

MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 8th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080 (Ph) 022-21678136

Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the Annual General Meeting (AGM)

To
The Chairman
HDFC Life Insurance Company Limited
Lodha Excelus, 13th Floor, Apollo Mills Compound,
N.M. Joshi Marg, Mahalaxmi,
Mumbai - 400011

Consolidated Scrutinizer's Report on voting through remote e-voting and electronic voting at the 22nd AGM of the shareholders of the Company, held on Monday, June 27, 2022 at 3:00 p.m. through video conferencing ("VC") /other audio-visual means ("OVAM") in terms of provisions of the Companies Act, 2013 (herein after the "Act") read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter the "SEBI Listing Regulations")

- A. I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on April 26 2022, to conduct the following:
- (i) **Remote e-voting** process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
 - (ii) **Electronic voting at the AGM** under the provisions of Section 109 of the Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 22nd AGM held on Monday, June 27, 2022 at 3:00 p.m.
- B. Pursuant to Section 101, 108 of the Act and Rule 20 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Company has confirmed that the electronic copy of the Notice convening the 22nd AGM of the Company along with the process of remote e-voting and electronic voting at the AGM were sent to the shareholders whose e-mail addresses were registered with the Company's Registrar and Share Transfer Agent/Depository Participant(s) for communication purposes in compliance with MCA Circulars dated April 8, 2020, April 13, 2020 and December 8, 2021 and SEBI Circular dated May 12, 2020, September 28, 2020 and January 15, 2021 and applicable provisions of the SEBI Listing Regulations, the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India. The Company completed dispatch of Notice along with explanatory statement on Saturday, June 4, 2022, only through electronic mode, to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on Friday, May 27, 2022 ("cut-off-date").

- C. The Company had appointed KFin Technologies Limited (“KFintech”) for conducting the electronic voting by the shareholders of the Company at the AGM. After the time fixed for closing of electronic voting at AGM by the Chairman, voting was closed and votes cast were unblocked.
- D. The Company had availed the remote e-voting facility provided by KFintech for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Wednesday, June 22, 2022 at 9.00 a.m. and ended on Sunday, June 26, 2022 at 5.00 p.m. and the KFintech remote e-voting portal was blocked for voting thereafter.
- E. On the basis of the votes exercised by the shareholders of the Company through remote e-voting and by way of electronic voting at the AGM I have issued this Scrutinizer’s Report dated June 28, 2022.
- F. The Company had allotted 99,011 equity shares under the various Employee Stock Option Schemes on June 15, 2022. Consequently, the number of fully paid equity shares increased from 211,30,73,573 to 211,31,72,584. The Corporate action approval for 99,011 equity shares was received from CDSL on June 27, 2022 and NSDL on June 24, 2022. The voting rights were provided to Members holding 2,11,30,73,573 shares i.e. members as on cut-off date of June 20, 2022, as per the Register of members received from Depositories.
- G. Resolution Number 7 and 8 transacted at the AGM are material related party transaction as per Regulation 23 of SEBI Listing Regulation. Further, Regulation 23 (4) of SEBI Listing Regulations states that no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not. Accordingly, we have reconciled from the list of related parties given to us by the Company and excluded their voting while finalizing the voting results which is given in below tables.

| | |
|--|---------------|
| Date of AGM | June 27, 2022 |
| Total number of shareholders on record date (i.e., as on June 20, 2022) | 1033581 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoter and Promoter group | NA |
| Public | NA |
| No. of shareholders attended the meeting through Video Conferencing: | |
| Promoter and Promoter group | 1 |
| Public | 101 |

Resolution Item No. 1 - Ordinary Resolution:

To 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, 2022, 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, 2022 and the Balance Sheet as at that date, together with the report of the Auditors thereon.

| Sr. No | Promoter/ Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------|--------------------------------|-----------------|--------------------------|----------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | | [1] | [2] | [3]=[2]/(1) *100 | [4] | [5] | [6]=[4]/(2)*100 | [7]=[5]/(2)*100 |
| 1 | Promoter and Promoter Group | Remote E-Voting | 1,088,659,430 | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| 2 | Public - Institutional holders | Remote E-Voting | 730,629,300 | 647,418,803 | 88.61 | 647,418,803 | 0 | 100.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 647,418,803 | 88.61 | 647,418,803 | 0 | 100.00 | 0.00 |
| 3 | Public-Non-Institutional | Remote E-Voting | 293,883,854 | 92,816,685 | 31.58 | 92,780,567 | 36,118 | 99.96 | 0.04 |
| | | Poll | | 622,232 | 0.21 | 622,232 | 0 | 100.00 | 0.00 |
| | | Total | | 93,438,917 | 31.79 | 93,402,799 | 36,118 | 99.96 | 0.04 |
| Total | | | 2,113,172,584* | 1,829,517,150 | 86.58 | 1,829,481,032 | 36,118 | 100.00 | 0.00 |

* Voting rights are provided on 2,113,073,573 shares

Resolution Item No. 2 - Ordinary Resolution:

To declare dividend on equity shares for the financial year ended March 31, 2022.

| Sr. No | Promoter/ Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstan ding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------|--------------------------------------|--------------------|-----------------------------|------------------------|--|-----------------------------|------------------------------|---|---|
| | | | [1] | [2] | $[3]=\frac{[2]}{[1]}*100$ | [4] | [5] | $[6]=\frac{[4]}{[2]}*100$ | $[7]=\frac{[5]}{[2]}*100$ |
| 1 | Promoter and Promoter Group | Remote E-Voting | 1,088,659,430 | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| 2 | Public - Institutional holders | Remote E-Voting | 730,629,300 | 666,303,389 | 91.20 | 666,303,389 | 0 | 100.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 666,303,389 | 91.20 | 666,303,389 | 0 | 100.00 | 0.00 |
| 3 | Public-Non- Institutional | Remote E-Voting | 293,883,854 | 92,817,031 | 31.58 | 92,777,964 | 39,067 | 99.96 | 0.04 |
| | | Poll | | 622,232 | 0.21 | 621,932 | 300 | 99.95 | 0.05 |
| | | Total | | 93,439,263 | 31.79 | 93,399,896 | 39,367 | 99.96 | 0.04 |
| Total | | | 2,113,172,584* | 1,848,402,082 | 87.47 | 1,848,362,715 | 39,367 | 100.00 | 0.00 |

* Voting rights are provided on 2,113,073,573 shares

Resolution Item No. 3 - Ordinary Resolution:

To appoint a Director in place of Mr. Keki M. Mistry (DIN: 00008886) who retires by rotation and, being eligible, offers himself for re-appointment.

| Sr. No | Promoter/ Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstandin g shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------|--------------------------------------|--------------------|-----------------------------|------------------------|---|-----------------------------|---------------------------|--|---|
| | | | [1] | [2] | [3]=[2]/(1) *100 | [4] | [5] | [6]=[4]/(2) *100 | [7]=[5]/(2) *100 |
| 1 | Promoter and Promoter Group | Remote E-Voting | 1,088,659,430 | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| 2 | Public - Institutional holders | Remote E-Voting | 730,629,300 | 666,248,484 | 91.19 | 562,664,225 | 103,584,259 | 84.45 | 15.55 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 666,248,484 | 91.19 | 562,664,225 | 103,584,259 | 84.45 | 15.55 |
| 3 | Public-Non- Institutional | Remote E-Voting | 293,883,854 | 92,816,490 | 31.58 | 92,774,521 | 41,969 | 99.95 | 0.05 |
| | | Poll | | 622,232 | 0.21 | 621,929 | 303 | 99.95 | 0.05 |
| | | Total | | 93,438,722 | 31.79 | 93,396,450 | 42,272 | 99.95 | 0.05 |
| Total | | | 2,113,172,584* | 1,848,346,636 | 87.47 | 1,744,720,105 | 103,626,531 | 94.39 | 5.61 |

* Voting rights are provided on 2,113,073,573 shares

Resolution Item No. 4 - Ordinary Resolution:

Payment of remuneration to Joint Statutory Auditors.

| Sr. No | Promoter/ Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstandin g shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------|--------------------------------------|--------------------|-----------------------------|------------------------|---|-----------------------------|------------------------------|---|---|
| | | | [1] | [2] | [3]=[2]/(1) *100 | [4] | [5] | [6]=[4]/(2) *100 | [7]=[5]/(2) *100 |
| 1 | Promoter and Promoter Group | Remote E-Voting | 1,088,659,430 | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| 2 | Public - Institutional holders | Remote E-Voting | 730,629,300 | 665,983,194 | 91.15 | 659,751,363 | 6,231,831 | 99.06 | 0.94 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 665,983,194 | 91.15 | 659,751,363 | 6,231,831 | 99.06 | 0.94 |
| 3 | Public-Non- Institutional | Remote E-Voting | 293,883,854 | 92,815,951 | 31.58 | 92,774,610 | 41,341 | 99.96 | 0.04 |
| | | Poll | | 622,232 | 0.21 | 622,229 | 3 | 100.00 | 0.00 |
| | | Total | | 93,438,183 | 31.79 | 93,396,839 | 41,344 | 99.96 | 0.04 |
| Total | | | 2,113,172,584* | 1,848,080,807 | 87.46 | 1,841,807,632 | 6,273,175 | 99.66 | 0.34 |

* Voting rights are provided on 2,113,073,573 shares

Resolution Item No. 5 - Special Resolution:

Re-appointment of Mr. Ketan Dalal (DIN: 00003236) as an Independent Director, for a second term.

| Sr. No | Promoter/ Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstandin g shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------|--------------------------------------|--------------------|-----------------------------|------------------------|---|-----------------------------|------------------------------|---|---|
| | | | [1] | [2] | [3]=[2]/(1) *100 | [4] | [5] | [6]=[4]/(2) *100 | [7]=[5]/(2) *100 |
| 1 | Promoter and Promoter Group | Remote E-Voting | 1,088,659,430 | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| 2 | Public - Institutional holders | Remote E-Voting | 730,629,300 | 665,505,474 | 91.09 | 649,071,821 | 16,433,653 | 97.53 | 2.47 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 665,505,474 | 91.09 | 649,071,821 | 16,433,653 | 97.53 | 2.47 |
| 3 | Public-Non- Institutional | Remote E-Voting | 293,883,854 | 92,816,471 | 31.58 | 92,748,555 | 67,916 | 99.93 | 0.07 |
| | | Poll | | 622,232 | 0.21 | 621,929 | 303 | 99.95 | 0.05 |
| | | Total | | 93,438,703 | 31.79 | 93,370,484 | 68,219 | 99.93 | 0.07 |
| Total | | | 2,113,172,584* | 1,847,603,607 | 87.43 | 1,831,101,735 | 16,501,872 | 99.11 | 0.89 |

* Voting rights are provided on 2,113,073,573 shares

Resolution Item No. 6 - Ordinary Resolution:

Payment of profit-related commission to Non-Executive Independent Directors.

| Sr. No | Promoter/ Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstandin g shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------|--------------------------------------|--------------------|-----------------------------|------------------------|---|-----------------------------|------------------------------|---|---|
| | | | [1] | [2] | [3]=[2]/(1) *100 | [4] | [5] | [6]=[4]/(2) *100 | [7]=[5]/(2) *100 |
| 1 | Promoter and Promoter Group | Remote E-Voting | 1,088,659,430 | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| 2 | Public - Institutional holders | Remote E-Voting | 730,629,300 | 665,994,506 | 91.15 | 658,086,761 | 7,907,745 | 98.81 | 1.19 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 665,994,506 | 91.15 | 658,086,761 | 7,907,745 | 98.81 | 1.19 |
| 3 | Public-Non- Institutional | Remote E-Voting | 293,883,854 | 92,816,096 | 31.58 | 92,743,227 | 72,869 | 99.92 | 0.08 |
| | | Poll | | 622,232 | 0.21 | 621,932 | 300 | 99.95 | 0.05 |
| | | Total | | 93,438,328 | 31.79 | 93,365,159 | 73,169 | 99.92 | 0.08 |
| Total | | | 2,113,172,584* | 1,848,092,264 | 87.46 | 1,840,111,350 | 7,980,914 | 99.57 | 0.43 |

* Voting rights are provided on 2,113,073,573 shares

Resolution Item No. 7 - Ordinary Resolution:

Approval of related party transactions with Housing Development Finance Corporation Limited.

| Sr. No | Promoter/ Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstandin g shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------|--------------------------------------|--------------------|-----------------------------|------------------------|---|-----------------------------|------------------------------|---|---|
| | | | [1] | [2] | [3]=[(2)/(1)] *100 | [4] | [5] | [6]=[(4)/(2)] *100 | [7]=[(5)/(2)] *100 |
| 1 | Promoter and Promoter Group | Remote E-Voting | 1,088,659,430 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| 2 | Public - Institutional holders | Remote E-Voting | 730,629,300 | 666,248,484 | 91.19 | 666,248,484 | 0 | 100.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 666,248,484 | 91.19 | 666,248,484 | 0 | 100.00 | 0.00 |
| 3 | Public-Non- Institutional | Remote E-Voting | 293,883,854 | 87,788,540 | 29.87 | 87,727,590 | 60,950 | 99.93 | 0.07 |
| | | Poll | | 167,828 | 0.06 | 167,828 | 0 | 100.00 | 0.00 |
| | | Total | | 87,956,368 | 29.93 | 87,895,418 | 60,950 | 99.93 | 0.07 |
| Total | | | 2,113,172,584* | 754,204,852 | 35.69 | 754,143,902 | 60,950 | 99.99 | 0.01 |

* Voting rights are provided on 2,113,073,573 shares

Resolution Item No. 8 - Ordinary Resolution:

Approval of related party transactions with HDFC Bank Limited.

| Sr. No | Promoter/ Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstandin g shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------|--------------------------------------|--------------------|-----------------------------|------------------------|---|-----------------------------|------------------------------|---|---|
| | | | [1] | [2] | [3]=[2]/(1) *100 | [4] | [5] | [6]=[4]/(2) *100 | [7]=[5]/(2) *100 |
| 1 | Promoter and Promoter Group | Remote E-Voting | 1,088,659,430 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| 2 | Public - Institutional holders | Remote E-Voting | 730,629,300 | 666,248,484 | 91.19 | 666,248,484 | 0 | 100.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 666,248,484 | 91.19 | 666,248,484 | 0 | 100.00 | 0.00 |
| 3 | Public-Non- Institutional | Remote E-Voting | 293,883,854 | 87,788,501 | 29.87 | 87,726,555 | 61,946 | 99.93 | 0.07 |
| | | Poll | | 167,828 | 0.06 | 167,828 | 0 | 100.00 | 0.00 |
| | | Total | | 87,956,329 | 29.93 | 87,894,383 | 61,946 | 99.93 | 0.07 |
| Total | | | 2,113,172,584* | 754,204,813 | 35.69 | 754,142,867 | 61,946 | 99.99 | 0.01 |

* Voting rights are provided on 2,113,073,573 shares

Resolution Item No. 9 – Ordinary Resolution:

Revision in remuneration of Ms. Vibha Padalkar (DIN: 01682810), Managing Director & Chief Executive Officer.

| Sr. No | Promoter/ Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstandin g shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------|--------------------------------------|--------------------|-----------------------------|------------------------|---|-----------------------------|---------------------------|--|---|
| | | | [1] | [2] | [3]=[2]/(1) *100 | [4] | [5] | [6]=[4]/(2)]*100 | [7]=[5]/(2)]*100 |
| 1 | Promoter and Promoter Group | Remote E-Voting | 1,088,659,430 | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| 2 | Public - Institutional holders | Remote E-Voting | 730,629,300 | 665,983,194 | 91.15 | 651,486,025 | 14,497,169 | 97.82 | 2.18 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 665,983,194 | 91.15 | 651,486,025 | 14,497,169 | 97.82 | 2.18 |
| 3 | Public-Non- Institutional | Remote E-Voting | 293,883,854 | 91,626,323 | 31.18 | 91,566,919 | 59,404 | 99.94 | 0.06 |
| | | Poll | | 622,232 | 0.21 | 622,229 | 3 | 100.00 | 0.00 |
| | | Total | | 92,248,555 | 31.39 | 92,189,148 | 59,407 | 99.94 | 0.06 |
| Total | | | 2,113,172,584* | 1,846,891,179 | 87.40 | 1,832,334,603 | 14,556,576 | 99.21 | 0.79 |

* Voting rights are provided on 2,113,073,573 shares

Resolution Item No. 10 - Ordinary Resolution:

Revision in remuneration of Mr. Suresh Badami (DIN: 08224871), Executive Director.

| Sr. No | Promoter/ Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstandin g shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------|--------------------------------------|--------------------|-----------------------------|------------------------|---|-----------------------------|------------------------------|--|---|
| | | | [1] | [2] | [3]=[(2)/(1)] *100 | [4] | [5] | [6]=[(4)/(2)] *100 | [7]=[(5)/(2)] *100 |
| 1 | Promoter and Promoter Group | Remote E-Voting | 1,088,659,430 | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| 2 | Public - Institutional holders | Remote E-Voting | 730,629,300 | 665,983,194 | 91.15 | 650,624,832 | 15,358,362 | 97.69 | 2.31 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 665,983,194 | 91.15 | 650,624,832 | 15,358,362 | 97.69 | 2.31 |
| 3 | Public-Non- Institutional | Remote E-Voting | 293,883,854 | 92,814,891 | 31.58 | 92,734,190 | 80,701 | 99.91 | 0.09 |
| | | Poll | | 230,265 | 0.08 | 230,262 | 3 | 100.00 | 0.00 |
| | | Total | | 93,045,156 | 31.66 | 92,964,452 | 80,704 | 99.91 | 0.09 |
| Total | | | 2,113,172,584* | 1,847,687,780 | 87.44 | 1,832,248,714 | 15,439,066 | 99.16 | 0.84 |

* Voting rights are provided on 2,113,073,573 shares

H. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the electronic voting facilitated at the AGM.

It is to be noted that:

1. Voting rights on the shares transferred to the 'Investor Education and Protection Fund' are frozen.
2. The votes cast does not include abstained votes.
3. All the aforesaid resolutions were passed with requisite majority.

Thanking you,
Yours faithfully,

**For Makarand M. Joshi & Co.,
Practicing Company Secretaries**

MAKARAND Digitally signed
MADHUSUD by MAKARAND
AN JOSHI MADHUSUDAN
JOSHI

Makarand Joshi
Partner
FCS No. 5533
CP No. 3662
UDIN:F005533D000540628
Place: Mumbai
Date: June 28, 2022

For HDFC Life Insurance Company Limited

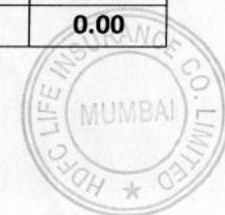
NARENDRA Digitally signed by
GANGAN NARENDRA GANGAN
Date: 2022.06.29
14:12:29 +05'30'

Narendra Gangan
General Counsel
Chief Compliance Officer & Company Secretary
Place: Mumbai

| | |
|---|--|
| Resolution No. | 1 |
| Resolution required: (Ordinary/ Special) | ORDINARY - To 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, 2022, and the Balance Sheet as at that date, together with the reports of the Directors and Auditors thereon (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, 2022 and the Balance Sheet as at that date, together with the report of the Auditors thereon. |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No |

| Sr. No | Promoter/ Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------|--------------------------------|-----------------|--------------------------|----------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | | [1] | [2] | [3]=[(2)/(1)]*100 | [4] | [5] | [6]=[(4)/(2)]*100 | [7]=[(5)/(2)]*100 |
| 1 | Promoter and Promoter Group | Remote E-Voting | 1,088,659,430 | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| 2 | Public - Institutional holders | Remote E-Voting | 730,629,300 | 647,418,803 | 88.61 | 647,418,803 | 0 | 100.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 647,418,803 | 88.61 | 647,418,803 | 0 | 100.00 | 0.00 |
| 3 | Public-Non-Institutional | Remote E-Voting | 293,883,854 | 92,816,685 | 31.58 | 92,780,567 | 36,118 | 99.96 | 0.04 |
| | | Poll | | 622,232 | 0.21 | 622,232 | 0 | 100.00 | 0.00 |
| | | Total | | 93,438,917 | 31.79 | 93,402,799 | 36,118 | 99.96 | 0.04 |
| Total | | | 2,113,172,584* | 1,829,517,150 | 86.58 | 1,829,481,032 | 36,118 | 100.00 | 0.00 |

* Voting rights are provided on 2,113,073,573 shares



| | |
|---|---|
| Resolution No. | 2 |
| Resolution required: (Ordinary/ Special) | ORDINARY - To declare dividend on equity shares for the financial year ended March 31, 2022 |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No |

| Sr. No | Promoter/ Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------|--------------------------------|-----------------|--------------------------|----------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | | [1] | [2] | $[3]=\frac{[2]}{[1]} * 100$ | [4] | [5] | $[6]=\frac{[4]}{[2]} * 100$ | $[7]=\frac{[5]}{[2]} * 100$ |
| 1 | Promoter and Promoter Group | Remote E-Voting | 1,088,659,430 | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| 2 | Public - Institutional holders | Remote E-Voting | 730,629,300 | 666,303,389 | 91.20 | 666,303,389 | 0 | 100.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 666,303,389 | 91.20 | 666,303,389 | 0 | 100.00 | 0.00 |
| 3 | Public-Non-Institutional | Remote E-Voting | 293,883,854 | 92,817,031 | 31.58 | 92,777,964 | 39,067 | 99.96 | 0.04 |
| | | Poll | | 622,232 | 0.21 | 621,932 | 300 | 99.95 | 0.05 |
| | | Total | | 93,439,263 | 31.79 | 93,399,896 | 39,367 | 99.96 | 0.04 |
| Total | | | 2,113,172,584* | 1,848,402,082 | 87.47 | 1,848,362,715 | 39,367 | 100.00 | 0.00 |

* Voting rights are provided on 2,113,073,573 shares



| | |
|---|--|
| Resolution No. | 3 |
| Resolution required: (Ordinary/ Special) | ORDINARY - To appoint a Director in place of Mr Keki M. Mistry, who retires by rotation and, being eligible, offers himself for re-appointment |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No |

| Sr. No | Promoter/ Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------|--------------------------------|-----------------|--------------------------|----------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | | [1] | [2] | [3]=[(2)/(1)] *100 | [4] | [5] | [6]=[(4)/(2)]*100 | [7]=[(5)/(2)] *100 |
| 1 | Promoter and Promoter Group | Remote E-Voting | 1,088,659,430 | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| 2 | Public - Institutional holders | Remote E-Voting | 730,629,300 | 666,248,484 | 91.19 | 562,664,225 | 103,584,259 | 84.45 | 15.55 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 666,248,484 | 91.19 | 562,664,225 | 103,584,259 | 84.45 | 15.55 |
| 3 | Public-Non-Institutional | Remote E-Voting | 293,883,854 | 92,816,490 | 31.58 | 92,774,521 | 41,969 | 99.95 | 0.05 |
| | | Poll | | 622,232 | 0.21 | 621,929 | 303 | 99.95 | 0.05 |
| | | Total | | 93,438,722 | 31.79 | 93,396,450 | 42,272 | 99.95 | 0.05 |
| Total | | | 2,113,172,584* | 1,848,346,636 | 87.47 | 1,744,720,105 | 103,626,531 | 94.39 | 5.61 |

* Voting rights are provided on 2,113,073,573 shares



| | |
|---|--|
| Resolution No. | 4 |
| Resolution required: (Ordinary/ Special) | ORDINARY - Payment of remuneration to Joint Statutory Auditors |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No |

| Sr. No | Promoter/ Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------|--------------------------------|-----------------|--------------------------|----------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | | [1] | [2] | [3]=[(2)/(1)] *100 | [4] | [5] | [6]=[(4)/(2)] *100 | [7]=[(5)/(2)] *100 |
| 1 | Promoter and Promoter Group | Remote E-Voting | 1,088,659,430 | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| 2 | Public - Institutional holders | Remote E-Voting | 730,629,300 | 665,983,194 | 91.15 | 659,751,363 | 6,231,831 | 99.06 | 0.94 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 665,983,194 | 91.15 | 659,751,363 | 6,231,831 | 99.06 | 0.94 |
| 3 | Public-Non-Institutional | Remote E-Voting | 293,883,854 | 92,815,951 | 31.58 | 92,774,610 | 41,341 | 99.96 | 0.04 |
| | | Poll | | 622,232 | 0.21 | 622,229 | 3 | 100.00 | 0.00 |
| | | Total | | 93,438,183 | 31.79 | 93,396,839 | 41,344 | 99.96 | 0.04 |
| Total | | | 2,113,172,584* | 1,848,080,807 | 87.46 | 1,841,807,632 | 6,273,175 | 99.66 | 0.34 |

* Voting rights are provided on 2,113,073,573 shares



| | |
|---|--|
| Resolution No. | 5 |
| Resolution required: (Ordinary/ Special) | SPECIAL - Re-appointment of Mr Ketan Dalal as an Independent Director, for a second term |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No |

| Sr. No | Promoter/ Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------|--------------------------------|-----------------|--------------------------|----------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | | [1] | [2] | [3]=[(2)/(1)] *100 | [4] | [5] | [6]=[(4)/(2)] *100 | [7]=[(5)/(2)] *100 |
| 1 | Promoter and Promoter Group | Remote E-Voting | 1,088,659,430 | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| 2 | Public - Institutional holders | Remote E-Voting | 730,629,300 | 665,505,474 | 91.09 | 649,071,821 | 16,433,653 | 97.53 | 2.47 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 665,505,474 | 91.09 | 649,071,821 | 16,433,653 | 97.53 | 2.47 |
| 3 | Public-Non-Institutional | Remote E-Voting | 293,883,854 | 92,816,471 | 31.58 | 92,748,555 | 67,916 | 99.93 | 0.07 |
| | | Poll | | 622,232 | 0.21 | 621,929 | 303 | 99.95 | 0.05 |
| | | Total | | 93,438,703 | 31.79 | 93,370,484 | 68,219 | 99.93 | 0.07 |
| Total | | | 2,113,172,584* | 1,847,603,607 | 87.43 | 1,831,101,735 | 16,501,872 | 99.11 | 0.89 |

* Voting rights are provided on 2,113,073,573 shares



| | |
|---|--|
| Resolution No. | 6 |
| Resolution required: (Ordinary/ Special) | ORDINARY - Payment of profit-related commission to Non-executive Independent Directors |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No |

| Sr. No | Promoter/ Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------|--------------------------------|-----------------|--------------------------|----------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | | [1] | [2] | [3]=[2]/(1) *100 | [4] | [5] | [6]=[4]/(2) *100 | [7]=[5]/(2) *100 |
| 1 | Promoter and Promoter Group | Remote E-Voting | 1,088,659,430 | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| 2 | Public - Institutional holders | Remote E-Voting | 730,629,300 | 665,994,506 | 91.15 | 658,086,761 | 7,907,745 | 98.81 | 1.19 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 665,994,506 | 91.15 | 658,086,761 | 7,907,745 | 98.81 | 1.19 |
| 3 | Public-Non-Institutional | Remote E-Voting | 293,883,854 | 92,816,096 | 31.58 | 92,743,227 | 72,869 | 99.92 | 0.08 |
| | | Poll | | 622,232 | 0.21 | 621,932 | 300 | 99.95 | 0.05 |
| | | Total | | 93,438,328 | 31.79 | 93,365,159 | 73,169 | 99.92 | 0.08 |
| Total | | | 2,113,172,584* | 1,848,092,264 | 87.46 | 1,840,111,350 | 7,980,914 | 99.57 | 0.43 |

* Voting rights are provided on 2,113,073,573 shares



| | |
|---|---|
| Resolution No. | 7 |
| Resolution required: (Ordinary/ Special) | ORDINARY - Related party transaction with Housing Development Finance Corporation Limited (HDFC Ltd.) |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes |

| Sr. No | Promoter/ Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------|--------------------------------|-----------------|--------------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | | [1] | [2] | [3]=[2]/(1) *100 | [4] | [5] | [6]=[4]/(2) *100 | [7]=[5]/(2) *100 |
| 1 | Promoter and Promoter Group | Remote E-Voting | 1,088,659,430 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| 2 | Public - Institutional holders | Remote E-Voting | 730,629,300 | 666,248,484 | 91.19 | 666,248,484 | 0 | 100.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 666,248,484 | 91.19 | 666,248,484 | 0 | 100.00 | 0.00 |
| 3 | Public-Non-Institutional | Remote E-Voting | 293,883,854 | 87,788,540 | 29.87 | 87,727,590 | 60,950 | 99.93 | 0.07 |
| | | Poll | | 167,828 | 0.06 | 167,828 | 0 | 100.00 | 0.00 |
| | | Total | | 87,956,368 | 29.93 | 87,895,418 | 60,950 | 99.93 | 0.07 |
| Total | | | 2,113,172,584* | 754,204,852 | 35.69 | 754,143,902 | 60,950 | 99.99 | 0.01 |

* Voting rights are provided on 2,113,073,573 shares



| | |
|---|---|
| Resolution No. | 8 |
| Resolution required: (Ordinary/ Special) | ORDINARY - Related party transaction with HDFC Bank Limited |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes |

| Sr. No | Promoter/ Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------|--------------------------------|-----------------|--------------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | | [1] | [2] | [3]=[(2)/(1)] *100 | [4] | [5] | [6]=[(4)/(2)] *100 | [7]=[(5)/(2)] *100 |
| 1 | Promoter and Promoter Group | Remote E-Voting | 1,088,659,430 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| 2 | Public - Institutional holders | Remote E-Voting | 730,629,300 | 666,248,484 | 91.19 | 666,248,484 | 0 | 100.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 666,248,484 | 91.19 | 666,248,484 | 0 | 100.00 | 0.00 |
| 3 | Public-Non-Institutional | Remote E-Voting | 293,883,854 | 87,788,501 | 29.87 | 87,726,555 | 61,946 | 99.93 | 0.07 |
| | | Poll | | 167,828 | 0.06 | 167,828 | 0 | 100.00 | 0.00 |
| | | Total | | 87,956,329 | 29.93 | 87,894,383 | 61,946 | 99.93 | 0.07 |
| Total | | | 2,113,172,584* | 754,204,813 | 35.69 | 754,142,867 | 61,946 | 99.99 | 0.01 |

* Voting rights are provided on 2,113,073,573 shares



| | |
|---|---|
| Resolution No. | 9 |
| Resolution required: (Ordinary/ Special) | ORDINARY - Revision in remuneration of Ms Vibha Padalkar, Managing Director CEO |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No |

| Sr. No | Promoter/ Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------|--------------------------------|-----------------|--------------------------|----------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | | [1] | [2] | [3]=[(2)/(1)]*100 | [4] | [5] | [6]=[(4)/(2)]*100 | [7]=[(5)/(2)]*100 |
| 1 | Promoter and Promoter Group | Remote E-Voting | 1,088,659,430 | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| 2 | Public - Institutional holders | Remote E-Voting | 730,629,300 | 665,983,194 | 91.15 | 651,486,025 | 14,497,169 | 97.82 | 2.18 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 665,983,194 | 91.15 | 651,486,025 | 14,497,169 | 97.82 | 2.18 |
| 3 | Public-Non-Institutional | Remote E-Voting | 293,883,854 | 91,626,323 | 31.18 | 91,566,919 | 59,404 | 99.94 | 0.06 |
| | | Poll | | 622,232 | 0.21 | 622,229 | 3 | 100.00 | 0.00 |
| | | Total | | 92,248,555 | 31.39 | 92,189,148 | 59,407 | 99.94 | 0.06 |
| Total | | | 2,113,172,584* | 1,846,891,179 | 87.40 | 1,832,334,603 | 14,556,576 | 99.21 | 0.79 |

* Voting rights are provided on 2,113,073,573 shares



| | |
|---|---|
| Resolution No. | 10 |
| Resolution required: (Ordinary/ Special) | ORDINARY - Revision in remuneration of Mr Suresh Badami, Executive Director |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No |

| Sr. No | Promoter/ Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------|--------------------------------|-----------------|--------------------------|----------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | | [1] | [2] | [3]=[2]/(1)*100 | [4] | [5] | [6]=[4]/(2)*100 | [7]=[5]/(2)*100 |
| 1 | Promoter and Promoter Group | Remote E-Voting | 1,088,659,430 | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 1,088,659,430 | 100.00 | 1,088,659,430 | 0 | 100.00 | 0.00 |
| 2 | Public - Institutional holders | Remote E-Voting | 730,629,300 | 665,983,194 | 91.15 | 650,624,832 | 15,358,362 | 97.69 | 2.31 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Total | | 665,983,194 | 91.15 | 650,624,832 | 15,358,362 | 97.69 | 2.31 |
| 3 | Public-Non-Institutional | Remote E-Voting | 293,883,854 | 92,814,891 | 31.58 | 92,734,190 | 80,701 | 99.91 | 0.09 |
| | | Poll | | 230,265 | 0.08 | 230,262 | 3 | 100.00 | 0.00 |
| | | Total | | 93,045,156 | 31.66 | 92,964,452 | 80,704 | 99.91 | 0.09 |
| Total | | | 2,113,172,584* | 1,847,687,780 | 87.44 | 1,832,248,714 | 15,439,066 | 99.16 | 0.84 |
| Total | | | 2,113,172,584* | 1,846,891,179 | 87.40 | 1,832,334,603 | 14,556,576 | 99.21 | 0.79 |

* Voting rights are provided on 2,113,073,573 shares

