



Company Secretaries

88 Surjan Singh Rauthan B.Com., F.C.S.

SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To, The Chairman

HDFC Life Insurance Company Limited

C.P. No. 3233

MUMBAI

CELEBRATING

(Formerly known as HDFC Standard Life Insurance Company Limited) (CIN:L65110MH2000PLC128245) 13th Floor, Lodha Excelus, Apollo Mills Compound, N.M. Joshi Marg, Mahalaxmi, Mumbai-400 011.

Dear Sir,

- I, Surjan Singh Rauthan (C.P.3233), Practicing Company Secretary, Proprietor of M/s S. S. Rauthan & Associates, Company Secretaries(UIN:S1999MH2026900), has been appointed as a Scrutinizer by the Board of Directors of HDFC Life Insurance Company Limited (Formerly known as HDFC Standard Life Insurance Company Limited) (herein after referred as "the Company") at its meeting held on April 27, 2020 for the purpose of scrutinizing the remote e-Voting and voting through electronic voting system during the Annual General Meeting ('AGM') and ascertaining the requisite majority on remote e-Voting and voting through electronic voting system during the Annual General Meeting carried out as per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') on the businesses contained in the Notice of the 20th Annual General Meeting. (AGM) of the Company held on Tuesday, July 21, 2020 at 3:00 PM IST through two-way Video Conferencing (VC) facility / Other Audio Visual Means (OAVM) facility.
- The management of the Company is responsible to ensure the compliance with the 2. requirements of the Companies Act, 2013 ("The Act"), Rules and notifications relating to voting through electronic means and SEBI Listing Regulations on the businesses set out in the Notice of the 20th Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the remote e-Voting and electronic voting through Video authan & 4

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avjivan Commercial Premises Co-op. Soc. Ltd., Lamington Road, Mumbai - 400 008. Tel.: +91-22-2301 2626 • Telefax.: 91-22-2309 1275 • Mob.: +91-99874 45899 / 84528 65509 E-mail: ssrauthan@ssrgroupindia.in / ssrassociates@gmail.com • Website: www.ssrgroupindia.in





Company Secretaries

Surjan Singh Rauthan B.Com., F.C.S.

Conferencing ("VC") / Other Audio Visual Means ("OAVM") during the AGM is restricted in making a Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the businesses set out in the Notice, based on the report generated from the electronic voting system provided by KFin Technologies Private Limited ('KFintech') (formerly known as Karvy Fintech Private Limited), engaged by the Company to provide e-voting (remote e-voting) and the electronic voting (e-voting) during the 20th AGM of the Company held on Tuesday, July 21, 2020 at 3:00 PM IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facilities.

- 3. Further to above, I submit my report as under:
 - 3.1 The Company has provided the e-voting facility through KFin Technologies Private Limited ('KFintech')The Company had uploaded Notice of 20th AGM and the Annual Report for the FY 2020 on its website and also on the website of KFintech https://evoting.karvy.com. to facilitate its members to cast their vote through e-voting.
 - 3.2 The Annual Report along with the AGM Notice was sent electronically only to those Members who had registered their email addresses with the Depository Participants / Registrar and Share Transfer Agent (RTAs) i.e. KFintech upto the cut-off date for sending the AGM notice i.e. June 19, 2020
 - 3.3 As prescribed in the Rules and General Circulars issued by the MCA, the Company has also published advertisements in newspapers on June 17, 2020 and June 27, 2020 in "Business Standard", (in English) and in "Sakal" (in Marathi) and it carried all required information as specified in the said rules and notifications.
 - 3.4 The Members of the Company as on the "Cut-off" date i.e. Friday, July 10, 2020 were entitled to vote on the businesses (item nos. 1 to 4) as set out in the Notice of the 20th AGM.

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- 3.5 The Chairman at the 20th AGM, held on Tuesday, July 21, 2020 through two-way Video Conference (VC) / Other Audio Visual Means (OAVM) announced that Members who have not exercised their votes through remote e-Voting may, if they wish to, exercise their votes through e-voting system provided during the meeting.
- 3.6 The remote e-voting commenced from Friday, July 17, 2020 (9.00 a.m. IST) and concluded on Monday, July 20, 2020 (5.00 p.m. IST) and the KFintech e-voting platform was blocked thereafter.
- 3.7 After the closure of the remote e-voting, the voting platform was kept opened during the AGM, the report on remote e-voting was diligently scrutinized.
- 3.8 The votes cast under remote e-voting facility were thereafter unblocked. I have scrutinized and reviewed the remote e-voting details and votes tendered therein based on the data downloaded from the KFintech e-voting system.
- 3.9 My consolidated report on the results of voting through remote e-voting and e-voting during the AGM is as under:

Item No.1 - As an Ordinary Resolution:

(a) 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, 2020 and the Balance Sheet as at that date, together with the reports of the Directors', , and Auditors thereon.

(b) To receive, consider and adopt the Audited Consolidated Revenue

Account, Profit and Loss Account and Receipts and Payments Account of

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Company Secretaries

Surjan Singh Rauthan B.Com., F.C.S.

the Company for the financial year ended March 31, 2020 and the Balance Sheet as at that date, together with the Reports of the Auditors thereon.

No. of Equity Shares held	No. valid votes cast	No. of members	No. of votes in Favour	No. of members voted	No. of votes	% of vo	otes	No. of votes invalid/	No. of member
		voted in Favour		Against	Agains t	In Favour	Against	abstained	abstaine d
1766880688	1743090256	1283	1743089714	16	542	100.0000	0.0000	18864937	19

Note: i. Four (4) members voted partly in favour and partly against the resolution.

ii. Votes abstained and less voted are excluded for the purpose of counting valid votes.

Item No.2 - As an Ordinary Resolution:

To appoint a Director in place of Ms. Renu Sud Karnad (DIN: 00008064) who retires by rotation and, being eligible, offers herself for re-appointment.

No. of Equity Shares held	No. valid votes cast	No. of member	No. of votes in Favour	No. of member	No. of votes in	% of v	otes	No. of votes invalid/	No. of members abstained
		s voted in Favour		s voted Against	Against	In Favour	Agains t	abstained	abstanieu
1766880688	1730127185	1041	1660975236	241	69151949	96.0031	3.9969	31730721	39

Note: i. Seven (7) members voted partly in favour and partly against the resolution.

ii. Votes abstained and less voted are excluded for the purpose of counting valid votes.

Item No.3 - As an Ordinary Resolution:

Payment of remuneration to M/s Price Waterhouse Chartered Accountants LLP, (Firm Registration No.012754N/N500016) and M/s G. M. Kapadia & Co, (Firm Registration No.104767W) Joint Statutory Auditors of the Company.

No. of Equity Shares held	No. valid votes cast	No. of members	No. of votes in Favour	No. of member	No. of votes in	% of v	rotes	No. of votes invalid/	No. of members abstained
		voted in Favour		s voted Against	Against	In Favour	Against	abstained	
1766880688	1761126461	1284	1761125071	26	1390	99.9999	0.0001	828729	10
	•					•			

C.P. No.
3233
* MUMBAI

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CELEBRATING th ANNIVERSARY

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Company Secretaries

Surjan Singh Rauthan B.Com., F.C.S.

Note: i. Six (6) members voted partly in favour and partly against the resolution.

ii. Votes abstained and less voted are excluded for the purpose of counting valid votes.

Item No.4 - As an Ordinary Resolution:

Appointment of Ms. Stephanie Bruce (DIN: 08594969) as Non-Executive Nominee Director.

No. of Equity Shares held	No. valid votes cast	No. of members voted in	No. of votes in Favour	No. of members voted	No. of votes in Against	% of	votes	No. of votes invalid/	No. of members abstained
		Favour		Against	Against	In Favour	Against	abstained	abstanied
1766880688	1746616964	1186	1720501216	106	26115748	98.5048	1.4952	15338225	29

Note: i. Seven (7) members voted partly in favour and partly against the resolution.

ii. Votes abstained and less voted are excluded for the purpose of counting valid votes.

We observed that :

- a) 1267 Members had cast their votes through remote e-voting
- b) 47 Members had cast their votes during the AGM.
- 5. All the relevant records of e-voting is under my safe custody until the Chairman of the Company considers, approves and signs the minutes of the 20th AGM and the same shall be handed over thereafter to the Company Secretary of the Company for safe keeping.
- 6. Based on the aforesaid results, we report that 4 Ordinary Resolutions as set out under Item Nos. 1 to 4 of the Notice of the 20th AGM dated June 25, 2020 have been passed with the requisite majority.



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Company Secretaries

Surjan Singh Rauthan B.Com., F.C.S.

Place: Mumbai

Date: July 22, 2020

7. You may accordingly declare the result of remote e-voting and e-voting during the 20th AGM

Thanking you,

Yours faithfully,

For S. S. Rauthan & Associates

Company Secretaries UIN:\$1999MH2026900

C.P. No. 3233 * MUMBAI

Surjan Singh Rauthan

Proprietor

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

Peer Reviewed Cert. No.434/2016

UDIN: F004807B000482504

Scrutinizer for Remote e-voting and

e-voting at 20th AGM

Countersigned

Mr. Narendra Gangan

EVP, Company Secretary &

Head - Compliance & Legal



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of SEBI LODR S S RAUTHAN & ASSOCIATES, Company Secretaries

Consolidated Voting Result (i.e. Remote e-voting and e-voting during the 20th Annual General Meeting) of HDFC Life Insurance Company Ltd. In accordance with Regulation 44(3)

	HDFC LIFE INSURANCE COMPANY LIMITED
Date of the AGM/EGM	21-07-2020
olders on record date	565836
No. of shareholders present in the meeting either in person or through proxy:	
	Not applicable
Public:	Not applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	1
Public:	204

18864937	. 0	0.0000	100.0000	542	1,74,30,89,714	86.3269	1,74,30,90,256	2,01,91,73,024	Total	
974	0	0.0127	99.9873	542	42,70,463	2.4257	42,71,005		Total	
0	0	0.0000	0.0000	0	0	0.0000	0		applicable)	Public- Non Institutions
								1/,60,/3,862	Postal Ballot (if	
0	0	0.0000	100.0000	0	1,55,698	0.0884	1,55,698	17 60 73 063	e-Voting (VC/OAVM)	
974	0	0.0131	99.9869	542	41,14,765	2.3373	41,15,307		Remote E-Voting	
18863963	0	0.0000	100.0000	0	51,89,93,283	83.269	51,89,93,283		Total	
0	0	0.0000	0.0000	0	0	0.0000	0		applicable)	Public- Institutions
								04,34,7,4,4	Postal Ballot (if	
0	0	0.0000	0.0000	0	0	0.0000	0	62 32 73 194	e-Voting (VC/OAVM)	
1,88,63,963	0	0.0000	100.0000	0	51,89,93,283	83.2690	51,89,93,283		Remote E-Voting	
0	0	0.0000	100.0000	0	1,21,98,25,968	100.0000	1,21,98,25,968		Total	
0	0	0.0000	0.0000	0	0	0.0000	0		applicable)	Promoter and Promoter Group
								1,41,00,40,000	Postal Ballot (if	
0	0	0.0000	0.0000	0	0	0.0000	0	1 21 98 25 968	e-Voting (VC/OAVM)	
0	0	0.0000	100.0000	0	1,21,98,25,968	100.0000	1,21,98,25,968		Remote E-Voting	
Votes Abstained		(6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100 Votes Invalid	(6)=[(4)/(2)]*100	against (5)		(3)=[(2)/(1)]* 100 favour (4)	polled (2)	held (1)	Mode of Voting	Category
		polled	polled	No. of Votes -	es – in	shares	No. of votes	No. of shares		
850		against on votes	favour on votes			on outstanding				
		% of Votes	% of Votes in			% of Votes Polled		2		
									No	group are interested in the
										Whether promoter/ promoter
ne Balance Sheet as	rch 31, 2020 and th	Account of the Company for the financial year ended March 31, 2020 and the Balance Sheet as	pany for the financ	Account of the Com	ipts and Payments A	Account and Recei	ınt, Profit and Loss e Auditors thereor	dated Revenue Accou	b) The Audited Consolidated Revenue Account, Profit and Loss Account and Receipts and Payments at that date, together with the Reports of the Auditors thereon.	
			and	d Auditors thereon	of the Directors an	er with the reports	t that date, togeth	ne Balance Sheet as a	March 31, 2020, and the Balance Sheet as at that date, together with the reports of the Directors and Auditors thereon and	
		l year ended	any for the financia	count of the Compa	s and Payments Ac	ccount and Receipt	t, Profit and Loss A	one Revenue Account	a) The Audited Standalone Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the financial year ended	Resolution required: Ordinary
								don+	1	Resolution No.

For S. S. Rauthan & Associates Company Secretaries,

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



S S RAUTHAN & ASSOCIATES, Company Secretaries

of SEBI LODR Consolidated Voting Result (i.e. Remote e-voting and e-voting during the 20th Annual General Meeting) of HDFC Life Insurance Company Ltd. In accordance with Regulation 44(3)

Resolution required: (Ordinary/	ORDINARY - Appoint a Director in place of Ms Renu Sud Karnad DIN 00008064 who retires by rotation and being clicible office bornels for the control of the c	Director in place of M	ts Renu Sud Karna	M DSUSDOOD NICE	ha ratiras hu ratati	and boing cligib	in affair bounded			
resolution required. (Ordinary)	ONDINANT - Appoint a r	Director in place of IV	is Kenu Sud Karna	d DIN 00008064, W	ho retires by rotation	on and, being eligib	ile, offers herself fo	or re-appointment		
Whether promoter/ promoter								of abboundaries		
group are interested in the	Yes									
				% of Votes Polled on outstanding			% of Votes in favour on votes	% of Votes		
		No. of shares	No. of votes	shares	No. of Votes – in	No. of Votes -	polled	polled		
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100 favour (4)		against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100 Votes Invalid		Votes Ahstained
	Remote E-Voting		1,21,98,25,968	100.0000	3,25,968	0	100.0000	0.0000		
	e-Voting (VC/OAVM)	1 21 00 25 060	0	0.0000			0.0000		0	
	Postal Ballot (if	005,02,06,12,1								
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0,000		
	Total		1,21,98,25,968	100.0000	1,21,98,25,968		100.0000		0	
	Remote E-Voting		50,60,29,447	81.1890	43,68,80	6,91,49,19	86.3349		0	3 17 30 515
	e-Voting (VC/OAVM)	67 27 72 104	0	0.0000	0		0.0000		0 0	
	Postal Ballot (if	02,32,73,134								
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		50,60,29,447	81.189	43,68,80,252	6,91,49,195	86.3349	1	0	31730515
	E-Voting		41,16,072	2.3377	41,13,318				0	
	e-Voting (VC/OAVM)	17 60 73 063	1,55,698	0.0884	1,55,698	0	_		0	
	Postal Ballot (if	77,00,73,002								
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	5	
	Total		42,71,770	2.4261	42,69,016	2,754	9		0	
	Total	2,01,91,73,024	1.73.01.27.185	85.6849	1.66.09.75.236	6.91				247077

For S. S. Rauthan & Associates
Company Secretaries

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



S S RAUTHAN & ASSOCIATES, Company Secretaries

Consolidated Voting Result (i.e. Remote e-voting and e-voting during the 20th Annual General Meeting) of HDFC Life Insurance Company Ltd. In accordance with

nesolution No.	u									
Resolution required: (Ordinary/										
Special)	ORDINARY - To fix remuneration of Joint Statutory Auditors of the Company	neration of Joint Sta	itutory Auditors of	the Company						
Whether promoter/ promoter			ration y radictions of	the company						
group are interested in the	No									
				% of Votes Polled						
				on outstanding			favour on votes	against on votes		
Category	Mode of Voting	hares	No. of votes	shares	es – in	No. of Votes -		polled		
	Remote E Voting	11010 (1)	polied (2)	(3)=[(2)/(1)]* 100 tavour (4)	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100 Votes Invalid		Votes Abstained
	Notice Lyoung		896,67,86,17,1	100.0000	1,21,98,25,968	0	100.0000	0.0000	0	
	Postal Ballot (if	1,21,98,25,968	0	0.0000	0	0	0.0000	0.0000	0	
Promoter and Promoter Group	applicable)		0	0.0000	0	0				
	Total	の経過の地域	1,21,98,25,968	10	1 21 98 25 968			0.000	0	
	Remote E-Voting		53 70 29 611		52 70 20 644	Sales of the Party of	OOOOOT	0.0000	0	
	e-Voting (VC/OAVM)		110,00,000	0707.00	110,67,07,60	0	100.0000	0.0000	0	8,27,635
	Postal Ballot (if	62,32,73,194		0.0000	0	0	0.0000	0.0000	0	
Public- Institutions	applicable)		0	0.0000	0	0	0 0000		,	
	Total		53,70,29,611	86.1628	53.70.29.611		100,0000	0.000	0	
	E-Voting		41,15,184	2.3372	41,13,794	1.39		0.0000	0	82/635
	e-Voting (VC/OAVM)	17 60 73 867	1,55,698	0.0884	1,55,698		_	0.0000		1,U94
	Postal Ballot (if	700,67,00,71			-11		100.000	0.0000	0	
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0 0000	0	
	Total		42,70,882	2.4256	42.69.492	1 390		0000)	
	Total	2,01,91,73,024	1,76,11,26,461	87.2202	1 76 11 25 071			0.0023	0	1094

For S. S. Rauthan & Associates Company Secretaries,

Surjan Singh Rauthan Proprietor C.P. Mo. 3233 MN-FCS-4807



S S RAUTHAN & ASSOCIATES, Company Secretaries Consolidated Voting Result (i.e. Remote e-voting and e-voting during the 20th Annual General Meeting) of HDFC Life Insurance Company Ltd. In accordance with Regulation 44(3) of SEBI LODR

Resolution No.	4									
Resolution required: (Ordinary/	ORDINARY - Appointment of Ms Stephanie Bruce DIN 08594969 as Non-Executive Nominee Director	nt of Ms Stephanie B	Bruce DIN 0859496	9 as Non-Executive	Nominee Director					
Whether promoter/ promoter group are interested in the										
agenda/resolution?	Yes									
				% of Votes Polled			% of Votes in	% of Votes		
				on outstanding			favour on votes	against on votes		
		No. of shares	No. of votes	shares	No. of Votes - in	No. of Votes -	polled	polled		
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100 favour (4)			(6)=[(4)/(2)]*100	(6)=[(4)/(2)]*100 $(7)=[(5)/(2)]*100$ Votes invalid	Votes Invalid	Votes Abstained
	Remote E-Voting		1,21,98,25,968	100.0000	,25,968	0	100.0000	0.0000	0	
	e-Voting (VC/OAVM)	1 21 00 25 060	0	0.0000		0		0.0000		
	Postal Ballot (if	1,21,30,23,300								
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		1,21,98,25,968	100,0000	1,21,98,25,968	0	10			
	Remote E-Voting		52,25,19,875	83.8348		2,61,11,718		4.9973		1,53,37,371
	e-Voting (VC/OAVM)	67 27 73 101	0	0000.0				0.0000		
	Postal Ballot (if	02,32,73,134								
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		52,25,19,875	83.8348	49,64,08,157	2,61,11,718			0	15337371
	Remote E-Voting		41,15,423	2.3373		4,030	99.9020	0.0980	0	
	e-Voting (VC/OAVM)	17 60 73 063	1,55,698	0.0884	1,5	0	1			_
	Postal Ballot (if	7/00/12/00/11								
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	_
	Total		42,71,121	2.4257	42,6	4,030				
日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日	Total	2,01,91,73,024	1,74,66,16,964	86.5016	1,72,05,01,216	2,61,15,748	98.5048	1.4952	0	15338225

For S. S. Rauthan & Associates Company Secretaries,

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

