



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

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Wednesday, October 28, 2026 at 09:00 a.m. IST	Thursday, November 26, 2026 at 5:00 p.m. IST

Dear Member(s),

NOTICE is hereby given that pursuant to Sections 108 and 110 of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), Secretarial Standard-2 on General Meetings ("the SS-2") issued by the Institute of Company Secretaries of India and any other applicable provisions of the Act, any other statutes, rules, regulations, guidelines, notifications, circulars and clarifications issued by the Ministry of Corporate Affairs ("MCA"), for holding general meetings / conducting postal ballot process by voting through electronic means (remote e-voting) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 3/2025 dated September 22, 2025 ("MCA Circulars"), and any other regulatory authorities, from time to time, the resolution as set out hereunder is proposed for approval of the members of HDFC Life Insurance Company Limited ("Company") as an ordinary resolution by way of postal ballot only through remote e-voting.

SPECIAL BUSINESS

1. Establishment/ setting-up of International Financial Services Centre Insurance Office, a foreign branch of the Company, at Gujarat International Finance Tec-City (GIFT), IFSC

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Insurance Regulatory and Development Authority of India (Protection of Policyholders' Interests, Operations and Allied Matters of Insurers) Regulations, 2024; and other applicable provisions of the notifications, circulars and regulations issued by the Insurance Regulatory and Development Authority of India ("IRDAI") from time to time, the International Financial Services Centres Authority (Registration of Insurance Business) Regulations, 2021, including

any amendments, modifications, variations, or re-enactments thereof and such other statutory or regulatory provisions as may be applicable and the approval of the Board of Directors ("**Board**"), consent of the members be and is hereby accorded for the establishment, setting-up and supporting the operations of an International Financial Services Centre ("**IFSC**") Insurance Office ("**IIO**") of the Company, at Gujarat International Finance Tec-City (GIFT), IFSC, classified as foreign branch office, for undertaking permitted insurance business and related activities.

"RESOLVED FURTHER THAT the Board (including any Committee thereof), be and is hereby authorised to take all necessary steps for setting-up the IIO, including filing applications, seeking approvals/permissions, finalising and executing necessary documents, making regulatory submissions, and completing all formalities required by IRDAI, IFSCA, and any other statutory/regulatory authorities.

"RESOLVED FURTHER THAT the Board (including any Committee thereof) and/ or the Company Secretary, 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 above resolutions."

By Order of the Board of Directors

Sd/-

Nagesh Pai

Company Secretary & Compliance Officer

ACS 18993

Place: Mumbai

Date: October 15, 2026

Registered Office:

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

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act read with Section 110 of the Act and Rule 22 of the Rules, setting out the material facts and reasons for the proposed resolution, is annexed herein below and forms a part of the Notice.
2. The Company is sending this postal ballot notice only through e-mail to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories as on **October 23, 2026 ("the Cut-Off Date")** who have registered their e-mail addresses with the Depository Participant (DP)/ Registrar and Share Transfer Agent. The hard copy of this notice along with postal ballot forms and pre-paid business envelope will not be sent to the members in accordance with the applicable MCA Circulars. Accordingly, the communication of the assent or dissent of the Members shall take place through remote e-voting only. A person who is not a Member as on the cut-off Date should treat this Notice for information purposes only.

3. The postal ballot notice is hosted on the Company's website i.e. www.hdfclife.com, and on the websites of the Stock Exchanges viz., www.nseindia.com and www.bseindia.com. The relevant details are also hosted on the website of the remote e-voting service provider viz., KFin Technologies Limited ("KFintech") at <https://evoting.kfintech.com>.
4. The Company has appointed Mr Vaibhav Dandawate (ACS 51538), failing, Ms Deepti Kulkarni (ACS 34733), Partners of M/s Makarand M. Joshi & Co., Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner.
5. Members who have not registered their e-mail address so far are requested to register their e-mail address with DP/RTA for receiving all the communications including Annual Reports, Notices, etc. in electronic mode. Shareholders holding shares in physical form are requested to furnish their email addresses and mobile numbers to the Company's RTA – KFintech.
6. 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. October 23, 2026.
7. In case of joint holders, the Member whose name appears higher in the order of names as per the Register of Members will be entitled to vote.
8. The remote e-voting facility will be available during the following period:

Commencement of e-voting period	Wednesday, October 28, 2026 at 09:00 a.m. IST
End of e-voting period	Thursday, November 26, 2026 at 5:00 p.m. IST

The Remote e-Voting module shall be disabled by KFintech thereafter, and voting shall not be allowed beyond 5:00 p.m. IST on November 26, 2026.

9. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Thursday, November 26, 2026, which is the last date specified for receipt of votes through the remote e-Voting.
10. 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 at <https://evoting.kfintech.com>, immediately after declaration and submission of the same to the Stock Exchanges.
11. In compliance with the circulars issued by MCA and the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules, other applicable provisions of the Act and the rules framed thereunder, and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Members can cast their votes on the resolution listed out in the Notice through remote e-voting only. The detailed procedure for remote e-voting is listed below. The Company has engaged the services of KFintech for facilitating remote e-voting to enable the Members to cast their votes electronically.

Instructions for e-voting

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In accordance with the circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, issued by SEBI on 'e-Voting facility provided by Listed Companies', individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and Email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. 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. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.2. 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 company. 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, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on www.cdslindia.com home page. 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"> <li data-bbox="503 212 1459 600">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="503 642 1459 1062">2. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see eVoting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="503 1104 1459 1251">3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="503 1293 1459 1755">4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 held 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="503 1797 1459 1902">5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” by scanning the QR code mentioned below for seamless voting experience.

	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div>   </div>
Individual shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 180021-09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000, 1800 1020 990

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. 10284'

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:

Mr Anil Dalvi

KFin Technologies 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 (“THE ACT”)

As required under Section 102(1) of the Companies Act, 2013 (“the Act”), the following explanatory statement sets out all the material facts relating to the special business mentioned under Item No. 1 of this notice.

Item No. 1

The Gujarat International Finance Tec-City (“GIFT City”) in Gandhinagar, Gujarat, houses India’s first International Financial Services Centre (“IFSC”), located within a multi-services Special Economic Zone (“SEZ”). Indian and foreign entities are permitted to establish and operate IFSC Insurance Offices (“IIO”) from GIFT City upon obtaining the requisite approvals. IIOs are able to transact in freely convertible foreign currencies with offshore markets while being situated within the territorial borders of India.

The Board of Directors of the Company (the “Board”) accorded its in-principle approval for setting-up an IIO under the aegis of the Company at GIFT City. Thereafter, the Board *inter alia*: (a) approved the establishment and operation of the IIO by the Company, subject to approval of the members, IFSCA, IRDAI and other authorities; (b) undertook, on behalf of the Company, to meet all liabilities arising out of the life insurance business of the IIO and to ensure compliance with the assigned capital, solvency and other requirements specified by IFSCA; (c) approved the appointment of the Principal Officer and the Officers in charge of Underwriting and Finance of the IIO, and the reporting structure of such officials, subject to regulatory approvals; (d) authorised the execution of the Bond-cum-Legal Undertaking under the Special Economic Zones Act, 2005; and (e) authorised an application to be made to IRDAI for a no-objection certificate for the establishment of the IIO.

The proposal aligns with the Company’s strategic objective of expanding its presence in international financial services and leveraging the opportunities available within the IFSC ecosystem and offer foreign currency denominated products permissible under applicable regulations. The establishment of the IIO will enable the Company to offer foreign currency denominated life insurance and investment-linked products to non-resident Indians and non-residents.

Pursuant to IRDAI (Protection of Policyholders’ Interests, Operations and Allied Matters of Insurers) Regulations, 2024, the Board has also noted that the Company is required to obtain the approval of the Members for the matters set out in Item No. 1, and that the implementation of the IIO is subject to the approvals referred to above.

The Board considers the establishment of the IIO to be in the best interests of the Company and its Members, and accordingly recommends the Ordinary Resolution set out at Item No. 1 of this notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this notice, except to the extent of their respective shareholding, if any, in the Company.

By Order of the Board of Directors

Sd/-

Nagesh Pai

Company Secretary & Compliance Officer

ACS 18993

Place: Mumbai

Date: October 15, 2026

Registered Office:

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