

# *MMJB & Associates LLP*

## Company Secretaries

Ecstasy, 803-804, 8<sup>th</sup> Floor, City of Joy, JSD Road, Mulund (W), Mumbai- 400080, (T) 022-21678100

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

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

**Consolidated Scrutinizer's Report on voting through Remote E-voting and electronic voting at the 23<sup>rd</sup> AGM of the shareholders of the Company, held on Friday, July 21, 2023 at 03.00 P.M. through video conferencing ("VC") /other audio-visual means ("OAVM") in terms of provisions of the Companies Act, 2013 (herein after the "ACT") read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

- A. I, Omkar Dindorkar, Partner of M/s. MMJB & Associates LLP, Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on April 26, 2023 to conduct the following:
- (i) **Remote e-voting** process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
  - (ii) **Electronic Voting at the AGM** under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the AGM held on Friday, July 21, 2023 at 03.00 P.M.
- B. Pursuant to Section 101, 108 of the Act and Rule 20 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company has confirmed that the electronic copy of the Notice convening the 23<sup>rd</sup> AGM of the Company and explanatory statement along with the process of electronic voting at the AGM and remote e-voting were sent to the Members of the Company whose e-mail addresses were registered with the Company/the Depository Participant(s) for communication purposes in compliance with the MCA Circular dated April 8, 2020, April 13, 2020, June 15, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022 and SEBI Circular dated May 12, 2020, September 28, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 and applicable provisions of the SEBI Listing Regulations, the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India. The Company completed dispatch of Notice along with explanatory statement on Wednesday, June 28, 2023, only through electronic mode, to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on Friday, June 23, 2023 ("Cut-off-date").

- C. The Company had appointed KFin Technologies Limited (“KFintech”), the Registrar and Transfer Agent of the Company for conducting the electronic voting by the shareholders of the Company at the AGM. After the time fixed for closing of electronic voting at AGM by the Chairman, voting was closed by us and votes cast were unblocked.
- D. The Company had availed the remote e-voting facility provided by KFintech for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Monday, July 17, 2023 at 09.00 AM and ended on Thursday, July 20, 2023 at 05:00 P.M. and the KFintech remote e-voting portal was blocked for voting thereafter.
- E. On the basis of the votes exercised by the shareholders through remote e-voting and by way of electronic voting at the AGM, I have issued Scrutinizer’s Report dated July 21, 2023.
- F. Resolution No. 9 & 10 of this report are related party transactions as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 (“Listing Regulations”). Further, Regulation 23 (4) of Listing Regulations states that no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not. Accordingly, we have reconciled from the list of related parties given to us by the Company and excluded their voting while finalizing the voting results for aforesaid resolutions.

<b>Date of AGM</b>	<b>July 14, 2023</b>
<b>Total number of shareholders on record date (i.e. as on July 14, 2023)</b>	9,38,006
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoter and Promoter group	NA
Public	NA
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
Promoter and Promoter group	1
Public	112

**Resolution Item No. 1 – Ordinary Resolution:**

To receive, consider and adopt:

- (a) the audited standalone revenue account, profit and loss account and receipts and payments account of the Company for the financial year ended March 31, 2023 and the balance sheet as at that date, together with the reports of the directors and auditors thereon; and
- (b) the audited consolidated revenue account, profit and loss account and receipts and payments account of the Company for the financial year ended March 31, 2023 and the balance sheet as at that date, together with the report of the auditors thereon.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1 )]*100	[4]	[5]	[6]=[(4)/(2 )]*100	[7]=[(5)/(2)] *100
1	Promoter and Promoter Group	Remote E-Voting	1,08,33,42,272	1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	79,63,58,393	70,75,85,832	88.85	70,70,58,322	5,27,510	99.93	0.07
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		70,75,85,832	88.85	70,70,58,322	5,27,510	99.93	0.07
3	Public- Others	Remote E-Voting	26,99,78,791	9,48,56,282	35.13	9,48,54,345	1,937	100.00	0.00
		E- Voting at AGM		4,31,521	0.16	4,31,521	0	100.00	0.00
		Total		9,52,87,803	35.29	9,52,85,866	1,937	100.00	0.00
Total			2,14,96,79,456	1,84,86,33,784	86.00	1,84,81,04,337	5,29,447	99.97	0.03

**Resolution Item No. 2 - Ordinary Resolution:**

To declare dividend on equity shares for the financial year ended March 31, 2023.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[ (2)/(1 ) ]*100	[4]	[5]	[6]=[ (4)/(2 ) ]*100	[7]=[ (5)/(2) ]*100
1	Promoter and Promoter Group	Remote E-Voting	1,08,33,42,272	1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	79,63,58,393	71,73,13,345	90.07	71,73,13,345	0	100.00	0.00
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		71,73,13,345	90.07	71,73,13,345	0	100.00	0.00
3	Public- Others	Remote E-Voting	26,99,78,791	9,48,56,499	35.13	9,48,55,013	1,486	100.00	0.00
		E- Voting at AGM		4,31,521	0.16	4,31,521	0	100.00	0.00
		Total		9,52,88,020	35.29	9,52,86,534	1,486	100.00	0.00
Total			2,14,96,79,456	1,85,83,61,514	86.45	1,85,83,60,028	1,486	100.00	0.00

**Resolution Item No. 3 - Ordinary Resolution:**

Payment of remuneration to Joint Statutory Auditors

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstan ding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[ (2)/(1)]*100	[4]	[5]	[6]=[ (4)/(2)]*100	[7]=[ (5)/(2)]*100
1	Promoter and Promoter Group	Remote E-Voting	1,08,33,42,272	1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	79,63,58,393	71,50,65,042	89.79	70,23,48,088	1,27,16,954	98.22	1.78
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		71,50,65,042	89.79	70,23,48,088	1,27,16,954	98.22	1.78
3	Public- Others	Remote E-Voting	26,99,78,791	9,48,56,118	35.13	9,48,51,656	4,462	100.00	0.00
		E- Voting at AGM		4,31,521	0.16	4,31,521	0	100.00	0.00
		Total		9,52,87,639	35.29	9,52,83,177	4,462	100.00	0.00
Total			2,14,96,79,456	1,85,61,12,830	86.34	1,84,33,91,414	1,27,21,416	99.31	0.69

**Resolution Item No. 4 - Ordinary Resolution:**

Non-filling-up the vacancy caused by the retirement of Ms. Renu Sud Karnad (DIN: 00008064), Non-Executive Director.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[ (2)/(1) ]*100	[4]	[5]	[6]=[ (4)/(2) ]*100	[7]=[ (5)/(2) ]*100
1	Promoter and Promoter Group	Remote E-Voting	1,08,33,42,272	1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	79,63,58,393	71,47,74,462	89.76	71,40,54,896	7,19,566	99.90	0.10
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		71,47,74,462	89.76	71,40,54,896	7,19,566	99.90	0.10
3	Public- Others	Remote E-Voting	26,99,78,791	9,48,56,418	35.13	9,48,29,950	26,468	99.97	0.03
		E- Voting at AGM		4,31,521	0.16	4,31,521	0	100.00	0.00
		Total		9,52,87,939	35.29	9,52,61,471	26,468	99.97	0.03
Total			2,14,96,79,456	1,85,58,22,550	86.33	1,85,50,76,516	7,46,034	99.96	0.04

**Resolution Item No. 5-Special Resolution:**

Appointment of Dr. Bhaskar Ghosh (DIN: 06656458), as an Independent Director.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[ (2)/(1 ) ]*100	[4]	[5]	[6]=[ (4)/(2 ) ]*100	[7]=[ (5)/(2) ]*100
1	Promoter and Promoter Group	Remote E-Voting	1,08,33,42,272	1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	79,63,58,393	71,50,65,043	89.79	71,26,17,297	24,47,746	99.66	0.34
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		71,50,65,043	89.79	71,26,17,297	24,47,746	99.66	0.34
3	Public- Others	Remote E-Voting	26,99,78,791	9,48,55,276	35.13	9,48,26,121	29,155	99.97	0.03
		E- Voting at AGM		4,31,521	0.16	4,31,521	0	100.00	0.00
		Total		9,52,86,797	35.29	9,52,57,642	29,155	99.97	0.03
Total			2,14,96,79,456	1,85,61,11,989	86.34	1,85,36,35,088	24,76,901	99.87	0.13

**Resolution Item No. 6 - Ordinary Resolution:**

Appointment of Mr. Niraj Shah (DIN: 09516010), as Whole-time Director (designated as Executive Director and Chief Financial Officer) and to fix his remuneration.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[ (2)/(1)] *100	[4]	[5]	[6]=[ (4)/(2)] *100	[7]=[ (5)/(2)] *100
1	Promoter and Promoter Group	Remote E-Voting	1,08,33,42,272	1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	79,63,58,393	71,50,65,043	89.79	70,22,40,172	1,28,24,871	98.21	1.79
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		71,50,65,043	89.79	70,22,40,172	1,28,24,871	98.21	1.79
3	Public-Others	Remote E-Voting	26,99,78,791	9,48,56,019	35.13	9,48,45,733	10,286	99.99	0.01
		E- Voting at AGM		4,31,521	0.16	4,31,521	0	100.00	0.00
		Total		9,52,87,540	35.29	9,52,77,254	10,286	99.99	0.01
Total			2,14,96,79,456	1,85,61,12,732	86.34	1,84,32,77,575	1,28,35,157	99.31	0.69



**Resolution Item No. 7 - Ordinary Resolution:**

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

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[ (2)/(1 ) ]*100	[4]	[5]	[6]=[ (4)/( 2) ]*100	[7]=[ (5)/(2) ] *100
1	Promoter and Promoter Group	Remote E-Voting	1,08,33,42,272	1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	79,63,58,393	71,50,65,043	89.79	70,26,64,755	1,24,00,288	98.27	1.73
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		71,50,65,043	89.79	70,26,64,755	1,24,00,288	98.27	1.73
3	Public- Others	Remote E-Voting	26,99,78,791	9,48,55,361	35.13	9,48,40,070	15,291	99.98	0.02
		E- Voting at AGM		4,31,521	0.16	4,31,521	0	100.00	0.00
		Total		9,52,86,882	35.29	9,52,71,591	15,291	99.98	0.02
Total			2,14,96,79,456	1,85,61,12,074	86.34	1,84,36,96,495	1,24,15,579	99.33	0.67

**Resolution Item No. 8 - Ordinary Resolution:**

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

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstan ding shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[ (2)/(1)]*100	[4]	[5]	[6]=[ (4)/(2)]*100	[7]=[ (5)/(2)]*100
1	Promoter and Promoter Group	Remote E-Voting	1,08,33,42,272	1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	79,63,58,393	71,50,65,043	89.79	70,26,64,755	1,24,00,288	98.27	1.73
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		71,50,65,043	89.79	70,26,64,755	1,24,00,288	98.27	1.73
3	Public- Others	Remote E-Voting	26,99,78,791	9,48,55,393	35.13	9,48,39,624	15,769	99.98	0.02
		E- Voting at AGM		4,31,521	0.16	4,31,521	0	100.00	0.00
		Total		9,52,86,914	35.29	9,52,71,145	15,769	99.98	0.02
Total			2,14,96,79,456	1,85,61,12,106	86.34	1,84,36,96,049	1,24,16,057	99.33	0.67

**Resolution Item No. 9 - Ordinary Resolution:**

Approval of related party transactions with Housing Development Finance Corporation Limited

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[ (2)/(1 ) ]*100	[4]	[5]	[6]=[ (4)/(2 ) ]*100	[7]=[ (5)/(2) ]*100
1	Promoter and Promoter Group	Remote E-Voting	1,08,33,42,272	0	0.00	0	0	0.00	0.00
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
2	Public - Institutional holders	Remote E-Voting	79,63,58,393	71,72,55,772	90.07	71,66,32,002	6,23,770	99.91	0.09
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		71,72,55,772	90.07	71,66,32,002	6,23,770	99.91	0.09
3	Public- Others	Remote E-Voting	26,99,78,791	9,36,67,212	34.69	9,36,62,090	5,122	99.99	0.01
		E- Voting at AGM		3,64,021	0.13	3,64,021	0	100.00	0.00
		Total		9,40,31,233	34.83	9,40,26,111	5,122	99.99	0.01
Total			2,14,96,79,456	81,12,87,005	37.74	81,06,58,113	6,28,892	99.92	0.08

**Resolution Item No. 10 - Ordinary Resolution:**

Approval of related party transactions with HDFC Bank Limited.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1)* 100	[4]	[5]	[6]=[4]/(2)]*1 00	[7]=[5]/(2)]*100
1	Promoter and Promoter Group	Remote E-Voting	1,08,33,42,272	0	0.00	0	0	0.00	0.00
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
2	Public - Institutional holders	Remote E-Voting	79,63,58,393	71,59,35,617	89.90	71,53,11,847	6,23,770	99.91	0.09
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		71,59,35,617	89.90	71,53,11,847	6,23,770	99.91	0.09
3	Public- Others	Remote E-Voting	26,99,78,791	9,36,67,213	34.69	9,36,62,100	5,113	99.99	0.01
		E- Voting at AGM		3,64,021	0.13	3,64,021	0	100.00	0.00
		Total		9,40,31,234	34.83	9,40,26,121	5,113	99.99	0.01
Total			2,14,96,79,456	80,99,66,851	37.68	80,93,37,968	6,28,883	99.92	0.08

**Resolution Item No. 11 -Special Resolution:**

Alteration of Articles of Association of the Company:

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[ (2)/(1 ) ]*100	[4]	[5]	[6]=[ (4)/( 2) ]*100	[7]=[ (5)/(2) ] *100
1	Promoter and Promoter Group	Remote E-Voting	1,08,33,42,272	1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	79,63,58,393	71,51,20,837	89.80	69,09,06,332	2,42,14,505	96.61	3.39
		E- Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		71,51,20,837	89.80	69,09,06,332	2,42,14,505	96.61	3.39
3	Public- Others	Remote E-Voting	26,99,78,791	9,48,56,247	35.13	9,48,52,835	3,412	100.00	0.00
		E- Voting at AGM		4,31,521	0.16	4,31,521	0	100.00	0.00
		Total		9,52,87,768	35.29	9,52,84,356	3,412	100.00	0.00
Total			2,14,96,79,456	1,85,61,68,754	86.35	1,83,19,50,837	2,42,17,917	98.70	1.30

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

**It is to be noted that:**

1. Voting rights on the shares transferred to 'Unclaimed Suspense Account' are frozen and
2. Voting rights on those shares held by HDFC Life Employees Stock Option Trust are frozen.
3. The vote cast does not include invalid votes & abstained votes.
4. All the aforesaid resolutions were passed with requisite majority.

Thanking you,  
Yours faithfully,

**For MMJB & Associates LLP  
Company Secretaries**

OMKAR  
MADHAV  
DINDORKAR

Digitally signed by  
OMKAR MADHAV  
DINDORKAR  
Date: 2023.07.21  
23:36:14 +05'30'

**Omkar Dindorkar  
Designated Partner**

**ACS:** 43029

**CP:** 24580

**PR:** 2826/2022

**UDIN:** A043029E000659911

**Place:** Mumbai

**Date:** July 21, 2023

**For HDFC Life Insurance Company Limited**

**Narendra  
Gangan**

Digitally signed by  
Narendra Gangan  
Date: 2023.07.21  
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**Narendra Yeshwant Gangan**

**General Counsel**

**Chief Compliance Officer & Company Secretary**

**Place:** Mumbai

**Date:** July 21, 2023

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt: (a)the audited standalone revenue account, profit and loss account and receipts and payments account of the Company for the financial year ended March 31, 2023 and the balance sheet as at that date, together with the reports of the directors and auditors thereon; and (b)the audited consolidated revenue account, profit and loss account and receipts and payments account of the Company for the financial year ended March 31, 2023 and the balance sheet as at that date, together with the report of the auditors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	1,08,33,42,272	1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
Public- Institutions	E-Voting	79,63,58,393	70,75,85,832	88.85	70,70,58,322	5,27,510	99.93	0.1
	Poll		0	0.00	0	0	0.00	0.00
	Total		70,75,85,832	88.85	70,70,58,322	5,27,510	99.93	0.07
Public- Non Institutions	E-Voting	26,99,78,791	9,48,56,282	35.13	9,48,54,345	1,937	100.00	0.00
	Poll		4,31,521	0.16	4,31,521	0	100.00	0.00
	Total		9,52,87,803	35.29	9,52,85,866	1,937	100.00	0.00
	Total	2,14,96,79,456	1,84,86,33,784	86.00	1,84,81,04,337	5,29,447	99.97	0.03

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To declare dividend on equity shares for the financial year ended March 31, 2023							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	1,08,33,42,272	1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
Public- Institutions	E-Voting	79,63,58,393	71,73,13,345	90.07	71,73,13,345	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		71,73,13,345	90.07	71,73,13,345	0	100.00	0.00
Public- Non Institutions	E-Voting	26,99,78,791	9,48,56,499	35.13	9,48,55,013	1,486	100.00	0.00
	Poll		4,31,521	0.16	4,31,521	0	100.00	0.00
	Total		9,52,88,020	35.29	9,52,86,534	1,486	100.00	0.00
	Total	2,14,96,79,456	1,85,83,61,514	86.45	1,85,83,60,028	1,486	100.00	0.00



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Payment of remuneration to Joint Statutory Auditors							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	1,08,33,42,272	1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
Public- Institutions	E-Voting	79,63,58,393	71,50,65,042	89.79	70,23,48,088	1,27,16,954	98.22	1.78
	Poll		0	0.00	0	0	0.00	0.00
	Total		71,50,65,042	89.79	70,23,48,088	1,27,16,954	98.22	1.78
Public- Non Institutions	E-Voting	26,99,78,791	9,48,56,118	35.13	9,48,51,656	4,462	100.00	0.00
	Poll		4,31,521	0.16	4,31,521	0	100.00	0.00
	Total		9,52,87,639	35.29	9,52,83,177	4,462	100.00	0.00
	Total	2,14,96,79,456	1,85,61,12,830	86.34	1,84,33,91,414	1,27,21,416	99.31	0.69

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Not filling-up the vacancy caused by the retirement of Ms. Renu Sud Karnad							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*10 0	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,08,33,42,272	1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
Public- Institutions	E-Voting	79,63,58,393	71,47,74,462	89.76	71,40,54,896	7,19,566	99.90	0.10
	Poll		0	0.00	0	0	0.00	0.00
	Total		71,47,74,462	89.76	71,40,54,896	7,19,566	99.90	0.10
Public- Non Institutions	E-Voting	26,99,78,791	9,48,56,418	35.13	9,48,29,950	26,468	99.97	0.03
	Poll		4,31,521	0.16	4,31,521	0	100.00	0.00
	Total		9,52,87,939	35.29	9,52,61,471	26,468	99.97	0.03
	Total	2,14,96,79,456	1,85,58,22,550	86.33	1,85,50,76,516	7,46,034	99.96	0.04

Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Dr. Bhaskar Ghosh as an Independent Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	1,08,33,42,272	1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
Public- Institutions	E-Voting	79,63,58,393	71,50,65,043	89.79	71,26,17,297	24,47,746	99.66	0.34
	Poll		0	0.00	0	0	0.00	0.00
	Total		71,50,65,043	89.79	71,26,17,297	24,47,746	99.66	0.34
Public- Non Institutions	E-Voting	26,99,78,791	9,48,55,276	35.13	9,48,26,121	29,155	99.97	0.03
	Poll		4,31,521	0.16	4,31,521	0	100.00	0.00
	Total		9,52,86,797	35.29	9,52,57,642	29,155	99.97	0.03
	Total	2,14,96,79,456	1,85,61,11,989	86.34	1,85,36,35,088	24,76,901	99.87	0.13

Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Niraj Shah as Whole-time Director (designated as Executive Director and Chief Financial Officer) and to fix his remuneration							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	1,08,33,42,272	1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
Public- Institutions	E-Voting	79,63,58,393	71,50,65,043	89.79	70,22,40,172	1,28,24,871	98.21	1.79
	Poll		0	0.00	0	0	0.00	0.00
	Total		71,50,65,043	89.79	70,22,40,172	1,28,24,871	98.21	1.79
Public- Non Institutions	E-Voting	26,99,78,791	9,48,56,019	35.13	9,48,45,733	10,286	99.99	0.01
	Poll		4,31,521	0.16	4,31,521	0	100.00	0.00
	Total		9,52,87,540	35.29	9,52,77,254	10,286	99.99	0.01
	Total	2,14,96,79,456	1,85,61,12,732	86.34	1,84,32,77,575	1,28,35,157	99.31	0.69

Resolution No.	7							
Resolution required: (Ordinary/ Special)	ORDINARY - Revision in remuneration of Ms. Vibha Padalkar, Managing Director & CEO							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	1,08,33,42,272	1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
Public- Institutions	E-Voting	79,63,58,393	71,50,65,043	89.79	70,26,64,755	1,24,00,288	98.27	1.73
	Poll		0	0.00	0	0	0.00	0.00
	Total		71,50,65,043	89.79	70,26,64,755	1,24,00,288	98.27	1.73
Public- Non Institutions	E-Voting	26,99,78,791	9,48,55,361	35.13	9,48,40,070	15,291	99.98	0.02
	Poll		4,31,521	0.16	4,31,521	0	100.00	0.00
	Total		9,52,86,882	35.29	9,52,71,591	15,291	99.98	0.02
	Total	2,14,96,79,456	1,85,61,12,074	86.34	1,84,36,96,495	1,24,15,579	99.33	0.67

Resolution No.	8							
Resolution required: (Ordinary/ Special)	ORDINARY - Revision in remuneration of Mr Suresh Badami, Deputy Managing Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	1,08,33,42,272	1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
Public- Institutions	E-Voting	79,63,58,393	71,50,65,043	89.79	70,26,64,755	1,24,00,288	98.27	1.73
	Poll		0	0.00	0	0	0.00	0.00
	Total		71,50,65,043	89.79	70,26,64,755	1,24,00,288	98.27	1.73
Public- Non Institutions	E-Voting	26,99,78,791	9,48,55,393	35.13	9,48,39,624	15,769	99.98	0.02
	Poll		4,31,521	0.16	4,31,521	0	100.00	0.00
	Total		9,52,86,914	35.29	9,52,71,145	15,769	99.98	0.02
	Total	2,14,96,79,456	1,85,61,12,106	86.34	1,84,36,96,049	1,24,16,057	99.33	0.67

Resolution No.	9							
Resolution required: (Ordinary/ Special)	ORDINARY - Related party transaction with Housing Development Finance Corporation Limited							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	1,08,33,42,272	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	79,63,58,393	71,72,55,772	90.07	71,66,32,002	6,23,770	99.91	0.09
	Poll		0	0.00	0	0	0.00	0.00
	Total		71,72,55,772	90.07	71,66,32,002	6,23,770	99.91	0.09
Public- Non Institutions	E-Voting	26,99,78,791	9,36,67,212	34.69	9,36,62,090	5,122	99.99	0.01
	Poll		3,64,021	0.13	3,64,021	0	100.00	0.00
	Total		9,40,31,233	34.83	9,40,26,111	5,122	99.99	0.01
	Total	2,14,96,79,456	81,12,87,005	37.74	81,06,58,113	6,28,892	99.92	0.08

Resolution No.	10									
Resolution required: (Ordinary/ Special)	ORDINARY - Related party transaction with HDFC Bank Limited									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,08,33,42,272	0	0.00	0	0	0.00	0.00	0	1,04,57,60,149
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Total		0	0.00	0	0	0.00	0.00	0	1045760149
Public- Institutions	E-Voting	79,63,58,393	71,59,35,617	89.90	71,53,11,847	6,23,770	99.91	0.09	0	17,89,947
	Poll		0	0.00	0	0	0.00	0.00	0	0
	Total		71,59,35,617	89.90	71,53,11,847	6,23,770	99.91	0.09	0	1789947
Public- Non Institutions	E-Voting	26,99,78,791	9,36,67,213	34.69	9,36,62,100	5,113	99.99	0.01	0	11,90,134
	Poll		3,64,021	0.13	3,64,021	0	100.00	0.00	0	67,500
	Total		9,40,31,234	34.83	9,40,26,121	5,113	99.99	0.01	0	1257634
	Total	2,14,96,79,456	80,99,66,851	37.68	80,93,37,968	6,28,883	99.92	0.08	0	1048807730



Resolution No.	11							
Resolution required: (Ordinary/ Special)	SPECIAL - Alteration of Articles of Association - Appointment of Nominee Director by Debenture Trustees							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	1,08,33,42,272	1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		1,04,57,60,149	96.53	1,04,57,60,149	0	100.00	0.00
Public- Institutions	E-Voting	79,63,58,393	71,51,20,837	89.80	69,09,06,332	2,42,14,505	96.61	3.39
	Poll		0	0.00	0	0	0.00	0.00
	Total		71,51,20,837	89.80	69,09,06,332	2,42,14,505	96.61	3.39
Public- Non Institutions	E-Voting	26,99,78,791	9,48,56,247	35.13	9,48,52,835	3,412	100.00	0.00
	Poll		4,31,521	0.16	4,31,521	0	100.00	0.00
	Total		9,52,87,768	35.29	9,52,84,356	3,412	100.00	0.00
	Total	2,14,96,79,456	1,85,61,68,754	86.35	1,83,19,50,837	2,42,17,917	98.70	1.30