



SS 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 at the Extra-ordinary General Meeting of Members of HDFC Life Insurance Company Limited held on Wednesday, September, 29, 2021 at 11.00 a.m. (IST) by means of Video Conferencing (VC)/ Other Audio Visual Means (OVAM).

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 September 3, 2021 for the purpose of scrutinizing the remote e-voting and voting through electronic voting system during the Extra-ordinary General Meeting ('EGM') and ascertaining the requisite majority on remote e-voting and voting through electronic voting system during the EGM 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 business contained in the Notice of the EGM of the Company held on Wednesday, September 29, 2021 at 11.00 a.m. (IST) through Video Conferencing (VC) facility / Other Audio Visual Means (OAVM).



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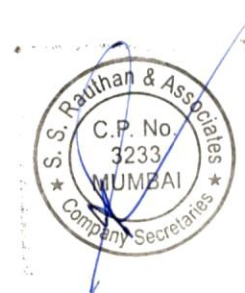
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2. The management of the Company is responsible to ensure the compliance with the requirements of the Act, rules and notifications and SEBI Listing Regulations relating to voting through electronic means on the business set out in the Notice of the EGM. My responsibility as a Scrutinizer for the remote e-voting and electronic voting through VC / OAVM during the EGM is restricted in making a Scrutinizer's Report of the votes cast "FOR" or "AGAINST" the business as set out in the Notice of the EGM, based on the report generated from the electronic voting system provided by KFin Technologies Private Limited ('KFintech'), engaged by the Company to provide remote e-voting and electronic voting facility during the EGM of the Company.

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 item of business to be transacted at the EGM on the website of the Company and KFintech to facilitate its members to cast their vote through e-voting.

 - 3.2 EGM Notice including the Addendum 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 EGM notice i.e. August 27, 2021.

 - 3.3 As prescribed in the Rules and General Circulars issued by the MCA, the Company has published advertisements in newspapers on September 8, 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. Wednesday, September 22, 2021 were entitled to vote on the business as set out in the Notice of the EGM dated September 3, 2021.
- 3.5 The Chairman at the EGM held on Wednesday, September 29, 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 Saturday, September 25, 2021 (9.00 a.m. IST) and concluded on Tuesday, September 28, 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 EGM, the report on remote e-voting was diligently scrutinized.
- 3.8 On completion of remote e-voting and e-voting during the EGM by the members, the voting facility was unblocked. I have scrutinized and reviewed the remote e-voting and e-voting during the EGM 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 EGM is as under:





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Item No.1 - As a Special Resolution:

To issue equity shares on preferential basis to Exide Industries Limited and matters related therewith.

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		
1768482504	1763160840	2220	1763114202	148	46638	99.9974	0.0026	64750	23

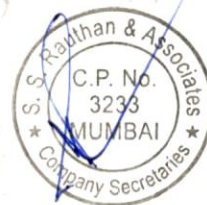
Note: i. Four (4) members voted partly in favour and partly against the resolution.
ii. Votes abstained and less voted are excluded for the purpose of counting valid votes.

4. We observed that :

- 2371 Members had cast their votes through remote e-voting at the EGM.
- 16 Members had cast their votes during the EGM.

5. All the relevant electronic records of remote e-voting and e-voting during the EGM is under my safe custody until the Chairman of the Company considers, approves and signs the minutes of the EGM 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 one (1) Special Resolution as set out under Item No. 1 of the Notice of the EGM dated September 3, 2021 has been passed with the requisite majority.





S. S. Rauthan & Associates

Company Secretaries



CS Surjan Singh Rauthan

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7. You may accordingly declare the result of remote e-voting and e-voting during the EGM.

Thanking you,

Yours faithfully,

For S. S. Rauthan & Associates

Company Secretaries

UIN:S1999MH2026900



Surjan Singh Rauthan

Proprietor

M. No. FCS.-4807 C.O.P. No.:3233

Peer Reviewed Cert. No.434/201

UDIN: F004807C001029688

Place : Mumbai

Date : September 29, 2021

Scrutinizer for Remote e-voting and
e-voting at EGM

Countersigned

Narendra Gangan

**General Counsel, Chief Compliance
Officer & Company Secretary**

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

