



HDFC LIFE INSURANCE COMPANY LIMITED

CIN: L65110MH2000PLC128245

Registered Office: 13th Floor, Lodha Excelus, Apollo Mills Compound,
N M Joshi Marg, Mahalaxmi, Mumbai - 400 011

Tel: 022 6751 6666, Fax: 022 6751 6861

Email: investor.service@hdfclife.com, Website: www.hdfclife.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY-SECOND ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF HDFC LIFE INSURANCE COMPANY LIMITED ("THE COMPANY") WILL BE HELD ON MONDAY, JUNE 27, 2022 AT 3.00 P.M. (IST) THROUGH VIDEO-CONFERENCING ("VC") OR OTHER AUDIO VISUAL MEANS ("OAVM"), TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

- 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, 2022, and the Balance Sheet as at that date, together with the reports of the Directors and Auditors thereon; and
 - 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.
- To declare dividend on equity shares for the financial year ended March 31, 2022.
- 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.
- To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution for payment of remuneration to Joint Statutory Auditors:

"RESOLVED THAT pursuant to the provisions of Section 142 and other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the guidelines issued by the Insurance Regulatory and Development Authority of India, as applicable including any amendments, modifications, variations, or re-enactments thereof and such other applicable provisions, if any, and further to the recommendation of the Audit Committee of the Board, the Company hereby approves the payment of remuneration to M/s Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016) and M/s G.M. Kapadia & Co. Chartered Accountants, (Firm Registration No. 104767W), Joint Statutory Auditors of the Company, of ₹ 57,00,000 (Rupees fifty seven lakh only) each i.e. total remuneration of ₹ 1,14,00,000 (Rupees one crore fourteen lakh only), plus applicable taxes and reimbursement of out of pocket expenses incurred by the Joint Statutory Auditors, on actuals, in connection with the audit of the financial statements of the Company for FY 2022-23 and for subsequent years thereafter until revised."

SPECIAL BUSINESS

- To consider, and if thought fit, to pass the following resolution as a Special Resolution for re-appointment of Mr. Ketan Dalal (DIN: 00003236) as an Independent Director, for a second term:

"RESOLVED THAT pursuant to the provisions of Sections 149(10) and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder, the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments, modifications, variations, or re-enactments thereof and recommendation of the Nomination & Remuneration Committee and the Board, Mr. Ketan Dalal (DIN: 00003236) whose first term of office as an Independent Director ends on July 16, 2022, and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from

July 17, 2022 and that he shall be entitled to receive sitting fees and reimbursed the expenses for attending the Board and Committee meetings, as may be permissible under the law, including profit-related commission to the extent permissible under the Act and the guidelines issued by the Insurance Regulatory and Development Authority of India from time to time."

"RESOLVED FURTHER THAT the Board of Directors (including the Nomination & Remuneration Committee of the Board) be and are hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution."

6. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution for payment of profit-related commission to Non-Executive Independent Directors:

"RESOLVED THAT pursuant to the provisions of Sections 149(9), 197, 198 and other applicable provisions, if any of the Companies Act, 2013 ("Act") and the rules made thereunder including any statutory modification(s) or re-enactment thereof, for the time being in force, the Insurance Act, 1938, the circulars, guidelines, notices or directives by Insurance Regulatory and Development Authority of India (IRDAI) from time to time and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of the Article 84 and other applicable provisions, if any, of the Articles of Association of the Company, and subject to such regulatory provisions/ approvals as may be required and subject to the Company having net profits at the end of each financial year, the Non-Executive Independent Directors of the Company (including the present and future appointees as Independent Directors, if any) be paid profit related commission every year for a period of 5 (five) years, with effect from financial year 2022-23 of an amount as may be determined by the Board/ Nomination & Remuneration Committee of the Board from time to time, subject to an overall ceiling of 1% (one percent) of the net profits of the Company (computed in the manner referred to in Section 198 of the Act) and limits prescribed under IRDAI (Remuneration of Non-executive Directors of Private Sector Insurers) Guidelines, 2016, as amended from time to time."

"RESOLVED FURTHER THAT the above payment of commission being paid to the Non-Executive Independent Directors is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or any of its Committees or any other meetings."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, or Nomination & Remuneration Committee, or any person authorised by the Board, be and is hereby authorised to take all actions and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, including any approval or consent, as may be necessary, and to settle any question, difficulty or doubt that may arise in this regard."

7. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution for approval of related party transactions with Housing Development Finance Corporation Limited:

"RESOLVED THAT pursuant to Section 188 and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including relevant Circulars, and other applicable laws, including any amendments, modifications, variations or re-enactments thereof as may be required and pursuant to approval of the Audit Committee of HDFC Life Insurance Company Limited ("HDFC Life" or "Company") and subject to the Articles of Association of the Company, the members do hereby accord its omnibus approval to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted/ empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for entering into and/ or carrying out and/ or continuing with contracts, arrangements and transactions (whether individually or taken together or series of transactions or otherwise), for the financial year 2022-23 which is valid upto the date of the next annual general meeting of the Company for a period not exceeding fifteen months with Housing Development Finance Corporation Limited ("HDFC Ltd."), being a related party of the Company as per amended SEBI Listing Regulations, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier contracts/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder:

- i. issuance of/ subscription to non-convertible debentures/ any other securities and transactions incidental thereto;
- ii. premium received and insurance policy benefits paid towards groups insurance policies;
- iii. interest Income and redemption/ maturity on investments made through secondary market; and
- iv. any other contracts/ arrangements or transactions including but not limited to reimbursement of expenses and payment of name usage fee and any other transactions as provided in the explanatory statement,

notwithstanding the fact that all such aforementioned transactions during the financial year 2022-23 and upto the date of the next annual general meeting of the Company for a period not exceeding fifteen months, may exceed ₹ 1,000 crore or 10% of the annual consolidated turnover as per the Company's last audited financial statements, whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time, provided however, that the contracts/ arrangements/ transactions shall be carried out at an arm's length basis and in the ordinary course of business of the Company, inter alia as per the details provided herein below:

Name of the related party	Nature of transaction	Estimated spends for FY 2022-23 and upto the date of next AGM [^]
Housing Development Finance Corporation Ltd.	Purchase and sale of securities/ investments	Approximately upto ₹ 1,600 crore
	Others: a) Premium income b) Benefits paid c) Interest income d) Name usage fee	Approximately upto ₹ 750 crore

[^] Less than 10% of the expected revenue of FY 2022-23.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to execution of such transactions and also to delegate all or any of its powers herein conferred to any Committee of the Board and/ or Director(s) and/ or officer(s)/ employee(s) of the Company/ any other person(s) to give effect to the aforesaid resolution."

8. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution for approval of related party transactions with HDFC Bank Limited:

"RESOLVED THAT pursuant to Section 188 and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including relevant Circulars, and other applicable laws, including any amendments, modifications, variations or re-enactments thereof as may be required and pursuant to approval of the Audit Committee of HDFC Life Insurance Company Limited ("HDFC Life" or "Company") and subject to the Articles of Association of the Company, the members do hereby accord its omnibus approval to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted/ empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for entering into and/or carrying out and/ or continuing with contracts, arrangements and transactions (whether individually or taken together or series of transactions or otherwise), for the financial year 2022-23 which is valid upto the date of the next annual general meeting of the Company for a period not exceeding fifteen months with HDFC Bank Limited ("Bank"), being a related party of the Company as per amended SEBI Listing Regulations, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier contracts/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder:

- i. availing of funded and non-funded facilities from the Bank, for which the interest and fee expenses paid to the Bank are consequential to the transactions flowing out of principal transactions in the form of loan, guarantees, cash credit, etc.;
- ii. payment of remuneration for distribution of life insurance products, in accordance with Insurance Regulatory and Development Authority of India (IRDAI) stipulations, in the capacity of the Bank acting as the corporate agent of the Company, in accordance with the rules and regulations prescribed by IRDAI;

- iii. purchase and sale of government securities, treasury bills, etc. on the basis of prevailing market rates/ yields;
- iv. purchase and sale of Non-SLR securities, in accordance with the applicable regulations, on the basis of market determined rates/ yields as may be applicable;
- v. entering into transactions in derivatives and foreign exchange, as per applicable regulations;
- vi. availing Current Account/ Savings Account (CASA) facilities and making payment of service as availed by the Company for banking transactions;
- vii. subscription to the debt securities from platforms commonly accessed by investors;
- viii. various other services, which help the Company in popularising their products and services, as set out in the explanatory statement as availed by the Company;
- ix. premium received and insurance policy benefits paid towards groups insurance policies;
- x. interest Income on investments made through secondary market; and
- xi. any other contracts/ arrangements or transactions as provided in the explanatory statement

notwithstanding the fact that all such aforementioned transactions during the financial year 2022-23 and upto the date of the next annual general meeting of the Company for a period not exceeding fifteen months, whether individually and/ or in aggregate, may exceed ₹ 1,000 crore or 10% of the annual consolidated turnover as per the Company's last audited financial statements, whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time, provided however, that the contracts/ arrangements/ transactions shall be carried out at an arm's length basis and in the ordinary course of business of the Company, inter alia as per the details provided herein below:

Name of the related party	Nature of transaction	Estimated spends for FY 2022-23 and upto the date of next AGM
HDFC Bank Limited	CASA facility	At actuals, since the balances maintained in the current account are for day-to-day business operations, and may vary on a daily basis.
	Funded and non-funded facilities	Intra-day facility squared-off daily
	Others: a) Premium income b) Benefits paid c) Commission d) Interest income e) Bank charges	Approximately upto ₹ 4,000 crore (Less than 10% of the expected revenue of FY 2022-23)

"RESOLVED FURTHER THAT the Board be and is hereby authorised to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to execution of such transactions and also to delegate all or any of its powers herein conferred to any Committee of the Board and/ or Director(s) and/ or officer(s)/ employee(s) of the Company/ any other person(s) to give effect to the aforesaid resolution."

9. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution for revision in remuneration of Ms. Vibha Padalkar (DIN: 01682810), Managing Director & Chief Executive Officer:

"RESOLVED THAT pursuant and subject to the provisions of Section 34A and other applicable provisions, if any, of the Insurance Act, 1938, and applicable provisions of the Companies Act, 2013 and the rules made thereunder ("Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and guidelines issued by the Insurance Regulatory and Development Authority of India ("IRDAI") from time to time, including any amendments, modifications, variations, or re-enactments thereof, applicable provisions of the Articles of Association of the Company, and recommendation of the Nomination & Remuneration Committee ("NRC") and the Board of Directors of the Company, approval of the members be and is hereby accorded for revision in remuneration, subject to approval of IRDAI, of Ms. Vibha Padalkar (DIN: 01682810) as Managing Director & Chief Executive Officer of the Company with effect from April 1, 2022:

Particulars	Amount in ₹ (per annum)
Salary	1,24,88,482
Allowances	2,57,88,714
Retirals	33,51,076

“RESOLVED FURTHER THAT Ms. Vibha Padalkar shall also be entitled to variable performance pay linked to her performance ratings (up to ₹ 4,16,28,272 subject to achieving targets as decided by the NRC/Board of Directors), provident fund, gratuity, insurance benefits, and other non-cash perquisites, and stock options in accordance with the relevant scheme(s) of the Company in this behalf and/ or as approved by the Nomination & Remuneration Committee/ Board of Directors, or any other Committee thereof, and subject to approval of IRDAI, as may be necessary or required.

“RESOLVED FURTHER THAT the Board of Directors of the Company, or NRC or any other Committees thereof, be and is/ are hereby severally authorised from time to time to determine, or revise, or to alter and vary the terms and conditions of appointment, and settle any questions or difficulties that may arise in connection with, or incidental to give effect to the above resolution, on account of any conditions as may be stipulated by IRDAI and/ or any other authority including the amount of remuneration, perquisites, stock options and/or other benefits, as may be agreed with Ms. Vibha Padalkar, and as approved by IRDAI, as applicable.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, or NRC or any Committee thereof be and is/ are hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution, and to settle any question or doubt that may arise in relation thereto.”

10. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution for revision in remuneration of Mr. Suresh Badami (DIN: 08224871), Executive Director:

“RESOLVED THAT pursuant and subject to the provisions of Section 34A and other applicable provisions, if any, of the Insurance Act, 1938, and applicable provisions of the Companies Act, 2013 and the rules made thereunder (“Act”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and guidelines issued by the Insurance Regulatory and Development Authority of India (“IRDAI”) from time to time, including any amendments, modifications, variations, or re-enactments thereof, applicable provisions of the Articles of Association of the Company, and recommendation of the Nomination & Remuneration Committee (“NRC”) and the Board of Directors of the Company, approval of the members be and is hereby accorded for revision in remuneration, subject to approval of IRDAI, of Mr. Suresh Badami (DIN: 08224871) as Executive Director of the Company with effect from April, 1 2022:

Particulars	Amount in ₹ (per annum)
Salary	1,13,42,062
Allowances	2,32,71,358
Retirals	31,93,453

“RESOLVED FURTHER THAT Mr. Suresh Badami shall also be entitled to variable performance pay linked to his performance ratings (up to ₹ 3,78,06,873 subject to achieving targets as decided by the NRC/Board of Directors), provident fund, gratuity, insurance benefits, and other non-cash perquisites, and stock options in accordance with the relevant scheme(s) of the Company in this behalf and/ or as approved by the NRC/Board of Directors, or any other Committee thereof, and subject to approval of IRDAI, as may be necessary or required.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, or NRC or any other Committees thereof, be and is/ are hereby severally authorised from time to time to determine, or revise, or to alter and vary the terms and conditions of appointment, and settle any questions or difficulties that may arise in connection with, or incidental to give effect to the above resolution, on account of any conditions as may be stipulated by IRDAI and/ or any other authority including the amount of remuneration, perquisites, stock options and/or other benefits, as may be agreed with Mr. Suresh Badami, and as approved by IRDAI, as applicable.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, or NRC or any Committee thereof be and is/ are hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution, and to settle any question or doubt that may arise in relation thereto.”

By Order of the Board of Directors

**Sd/-
Narendra Gangan
General Counsel, Chief Compliance Officer
& Company Secretary
ACS 11770**

Place: Mumbai
Date: May 31, 2022

Registered Office:

13th Floor, Lodha Excelus,
Apollo Mills Compound,
N M Joshi Marg, Mahalaxmi,
Mumbai - 400 011

Notes:

1. The Company believes that Annual General Meeting (“AGM”) is a forum which provides to the shareholders an opportunity to interact with the Board of Directors (“the Board”) and its Senior Management team. However, in view of the Covid-19 pandemic and pursuant to the Circular No. 21/2021 dated December 14, 2021, which is in continuation of Ministry’s General Circular No. 20/2020 dated May 5, 2020 read with Circular No. 14/ 2020 dated April 8, 2020 and Circular No. 17/ 2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021 and General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 3/2022 dated May 05, 2022 (collectively referred to as “MCA Circulars”) and other relevant Circulars issued by the Ministry of Corporate Affairs (“MCA”) and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and other relevant Circulars issued by the Securities and Exchange Board of India (“SEBI”) and in compliance with the provisions of the Companies Act, 2013 (“Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company has decided to hold its 22nd AGM through Video-conference (“VC”) or other audio visual means (“OAVM”) (hereinafter referred to as “electronic means”) i.e. without the physical presence of the members. The deemed venue for the 22nd AGM shall be the registered Office of the Company.
2. The relevant explanatory statement pursuant to Section 102 of the Act read with relevant rules setting out the material facts and reasons in respect of the special business specified under Item Nos. 5 - 10 of this Notice, is annexed herewith.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM WILL BE HELD THROUGH ELECTRONIC MEANS, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP INCLUDING ROUTE MAP IS NOT ANNEXED TO THIS NOTICE.**
4. Members may note that the Board, in its meeting held on April 26, 2022 has recommended a final dividend of ₹ 1.70/- per equity share of face value of ₹ 10 each for the financial year ended March 31, 2022. The Record Date for the purpose of final dividend will be Wednesday, June 1, 2022. The final dividend, once approved by the members in the 22nd AGM will be paid on or before July 26, 2022, electronically, through various online transfer modes to those members who have updated their bank account details or through any other permissible mode.

For members who have not updated their bank account details, the demand drafts/ warrants, etc. will be sent to their registered addresses. Further, to avoid delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialised mode) and with the Company’s Registrar and Transfer Agent (“RTA”) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.

- Pursuant to Finance Act 2020, dividend income is taxable in the hands of the shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to the shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. Members are therefore requested to update their PAN with the DP (if shares are held in electronic form) and the Company's RTA (if shares are held in physical form).

A resident individual shareholder with PAN and who is not liable to pay income tax were required to submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading documents online at <https://ris.kfintech.com/form15/default.aspx> or email the duly signed scan copy to einward.ris@kfintech.com on or before June 1, 2022. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders including Foreign Institutional Investors (FIIs)/ Foreign Portfolio Investors (FPIs) can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment, Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the members were informed to submit the above mentioned documents by accessing the link at <https://ris.kfintech.com/form15/default.aspx> or email the duly signed scan copy to einward.ris@kfintech.com on or before June 1, 2022.

For further details and formats of declaration, please refer to the Company's website at <https://www.hdfclife.com/about-us/investor-relations>.

- Institutional Investors, who are members of the Company and corporate members intending to attend the AGM through VC or OAVM and to vote thereat through remote e-voting are requested to send a certified copy of the Board resolution/ Letter of Authorisation/Power of Attorney to the Scrutiniser by e-mail at scrutinisers@mmjc.in with a copy marked to evoting@kfintech.com.
- In case of joint holders, a member whose name appears as the first holder in the order of their names as per the Register of Members will be entitled to cast vote at the AGM.
- Members holding shares in physical form are requested to note that in terms of Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities.

In view of the above and in order to eliminate risks associated with physical transfer of securities, members holding equity shares of the Company in physical form are requested to consider converting their holdings to dematerialised form.

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, mobile/ phone numbers, PAN, mandates, nominations and bank details etc., to their Depository Participants ("DPs") in case shares are held by them in electronic form and to KFin Technologies Limited (Formerly KFin Technologies Private Limited) ("KFintech") in Form ISR-1, in case shares are held by them in physical form.

- To support 'Green Initiative', the shareholders who have not registered their email-id are requested to register the same with their DPs in case shares are held in dematerialised form and with KFintech in case shares are held in physical form, which could help the Company for sending paperless communication in future. The Company has also made available an email-id registration facility to its members through KFintech, for the purpose of receiving all the communications including notice of meetings and Annual Report, etc. in electronic mode. Members are requested to access the given link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> to register their email address.
- In compliance with the regulatory provisions, the Annual Report of the Company for FY 2021-22 along with the notice of the 22nd AGM has been sent electronically only to those shareholders who have registered their e-mail address with their DPs/ RTA/ the Company, as applicable, upto the cut-off date i.e. Friday, May 27, 2022. The same is also hosted on the Company's website www.hdfclife.com and also on the website of the stock exchanges viz., www.bseindia.com and www.nseindia.com. The relevant details are also hosted on the website of the remote e-voting service provider viz., KFintech at <https://evoting.kfintech.com>.

11. All documents referred to in this Notice and the explanatory statement along with statutory records and registers/ returns including 'Register of Directors and Key Managerial Personnel and their shareholding', maintained under Section 170 of the Act, as required to be kept open for inspection under the Act, shall be made available for inspection by the members at the Registered Office of the Company during business hours except Saturday, Sunday and National Holiday from the date hereof up to the date of this AGM.
12. A Certificate from Secretarial Auditors of the Company, certifying that the Company's Employee Stock Option Scheme(s) were implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in accordance with the resolutions passed by the members, will be made available for inspection at the AGM.
13. Members seeking any statutory information or any other matter/ documents/ registers, etc. in connection with the 22nd AGM of the Company, may please send a request to the Company via email at investor.service@hdfclife.com.
14. The voting rights of the members shall be in proportion to their shareholding in the Company as on the cut-off date for e-voting i.e. Monday, June 20, 2022.

Any person/ entity, acquires shares of the Company and becomes a member after sending notice of this AGM and holding shares of the Company as on cut-off date for e-voting i.e. Monday, June 20, 2022, can refer to this notice and remote e-voting instructions, hosted on the Company's website at <https://www.hdfclife.com/about-us/Investor-Relations>.

15. Pursuant to Section 152 and other applicable provisions of the Act, only the Non-Independent Directors would be reckoned for the purpose of retirement by rotation. Accordingly, the Company has determined Mr. Keki M. Mistry (DIN: 00008886), Non-Executive Director, as retiring by rotation, and being eligible, offers himself for re-appointment.

The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment/ re-appointment at this AGM are annexed to this notice.

16. As per the provisions of Section 72 of the Act, the facility for registration of nomination is available for the members in respect of the shares held by them.

Further, member desires to opt out / cancel the nomination and to record a fresh nomination, requested to submit Form ISR-3 (in case of shares are held in physical form) or SH-14 (in case of shares are held in electronic mode).

17. SEBI has mandated listed companies to issue securities in dematerialized form only, while processing service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates / folios; and transmission and transposition. In this regards, members are requested to make request in Form ISR - 4. It may be noted that any service request can be processed only after the folio is KYC Compliant.

18. Members are requested to note that dividend(s) if not encashed for a consecutive period of 7 (seven) years from the date of transfer to Unpaid Dividend Account, are liable to be transferred to the Investor Education and Protection Fund ("IEPF") in terms of Section 124 of the Act and the relevant rules made thereunder. The shares in respect of such unclaimed dividend(s) are also liable to be transferred to the demat account of the IEPF Authority in compliance with the applicable provisions of the Act and the rules made thereunder. In view of this, members are requested to claim their dividend(s) declared by the Company in the past, within the stipulated timeline.

For more details on unclaimed dividend(s), please refer to Corporate Governance Report, forming part of the Annual Report for FY 2021-22.

19. Members who are entitled to participate in this AGM can attend the same and view the proceedings through, by accessing the e-voting website of Kfintech at <https://emeetings.kfintech.com> using secured login credentials.
20. Members, who are holding shares of the Company as of the cut-off date for e-voting i.e. Monday, June 20, 2022, can also cast their votes during the AGM using e-voting facility, if not cast the same during the remote e-voting period mentioned below.
21. In order to increase the efficiency of the e-voting process, SEBI vide its Circular SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, had decided to enable e-voting to all the demat account holders by way of a single login credential through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

VOTING BY ELECTRONIC MEANS i.e. REMOTE E-VOTING/ E-VOTING DURING THE AGM:

1. In compliance with Regulation 44 of the SEBI Listing Regulations and Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014, including any amendments therein, the Company is providing to its members the facility to cast their votes electronically, through e-voting service provider viz., KFintech, on all the businesses/ resolutions set forth in this Notice. Members are requested to take note of the key points related to e-voting for this AGM mentioned below:

The remote e-voting period will commence at 9.00 a.m. (IST) on Wednesday, June 22, 2022, and ends at 5.00 p.m. (IST) on Sunday, June 26, 2022.

2. During the aforesaid period, members holding shares either in dematerialised form or in physical form, as on the cut-off date for e-voting i.e. Monday, June 20, 2022, may cast their votes electronically through remote e-voting facility. The remote e-voting module shall be disabled by KFintech for voting immediately after 5.00 pm (IST) on Sunday, June 26, 2022. Members, who have not cast their votes during aforementioned dates, may cast their votes through e-voting platform made available during the AGM.
3. Once the member has cast his/ her vote on resolutions set forth in the AGM notice through remote e-voting, he/ she/ it shall not be allowed to change it subsequently or cast the vote again.
4. All the members including Institutional Investors are requested to attend the AGM and cast their votes electronically i.e. by using e-voting platform made available by the Company.
5. Members who do not have the User ID/ Password for e-voting or have forgotten the User ID/ Password may retrieve the same by following the steps given under remote e-voting instructions annexed to this Notice.
6. The Company has appointed Mr. Makarand M. Joshi and in his absence Mrs. Kumudini Bhalerao, Partners of M/s. Makarand M. Joshi & Co., Practising Company Secretaries, as 'Scrutinizer', to scrutinise the remote e-voting process including e-voting held at the AGM in a fair and transparent manner. The Scrutiniser shall within 2 working days from the conclusion of the AGM, make a consolidated Scrutiniser's Report of the total votes casted in favour or against, if any, and hand it over to the Chairman or a person authorised by him. The Chairman or a person authorised by him shall declare the voting results within permissible time.
7. The e-voting results along with the Scrutiniser's Report shall be hosted on the Company's website <https://www.hdfclife.com/about-us/investor-relations> and website of KFintech <https://evoting.kfintech.com>, immediately after declaration and submission of the same to the Stock Exchanges.

INSTRUCTIONS FOR ATTENDING THE AGM ELECTRONICALLY ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM, electronically, through video conference platform or watch the live web-cast made available by KFintech. For accessing the same, members may visit the e-voting website of KFintech i.e. <https://emeetings.kfintech.com> under shareholders/ members login by using secure login credentials. The link for attending the AGM electronically will be available under shareholder/ members login where Electronic Voting Event Number ('EVEN') i.e. 6598 and the name of the Company can be selected.
2. For better experience, members are requested to join the meeting using updated versions of the Google Chrome (preferred browser) or other browsers such as Mozilla Firefox/ Internet Explorer/ Microsoft Edge/ Safari, etc.
3. Members are requested to grant access to the web-cam to enable two-way video conferencing and are advised to use stable Wi-Fi or LAN connection to ensure smooth participation at the AGM. Participants may experience audio/ video loss due to fluctuation in their respective networks.
4. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending request from their registered email addresses mentioning name, DP/ Client ID or Folio No., PAN and Mobile number at investor.service@hdfclife.com from Wednesday, June 22, 2022 (9:00 am. IST) upto Saturday, June 25, 2022 (5:00 pm. IST).

Alternatively, members may register themselves as a speaker, during the remote e-voting period, by clicking 'Speaker Registration' tab available on the e-voting website of KFinTech <https://emeetings.kfintech.com>. The Company reserves the right to restrict the number of speakers to those, who have done the prior-registration during the remote e-voting period, depending on the availability of time at the AGM.

5. Members who may wish to express their views or ask questions at the AGM, may visit <https://emeetings.kfintech.com> and click on the Tab "Post Your Queries Here" to post their queries in the window provided, by mentioning their name and demat account number. Members may note that depending upon the availability of time, questions may be answered during the meeting or responses will be shared separately after the AGM.
6. Facility for attending the AGM through electronic means (VC/ OAVM) shall be made available 15 minutes before the scheduled time for the AGM and will be available for maximum 3,000 members, at a time, on first come first serve basis and shall not be closed until the expiry of at least 15 minutes after such scheduled time of the AGM.
7. Members attending the AGM electronically shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Members who have cast their votes through remote e-voting module prior to the AGM may attend/ participate in the AGM to be held electronically, but shall not be entitled to cast their votes again.
9. For any assistance required in terms of using video conference facility for the AGM or in respect of e-voting, members may contact KFinTech, RTA of the Company on the contact details mentioned below:

Ms. Krishna Priya M, Senior Manager - Corporate Registry
KFin Technologies Limited

(Formerly KFin Technologies Private Limited)
Unit: HDFC Life Insurance Company Limited
Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad - 500 032
Contact No.: 040-6716 2222
Toll Free No.: 1-800-3094-001
E-mail: evoting@kfintech.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102(1) of the Companies Act, 2013, the following statement sets out all the material facts relating to the special business mentioned under item no. 5 to 10 of this Notice. Explanation to ordinary business set out under item no. 4 is provided on a voluntary basis.

Item No. 4

Based on the recommendation of the Audit Committee, it is proposed to pay remuneration of ₹ 57,00,000 (Rupees fifty seven lakh only) each to Joint Statutory Auditors, i.e. total remuneration of ₹ 1,14,00,000 (Rupees one crore fourteen lakh only) (same as of previous year) plus applicable taxes and reimbursement of out of pocket expenses, on actuals, incurred by them in connection with the audit of the accounts of the Company for the FY 2022-23 and for subsequent years thereafter until revised.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors ("Board") recommends passing of the Ordinary Resolution, as set out at item no. 4 of this Notice, for approval of the members.

Item No. 5

Mr. Ketan Dalal was appointed as an Independent Director on the Board of the Company with effect from July 17, 2017, for the first term of five consecutive years in accordance with the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions. His current term as an Independent Director of the Company ends on July 16, 2022.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five (5) consecutive years on the Board of the Company, and shall be eligible for re-appointment on passing of a special resolution by the Company. Further, Section 149(11) of the Act provides that an Independent Director may hold office for up to two consecutive terms.

The Nomination & Remuneration Committee ("NRC"), has recommended re-appointment of Mr. Ketan Dalal, as an Independent Director for a second term of 5 (five) consecutive years. Based on the recommendation of the NRC, and considering the skills, background, experience, knowledge and contributions made by Mr. Ketan Dalal over the years as an Independent Director of the Company and on the basis of the report of performance evaluation, the Board believes that his continued association as an Independent Director would be of immense benefit to the Company. Therefore, it is proposed to re-appoint Mr. Ketan Dalal as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a second term of 5 (five) consecutive years with effect from July 17, 2022.

Mr. Ketan Dalal has provided his consent to act as Director and declaration of independence certifying that he meets all the criteria of independence as prescribed under the Act, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and is not disqualified from being re-appointed as a director in terms of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority. In the opinion of the Board, he has fulfilled the conditions for re-appointment as an Independent Director and is independent of the management.

Mr. Ketan Dalal will be entitled to receive the sitting fees for attending meetings of the Board and various Committees thereof, and also profit-related commission as may be permitted in accordance with the Act, SEBI Listing Regulations and Insurance Regulatory and Development Authority of India (IRDAI) guidelines. In addition, he will be paid travelling expenses including airfare, hotel stay and car on rental basis for attending the meetings of the Board and such other expenses as are allowed to be reimbursed as per the provisions of the Act and any other applicable laws.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a member proposing the candidature of Mr. Ketan Dalal for the office of Independent Director.

The brief profile of Mr. Ketan Dalal, in terms of Regulation 36 of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is annexed to this Notice.

A copy of the draft letter of appointment, setting out the terms and conditions of his appointment is available for inspection by the members at the Registered Office of the Company during business hours on any working day, subject to restrictions, if any, that may be imposed by local authorities on account of the pandemic.

As on March 31, 2022, Mr. Ketan Dalal does not hold any equity shares of the Company, including on a beneficial basis for any other person and is not related to any of the Directors or Key Managerial Personnel of the Company.

Mr. Ketan Dalal and his relatives are interested in the resolution at item no. 5. None of the other Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends passing of the special resolution, as set out at item no. 5 of this Notice, for approval of the members.

Item No. 6

The Insurance Regulatory and Development Authority of India (Remuneration of Non-Executive Directors of Private Sector Insurers) Guidelines, 2016 ("IRDAI guidelines") issued on August 5, 2016 enabled payment of profit-related commission to Non-Executive Directors of insurance companies subject to the approval of the Board and members of the Company.

The Board of Directors at their meeting held on April 26, 2022, approved the payment of profit-related commission to Non-Executive Independent Directors of the Company.

Approval of the members is sought subject to availability of net profits at the end of each financial year for payment of profit-related commission every year for a period of 5 (five) consecutive years, with effect from FY 2022-23 for an amount as may be determined by the Board/ Nomination & Remuneration Committee of the Board from time to time. The total commission payable collectively to all the Non-Executive Independent Directors (including the present and future appointees as Independent Directors, if any) shall be within the limits as prescribed under Section 197 of the Companies Act, 2013 ("the Act") and shall not exceed 1% (one percent) of the net profits of the Company computed in accordance with the manner laid down in Section 198 of the Act and limits prescribed under IRDAI guidelines.

According to the provisions of the Section 197 of the Act and Regulation 17(6)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all fees/ compensation payable to Independent Directors, except sitting fees for attending meetings of the Board or Committees thereof, shall require prior approval of the members of the Company.

The members at the 18th AGM of the Company held on July 20, 2018 had approved the payment of Commission to the Non-Executive Independent Directors of the Company, for term of 5 (five) consecutive years from FY 2017-18 to 2021-22, subject to availability of net profits for each of the financial year. The said commission will be in addition to fees payable to the Non-Executive Independent Directors for attending the meetings of the Board or Committees thereof and reimbursement of expenses for participation in the Board and Committee meetings.

The Board, accordingly, recommends passing of the Ordinary Resolution as set out at item no. 6 of this Notice, for the approval of the Members.

The Non-Executive Independent Directors and their relatives are deemed to be concerned or interested in the resolution at item no. 6. None of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 7

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ("SEBI Listing Regulations"), effective April 1, 2022, mandates prior approval of the members by means of an Ordinary Resolution for all material related party transactions and subsequent material modifications, even if, such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

Details of the proposed transactions with Housing Development Finance Corporation Ltd ("HDFC Ltd."), one of the promoters and related party of the Company are as follows:

Subscribing to debt securities

HDFC Ltd. may issue debt securities like non-convertible debentures, for availing funds for business of their company, on platforms commonly accessed by investors (including the Company), pursuant to which the securities are allotted to the interested investors in accordance with provisions of applicable laws and offer letter; and payment of interest on such securities uniformly to all investors. The value of transactions proposed in the financial year 2022-23 cannot be ascertained as it is subject to the issuance of securities by HDFC Ltd. and the Company bidding for the debt securities proposed to be issued by HDFC Ltd. The Company would bid for such facilities only if, the Company finds this favorable and in accordance with its investment policy and applicable laws.

Other transactions, fees, charges etc.

- Payments for and receipts from transactions including a) Premium income; b) Benefits paid; c) Interest income; and d) Name usage fee, as the case maybe, would predictably upto ₹ 750 crore.
- Premium received and insurance policy benefits paid is at actuals, as per the terms and conditions of the products and the scale of business.
- Interest income on same will be in line with the coupon rate for the instruments held/ purchased.
- Payment towards name usage fee:

'HDFC' is a very prestigious and strong name/ brand owned by HDFC Ltd. HDFC Ltd has arrangements with group companies to allow the use of 'HDFC' brand name. The rate charged by HDFC Ltd. for the usage of their brand name is a negotiated rate and is on arms length basis.

In the financial year 2022-23 and upto the date of the next annual general meeting of the Company for a period not exceeding fifteen months, the aforementioned transactions, in the aggregate, are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the members is sought for all such contracts/ arrangements/ transactions to be undertaken (whether individually or taken together or series of transactions or otherwise), whether by way of continuation/ extension/ renewal/ modification of earlier arrangements/ transactions or as fresh and independent transaction(s) or otherwise, in the financial year 2022-23. The above transactions are in the ordinary course of business of the Company and on an arm's length basis and as such are exempt from the provisions of Section 188(1) of the Companies Act, 2013 and the rules made thereunder, however, for abundant caution, approval of members under the said Section 188 and rules thereunder is also being sought.

In view of the above, the Company proposes to obtain prior omnibus approval of the members for granting authority to the Board of the Company (which shall be deemed to include any Committee(s) constituted/ empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to carryout/ continue with such arrangements and transactions as specified in the resolution or as mentioned above (whether individually or taken together or series of transactions or otherwise) with HDFC Ltd., being a related party, whether by way of renewal(s) or extension(s) or modification(s) of earlier arrangements/ transactions or as fresh and independent transaction(s) or otherwise notwithstanding the fact that all such transactions entered into during the financial year 2022-23 upto the date of the next annual general meeting of the Company for a period not exceeding fifteen months, whether individually or in aggregate may exceed materiality threshold as stated above.

The Audit Committee in its meeting held on April 26, 2022, as per Regulation 23(3) of the SEBI Listing Regulations, as clarified and/or amended from time to time, has granted its omnibus approval for the related party transactions proposed to be entered into by the Company with HDFC Ltd. during the financial year 2022-23, including as stated in the resolution and explanatory statement. The Audit Committee has further noted that the said transactions with HDFC Ltd. are on arm's length basis and in the ordinary course of the Company's business. The management has provided the Audit Committee with a description of the transactions including material terms and basis of pricing.

Accordingly, the Board recommends passing of the Ordinary Resolution contained in the item no. 7 of this Notice.

Mr. Deepak S Parekh, Mr. Keki M Mistry and Ms. Renu Sud Karnad, being Directors on the Board of the Company as well as on the Board of HDFC Ltd., and their relatives are interested in the above resolution. None of the other Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding in HDFC Ltd. and the Company, are concerned/ interested in the above resolution.

HDFC Ltd., one of the promoters of the Company holds 47.81% stake in the Company as on March 31, 2022.

Members may please note that in terms of the provisions of the SEBI Listing Regulations, related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote on the resolution under item no. 7 of this Notice.

Item No. 8

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 (SEBI Listing Regulations), effective April 1, 2022, mandates prior approval of the members by means of an ordinary resolution for all material related party transactions and subsequent material modifications, even if, such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company had on March 3, 2022 circulated postal ballot notice for seeking prior approval of the members of the Company on "Related Party Transactions with HDFC Bank Limited" ("HDFC Bank" or "Bank"). The said proposal was approved by members on April 02, 2022. However, SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022, clarified that in case of omnibus approval for material related party transactions is obtained from the shareholders in mode other than AGM, validity of such omnibus approvals shall not exceed one year. Accordingly, in line with the said SEBI Circular, the said resolution is being placed again for the approval of members, so as to extend validity of shareholders approval for this resolution until the next annual general meeting of the Company for a period not exceeding fifteen months to be held in FY 2023-24.

Details of the proposed transactions with HDFC Bank, being a promoter group entity and related party of the Company are as follows:

Funded and Non-funded facilities

Funded and Non-funded facilities are being availed from the Bank as would be done from any other bank providing such facilities. Whenever the Company chooses to avail such facility, it would do so only if the rates, terms and conditions are comparable to the terms and conditions of any other banking institution. Type of facility and the term and tenure of the transaction, in each case, depends on the requirements of the Company. The interest and fee expense paid to the Bank are consequential transactions flowing out of principal transactions in the form of loan, guarantees, cash credit etc. Therefore, the quantum of the transaction depends on the value of the principal transaction. These funded and non-funded facilities include intra-day facilities which are squared off daily. HDFC Bank is one of the leading banks in India offering wide range of banking facilities, hence the said transaction is in interest of the Company.

Payment of remuneration for distribution of life insurance products (Commission)

HDFC Bank is a certified composite corporate agent with IRDAI, in accordance with the regulatory limits/ stipulations and respective agreements have been entered into with such insurers including the Company. The Company pays HDFC Bank, remuneration for sale/ renewal of such insurance policies and distribution of life insurance products in accordance with IRDAI stipulations. Since HDFC Bank helps in distribution of policies of the Company, like other corporate agents, the said transaction is in the interest of the Company.

Purchase and sale of government securities, Non-SLR securities, etc.

HDFC Bank is a registered primary dealer and transacts in SLR securities such as government securities, treasury bill and/or SDL like any other primary dealer bank. Like any other customer, the Company avails this product from HDFC Bank. The rates and yields are always market determined investments and are done in accordance with investment policy of the Company.

Investment in Non-SLR securities by the Company is in accordance with investment policy of the Company. Accordingly, the Company deals in Non-SLR investments, including purchase/ sale of Non-SLR Investments from HDFC Bank. The transactions are in furtherance of the business activities and are thus in the interest of the Company.

Forex and derivatives transactions

Like any other authorised dealer, HDFC Bank is also an authorized dealer and deals in foreign exchange and derivatives and these products are offered by the Bank to all its customers including the Company. The Company may avail such facilities from HDFC Bank and other banks as well, as per applicable regulations, depending on the need and rate offered. The transactions are in furtherance of the business activities and are thus in the interest of the Company.

Availing Current Account/ Savings Account (CASA) facilities and payment of service charges for banking transactions, etc.

The Company avails current account and other banking facilities from HDFC Bank. Given that bank balance in the current account and bank charges for such other banking facilities arise out of normal banking activities, the maximum value of the transaction cannot be ascertained by the Company. Maintaining current account and payment of bank charges to HDFC Bank are in furtherance of the Company's financial and investment related activities and are in the interest of the Company.

Subscribing to debt securities

HDFC Bank may issue debt securities like non-convertible debentures, for availing funds for business of the Bank, on platforms commonly accessed by investors (including the Company), pursuant to which the securities are allotted to interested investors in accordance with provisions of applicable laws and offer letter; and payment of interest on such securities uniformly to all investors. The value of transactions proposed in the financial year 2022-23 cannot be ascertained as it is subject to the Bank issuing securities and the Company bidding for the debt securities proposed to be issued by the Bank. The Company would bid for such facilities only if, the Company finds this favorable and in accordance with its investment policy.

Various other services availed from the Bank

Various other services are also being availed by the Company from the Bank which helps in popularising products and services of the Company, for which the Company makes payment to the Bank. These are in the interest of the Company.

Premium received and insurance policy benefits paid

At actuals, as per the terms and conditions of the products and the scale of business.

Other transactions, fees, charges etc.

There are other contracts/ transactions/ arrangements with HDFC Bank inter-alia in the nature of fees, commissions, brokerage, premium, any other income/ expense and other activities undertaken in pursuance of depository participant, custodian services and investment banking etc., in the ordinary course of Company's business.

Interest income on the same will be in line with the coupon rate for the instruments held/ purchased.

Payments for and receipts from transactions including a) Premium income; b) Benefits paid c) Commission; d) Interest income; e) popularising products and services of the Company; and f) Bank charges, as the case maybe, would predictably upto ₹ 4,000 crore.

In the financial year 2022-23 upto the date of the next annual general meeting of the Company for a period not exceeding fifteen months, these transactions, in the aggregate, are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the members is being sought for all such contracts/ arrangements/ transactions to be undertaken (whether individually or taken together or series of transactions or otherwise), whether by way of continuation/ extension/ renewal/ modification of earlier arrangements/ transactions or as fresh and independent transaction(s) or otherwise, in the financial year 2022-23 and upto the date of the next annual general meeting of the Company for a period not exceeding fifteen months. The above transactions are in the ordinary course of business of the Company and on an arm's length basis and as such are exempt from the provisions of Section 188(1) of the Companies Act, 2013 and the rules made thereunder, however, for abundant caution, approval of members under the said Section 188 and rules thereunder is also being sought.

In view of the above, the Company proposes to obtain prior approval of the members for granting authority to the Board of the Company (which term shall be deemed to include any Committee(s) constituted/ empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to carryout/ continue with such arrangements and transactions as specified in the resolution or as mentioned above (whether individually or taken together or series of transactions or otherwise) with the Company, being a related party, whether by way of renewal(s) or extension(s) or modification(s) of earlier arrangements/ transactions or as fresh and independent transaction(s) or otherwise notwithstanding the fact that all such transactions entered into during the financial year 2022-23 upto the date of the next annual general meeting of the Company for a period not exceeding fifteen months, whether individually or in aggregate may exceed materiality threshold as stated above.

The Audit Committee in its meeting held on April 26, 2022, as per Regulation 23(3) of the SEBI Listing Regulations, as clarified and/or amended from time to time, has granted its omnibus approval for the related party transactions proposed

to be entered into by the Company with HDFC Bank during the financial year 2022-23, including as stated in the resolution and explanatory statement. The Audit Committee has further noted that the said transactions with the Bank are on arm's length basis and in the ordinary course of the Company's business. The management has provided the Audit Committee with a description of the transactions including material terms and basis of pricing.

Accordingly, the Board recommends passing of the Ordinary Resolution contained in the item no. 8 of this notice.

Mrs. Renu Sud Karnad, being a Director on the Board of the Company as well as on the Board of HDFC Bank, and her relatives are interested in the above resolution. None of the other Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding in HDFC Bank and the Company, are concerned/ interested in the above resolution.

Housing Development Finance Corporation Limited, one of the promoters of the Company holds 21% stake in HDFC Bank as on March 31, 2022.

Members may please note that in terms of the provisions of the SEBI Listing Regulations, related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote on the resolution under item no. 8 of this notice.

Item No. 9 and 10

Ms. Vibha Padalkar was re-appointed as the Managing Director & Chief Executive Officer (MD & CEO) of the Company w.e.f. September 12, 2021; and Mr. Suresh Badami was re-appointed as the Executive Director (ED) of the Company w.e.f. September 17, 2021, in accordance with the consent of the members obtained at the 21st AGM of the Company held on July 19, 2021, and approval of Insurance Regulatory and Development Authority of India ("IRDAI") in terms of Section 34A of the Insurance Act, 1938. Except as mentioned herein below the terms and conditions of appointment of Ms. Vibha Padalkar and Mr. Suresh Badami, as mentioned in the notice convening 21st AGM of the Company held on July 19, 2021, remain unchanged.

The Board, at its meeting held on April 26, 2022, based on the recommendation of Nomination & Remuneration Committee of the Board ("NRC"), approved revision in remuneration, as part of usual annual compensation review, payable to Ms. Vibha Padalkar and Mr. Suresh Badami with effect from April 1, 2022 along with, variable performance pay for FY 2022-23 subject to approval of members and IRDAI, keeping in view the performance achieved by the Company, and Ms. Vibha Padalkar's and Mr. Suresh Badami's performance and contributions.

The salary payable is commensurate with the performance of the Company, which is in accordance with the remuneration policy, and is reviewed every year by the NRC. The Committee based on the performance and growth of the Company and various other factors, decides on annual increment.

Ms. Vibha Padalkar and Mr. Suresh Badami shall be entitled to perquisites which includes Car, Club membership and such other perquisites as may be approved by the Board of Directors or NRC, from time to time, subject to an overall ceiling of their annual salary. The valuation of perquisites will be as per the Income Tax Rules, 1962, in cases where the same is otherwise not possible to be valued.

The allowances include house rent allowance, leave travel allowance, contributions to provident fund, NPS, superannuation fund and all other benefits as are applicable to the Executive Directors and/or senior employees of the Company including but not limited to gratuity, encashment of leave as per the Company's policies and as approved by the Board of Directors and/or Nomination & Remuneration Committee of the Board, from time to time.

Ms. Vibha Padalkar and Mr. Suresh Badami would be eligible for stock options under Employee Stock Option Scheme(s) as may be approved by the Board of Directors and/or NRC from time to time subject to approval of IRDAI.

Performance bonus to MD & CEO and ED will be subject to achieving of targets by them as may be decided by the NRC and/or the Board. Performance bonus for FY 2022-23 will be paid in accordance with the IRDAI Remuneration of Non-executive Directors of Private Sector Insurers) Guidelines, 2016, which includes remuneration of Non-Executive Directors and Managing Director/ Chief Executive Officer/ Whole-time Directors and pursuant to Remuneration Policy of the Company. It may be noted that the variable pay for performance (i.e. performance bonus) payable for FY 2022-23 is subject to the individual and the Company meeting the performance expectations. If the same constitutes 50% or more of the aggregate pay then appropriate portion of such variable pay shall be deferred over a period of not less than three years.

It may be noted that the Company, being an Indian insurance company in terms of the Insurance Act, 1938 (including amendments thereunder), the provisions relating to remuneration, including amendment thereof, of Managing Director / Whole-time Directors are regulated by the said Act, the guidelines on Corporate Governance for Insurance Companies and the guidelines on remuneration of Non-Executive Directors and Managing Director/ Chief Executive Officer/ Whole-time Directors of Insurers issued by IRDAI.

Thus, the revision in remuneration is also subject to the prior approval of IRDAI under Section 34A of the Insurance Act, 1938.

No stock options were granted to Ms. Vibha Padalkar and Mr. Suresh Badami during financial year 2021-22.

Additional information in respect of Ms. Vibha Padalkar and Mr. Suresh Badami, pursuant to the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is annexed to this Notice.

Ms. Vibha Padalkar and Mr. Suresh Badami and their relatives are interested in resolution No. 9 and 10, respectively. None of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolutions.

Ms. Vibha Padalkar and Mr. Suresh Badami are not related to any Director or Key Managerial Personnel of the Company.

The Board, accordingly, recommends passing of the Ordinary Resolutions as set out at Item Nos. 9 and 10 of this notice, for the approval of the members.

By Order of the Board of Directors

**Sd/-
Narendra Gangan
General Counsel, Chief Compliance Officer
& Company Secretary
ACS 11770**

Place: Mumbai
Date: May 31, 2022

Registered Office:
13th Floor, Lodha Excelus,
Apollo Mills Compound,
N M Joshi Marg, Mahalaxmi,
Mumbai - 400 011

Additional information about Directors pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2, issued by the Institute of Company Secretaries of India.

Name of the Director	Mr. Keki M. Mistry (DIN: 00008886)
Age	68 years
Nationality	Indian
Date of Appointment	December 12, 2000
Shareholding in the Company	11,28,000
Qualification	Fellow of the Institute of Chartered Accountants of India
Expertise in specific functional area	Finance, accountancy, audit, economics, consumer behaviour, sales & marketing, corporate governance, risk management and strategic thinking
Brief Resume	Mr. Mistry is the Vice Chairman & Chief Executive Officer of our Promoter company, i.e. Housing Development Finance Corporation Limited. He is currently the Chairman of CII National Council on Corporate Governance and a member of Primary Markets Advisory Committee set up by the Securities and Exchange Board of India (SEBI). He was also a member of the Committee of Corporate Governance set up by SEBI. He is Director on the Boards of several other prominent companies, including HDFC Group companies. He has vast experience in housing finance, real estate and infrastructure sector
Terms and conditions of appointment / re-appointment	Non-Executive Director, liable to retire by rotation
Remuneration sought to be paid	Sitting fee for attending the meetings of the Board of Directors and Committees thereof
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	i) Housing Development Finance Corporation Limited ii) HDFC ERGO General Insurance Company Limited iii) HDFC Asset Management Company Limited iv) Torrent Power Limited v) Tata Consultancy Services Limited
Memberships/ Chairmanships of committees of other companies	i) HDFC ERGO General Insurance Company Limited Member of the Audit Committee ii) HDFC Asset Management Company Limited Member of the Audit Committee iii) Torrent Power Limited Member of the Audit Committee iv) Tata Consultancy Services Limited Chairman of the Audit Committee v) Tata Consultancy Services Limited Member of the Stakeholders' Relationship Committee
Listed entities from which the person has resigned in the past three years	i) HDFC Bank Limited

Name of the Director	Mr. Ketan Dalal (DIN : 00003236)
Age	65 years
Nationality	Indian
Date of Appointment	July 17, 2017
Shareholding in the Company	Nil
Qualification	Fellow of the Institute of Chartered Accountants of India
Expertise in specific functional area	Accountancy & Finance, Insurance, Strategy and Corporate Planning, Business Management, Governance, Risk Management etc.
Brief Resume	Mr. Ketan Dalal is a fellow member of the Institute of Chartered Accountants of India, having qualified in 1981. In 1997, he (along with 3 other professionals) founded RSM, an Indian Tax practice, which merged into PwC in April 2007. Thereafter he founded a boutique structuring and tax firm, Katalyst Advisors. He was a member of the 'Working Group on Non-resident taxation formed by Ministry of Finance in 2003. He is a member of the Managing Committee and a member of the Direct Tax Committee of IMC. He has been a member of several SEBI Committees including SEBI's High Powered Advisory Committee on consent orders and compounding, and Group of experts to advise SEBI on matters relating to Financial Sector Legislative Reforms Commission.

Name of the Director	Mr. Ketan Dalal (DIN : 00003236)
Terms and conditions of appointment/ re-appointment	To be re-appointed as an Independent Director, for a second term of five (5) consecutive years with effect from July 17, 2022, not liable to retire by rotation
Remuneration sought to be paid	Sitting fee for attending the meetings of the Board of Directors and Committees thereof and profit-related commission
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	i) Zensar Technologies Limited ii) Eternis Fine Chemicals Limited
Memberships/ Chairmanships of committees of other companies	i) Zensar Technologies Limited Member of the Audit Committee ii) Eternis Fine Chemicals Limited Chairman of the Audit Committee
Listed entities from which the person has resigned in the past three years	None
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As per the Nomination and Remuneration Policy following are the skills/ expertise/ competencies required in the context of the Company's business: <ul style="list-style-type: none"> • Industry Knowledge / Experience • Technical Skills / Experience • Governance Competencies Mr. Ketan Dalal fulfills the above mentioned skills/ expertise/ competencies required in the context of the Company's business.

Name of the Director	Ms. Vibha Padalkar (DIN: 01682810)
Age	54 years
Nationality	Indian
Date of Appointment	September 12, 2018 as Managing Director & CEO
Shareholding in the Company	11,88,172
Qualification	Qualified as a member of the Institute of Chartered Accountants of England and Wales in 1992 and the Institute of Chartered Accountants of India
Expertise in specific functional area	Business Management, Finance
Brief Resume	Ms. Vibha Padalkar is the Managing Director & CEO of the Company since September 12, 2018. Ms. Padalkar joined HDFC Life in August 2008. Prior to joining HDFC Life, she has worked in varied sectors such as global Business Process Management, global FMCG and in an international audit firm. Ms. Padalkar has been felicitated twice by the Institute of Chartered Accountants of India and several times by Business Today as being amongst the 'Top 30 most powerful women in business'. Ms. Padalkar also serves as an Independent Director on the Board of Tata Power and is the Chairperson of its Risk Management Committee. Ms. Padalkar qualified as a member of the Institute of Chartered Accountants of England and Wales in 1992. She is also a member of the Institute of Chartered Accountants of India
Terms and conditions of appointment / re-appointment	Please refer resolution and explanatory statement pertaining to Item No. 9
Remuneration sought to be paid	Please refer resolution and explanatory statement pertaining to Item No. 9
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	i) HDFC Pension Management Company Limited ii) HDFC Investments Limited iii) The Tata Power Company Limited
Memberships/ Chairmanships of committees of other companies	i) HDFC Pension Management Company Limited Member of the Audit Committee ii) HDFC Investments Limited Chairperson of the Audit Committee iii) The Tata Power Company Limited Member of the Audit Committee
Listed entities from which the person has resigned in the past three years	None

Name of the Director	Mr. Suresh Badami (DIN: 08224871)
Age	51 years
Nationality	Indian
Date of Appointment	September 17, 2018
Shareholding in the Company	3,91,967
Qualification	B.Sc. from Bangalore University and a Post Graduate Diploma in Management from Xavier Institute of Management, Bhubaneswar
Expertise in specific functional area	Managing the sales and distribution function across the Company as Chief Distribution Officer
Brief Resume	Mr. Suresh Badami is the Executive Director of the Company since September 12, 2018. Mr. Badami joined HDFC Life in October 2013 and is the Chief Distribution Officer of the Company. Prior to joining HDFC Life, he was associated with Dunlop India Limited, ICI India Limited, Cogensis Networks Private Limited, Max Ateev Limited and ICICI Bank Limited. Mr. Badami holds a Bachelor's degree in Science from Bangalore University and a Post Graduate Diploma in Management from Xavier Institute of Management, Bhubaneswar.
Terms and conditions of appointment / re-appointment	Please refer resolution and explanatory statement pertaining to Item No. 10
Remuneration sought to be paid	Please refer resolution and explanatory statement pertaining to Item No. 10
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Nil
Memberships/ Chairmanships of committees of other companies	Nil
Listed entities from which the person has resigned in the past three years	None

For other details, such as number of meetings of the Board/ Committees of the Board attended during the year and remuneration drawn in respect of the above Directors, please refer the Report on Corporate Governance, forms part of the Annual Report.

None of the Directors and Key Managerial Personnel are related to each other.

HDFC LIFE INSURANCE COMPANY LIMITED
INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING AT AGM

As per SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Members are advised to update their mobile number and email-id in their demat accounts in order to access e-voting facility.

INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE

Type of shareholders	Login method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the Bank. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-voting service providers i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on the Bank's name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on the Bank's name or e-voting service provider's name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/ CDSL depository site after successful authentication, wherein you can see e-voting feature. Click on the Bank's name or e-voting service provider's name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period

Important Note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forgot Password option available at above mentioned website.

For technical Assistance:

Members facing any technical issue in login can contact the respective helpdesk by sending a request on the email id's or contact on the phone no's provided below:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Email : helpdesk.evoting@cDSLindia.com Contact No. : 022- 23058738/ 22-23058542-43
Individual Shareholders holding securities in Demat mode with NSDL	Email : evoting@nsdl.co.in Toll free no. : 1800 1020 990/ 1800 22 44 30

INSTRUCTIONS FOR INSTITUTIONAL MEMBERS HOLDING SHARES IN DEMAT MODE AND MEMBERS HOLDING SHARES IN PHYSICAL FORM:

- Initial password is provided in the body of the email.
- Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with M/s KFin Technologies Limited for e-voting, you can use your existing User ID and password for casting your votes.
- After entering the details appropriately, click on LOGIN.
- You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (09) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the EVENT i.e. HDFC Life Insurance Company Ltd.
- On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR' / 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/ or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat account.
- Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- Corporate/ institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/ JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory (ies) who is/ are authorised to vote, to the Scrutinizer through e-mail at scrutinisers@mmjc.in with a copy marked to evoting@kfintech.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CLIENT EVENT No. - 6598'.

ANY MEMBER WHO HAS FORGOTTEN THE USER ID AND PASSWORD, MAY OBTAIN/ GENERATE/ RETRIEVE THE SAME FROM KFINTECH IN THE MANNER AS MENTIONED BELOW:

- a) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399
Example for NSDL : MYEPWD <SPACE> IN12345612345678
Example for CDSL : MYEPWD <SPACE> 1402345612345678
Example for Physical: MYEPWD <SPACE> XXXX123456789
- b) If e-mail address or mobile number of the member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate password.
- c) Member may send an e-mail request to einward.ris@kfintech.com EVEN. After due verification of the request, User ID and password will be sent to the member.
- d) If the member is already registered with KFinTech's e-voting platform, then he/ she/ it can use his/her/its existing password for logging-in.

In case of any query on e-voting, members may refer to the "Help" and "FAQs" sections/ E-voting user manual available through a dropdown menu in the "Downloads" section of KFinTech's website for e-voting: <https://evoting.kfintech.com> or contact KFinTech as per the details given below :

**Ms. Krishna Priya M, Senior Manager - Corporate Registry
KFin Technologies Limited**

(Formerly KFin Technologies Private Limited)
Unit: HDFC Life Insurance Company Limited
Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad - 500 032
Contact No.: 040-6716 2222
Toll Free No.: 1-800-3094-001
E-mail: evoting@kfintech.com