

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

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

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

The Chairman informed the Members that the Company has provided the facility to cast their votes by electronic means, i.e. through remote e-voting and e-voting at the EGM, on the resolution as set forth in the notice of the EGM. Thereafter, the Chairman mentioned that the Members who have joined the meeting through VC and who had not cast their votes through remote e-voting, were provided the option to vote through e-voting facility made available at the EGM.

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

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

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

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

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

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

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

The Chairman announced that the e-voting results along with the consolidated Scrutinizer's Report shall be submitted to the Stock Exchanges and also be hosted on the website of the Company (i.e. www.hdfclife.com) within 2 (two) working days from the conclusion of the meeting. The Chairman authorized the Company Secretary to declare the e-voting results, intimate the same to the Stock Exchanges and place the same on the website of the Company.

The following item of special business, as per the notice of the EGM dated September 3, 2021 read in conjunction with the addendum to the notice dated September 19, 2021, were transacted through e-voting:

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

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

S S RAUTHAN & ASSOCIATES, Company Secretaries
 Consolidated Voting Result (i.e. Remote e-voting and e-voting during the Extra Ordinary General Meeting) in accordance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Company	HDFC Life Insurance Company Limited
Date of the EGM	29-09-2021
Total number of shareholders on record date	882088
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	1
Public:	72

Resolution No.	1
Resolution required: (Ordinary/ Special)	Special - To issue equity shares on preferential basis to Exide Industries Limited and matters related therewith
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1088659430	1088659430	100.0000	1088659430	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1088659430	100.0000	1088659430	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	745532473	672240189	90.1691	672240189	0	100.0000	0.0000	0	58320
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		672240189	90.1691	672240189	0	100.0000	0.0000	0	58320
Public- Non Institutions	E-Voting	188284325	1948330	1.0348	1901752	46578	97.6093	2.3906	0	6430
	Poll		312891	0.1662	312831	60	99.9808	0.0191	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2261221	1.201	2214583	46,638	97.9375	2.0625	0	6430
Total		2022476228	1763160840	87.1783	1763114202	46,638	99.9974	0.0026	0	64750

For S. S. Rauthan & Associates
 Company Secretaries,

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

