LIFE INSURANCE COMPANY LIMITED**

**Item No.10 - Ordinary Resolution**

Approval for revision in the remuneration of Ms. Vibha Padalkar (DIN:01682810), Managing Director & Chief Executive Officer

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 vote polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1502925968	1502925968	100.0000	1502925968	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
	<b>TOTAL</b>		1502925968	100.0000	1502925968	0	100.0000	0.0000
Public-Institutions	E-voting	329545432	250187269	75.9189	249929650	257619	99.8970	0.1030
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>TOTAL</b>		250187269	75.9189	249929650	257619	99.8970	0.1030
Public- Non-Institutions	E-voting	185017749	4212423	2.2768	4208016	4407	99.8954	0.1046
	Poll		784721	0.4241	784721	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>TOTAL</b>		4997144	2.7009	4992737	4407	99.9118	0.0882
<b>TOTAL</b>		2017489149	1758110381	87.1435	1757848355	262026	99.9851	0.0149

**RESULTS :-**

Percentage of votes cast in "For"	Percentage of votes cast "Against"
99.9851	0.0149

We, report that the Ordinary Resolution as set out in the Notice dated June 20, 2019 for Annual General Meeting held on July 23, 2019 has been passed by the shareholders with requisite majority.



**HDFC Life Insurance Company Limited**

**VOTING RESULTS OF ANNUAL GENERAL MEETING HELD ON JULY 23, 2019 OF HDFC LIFE INSURANCE COMPANY LIMITED**

**Item No.11 - Ordinary Resolution**

Approval for revision in the remuneration of Mr. Suresh Badami (DIN:08224871), Executive Director.

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 vote polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1502925968	1502925968	100.0000	1502925968	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
	<b>TOTAL</b>		1502925968	100.0000	1502925968	0	100.0000	0.0000
Public-Institutions	E-voting	329545432	250187269	75.9189	249929650	257619	99.8970	0.1030
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>TOTAL</b>		250187269	75.9189	249929650	257619	99.8970	0.1030
Public- Non-Institutions	E-voting	185017749	5216153	2.8193	5125123	91030	98.2548	1.7452
	Poll		784721	0.4241	784721	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>TOTAL</b>		6000874	3.2434	5909844	91030	98.4831	1.5169
<b>TOTAL</b>		2017489149	1759114111	87.1932	1758765462	348649	99.9802	0.0198

**RESULTS :-**

Percentage of votes cast in "For"	Percentage of votes cast "Against"
99.9802	0.0198

We, report that the Ordinary Resolution as set out in the Notice dated June 20, 2019 for Annual General Meeting held on July 23, 2019 has been passed by the shareholders with requisite majority.



**HDFC Life Insurance Company Limited**

**VOTING RESULTS OF ANNUAL GENERAL MEETING HELD ON JULY 23, 2019 OF HDFC LIFE INSURANCE COMPANY LIMITED**

**Item No.12 - Special Resolution**

**Approval for Employee Stock Option Scheme-2019 for the eligible employees of the Company.**

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 vote polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1502925968	1502925968	100.0000	1502925968	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
	<b>TOTAL</b>		1502925968	100.0000	1502925968	0	100.0000	0.0000
Public-Institutions	E-voting	329545432	255828621	77.6308	245881748	9946873	96.1119	3.8881
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>TOTAL</b>		255828621	77.6308	245881748	9946873	96.1119	3.8881
Public- Non-Institutions	E-voting	185017749	6187327	3.3442	6097766	89561	98.5525	1.4475
	Poll		784721	0.4241	784721	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>TOTAL</b>		6972048	3.7683	6882487	89561	98.7154	1.2846
<b>TOTAL</b>		2017489149	1765726637	87.5210	1755690203	10036434	99.4316	0.5684

**RESULTS :-**

Percentage of votes cast in "For"	Percentage of votes cast "Against"
99.4316	0.5684

We, report that the Special Resolution as set out in the Notice dated June 20, 2019 for Annual General Meeting held on July 23, 2019 has been passed by the shareholders with requisite majority.



**HDFC Life Insurance Company Limited**

**VOTING RESULTS OF ANNUAL GENERAL MEETING HELD ON JULY 23, 2019 OF HDFC LIFE INSURANCE COMPANY LIMITED**

**Item No.13- Special Resolution**

Approval for Employee Stock Option Scheme-2019 for the eligible employees of Subsidiary Company(ies) of the Company.

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 vote polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1502925968	1502925968	100.0000	1502925968	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
	<b>TOTAL</b>		1502925968	100.0000	1502925968	0	100.0000	0.0000
Public-Institutions	E-voting	329545432	255828621	77.6308	245881748	9946873	96.1119	3.8881
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>TOTAL</b>		255828621	77.6308	245881748	9946873	96.1119	3.8881
Public- Non-Institutions	E-voting	185017749	7016427	3.7923	6926121	90306	98.7129	1.2871
	Poll		784721	0.4241	784721	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>TOTAL</b>		7801148	4.2164	7710842	90306	98.8424	1.1576
<b>TOTAL</b>		2017489149	1766555737	87.5621	1756518558	10037179	99.4318	0.5682

**RESULTS :-**

Percentage of votes cast in "For"	Percentage of votes cast "Against"
99.4318	0.5682

We, report that the Special Resolution as set out in the Notice dated June 20, 2019 for Annual General Meeting held on July 23, 2019 has been passed by the shareholders with requisite majority.



**HDFC Life Insurance Company Limited**

**VOTING RESULTS OF ANNUAL GENERAL MEETING HELD ON JULY 23, 2019 OF HDFC LIFE INSURANCE COMPANY LIMITED**

**Item No.14- Special Resolution**

Approval for increase in foreign portfolio investment limits in the Company.

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 vote polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1502925968	1502925968	100.0000	1502925968	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
	<b>TOTAL</b>		1502925968	100.0000	1502925968	0	100.0000	0.0000
Public-Institutions	E-voting	329545432	255828621	77.6308	255828621	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
	<b>TOTAL</b>		255828621	77.6308	255828621	0	100.0000	0.0000
Public- Non-Institutions	E-voting	185017749	7326528	3.9599	7324113	2415	99.9670	0.0330
	Poll		784721	0.4241	784721	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>TOTAL</b>		8111249	4.3840	8108834	2415	99.9702	0.0298
<b>TOTAL</b>		2017489149	1766865838	87.5775	1766863423	2415	99.9999	0.0001

**RESULTS :-**

Percentage of votes cast in "For"	Percentage of votes cast "Against"
99.9999	0.0001

We, report that the Special Resolution as set out in the Notice dated June 20, 2019 for Annual General Meeting held on July 23, 2019 has been passed by the shareholders with requisite majority.

