SCRUTINIZER’S REPORT


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

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

Dear Sir,

1. I, Surjan Singh Rauthan (C.P.3233), Practicing Company Secretary, Proprietor of M/s S. S. Rauthan & Associates, Company Secretaries (UIN:S1999MH2026900), has been appointed as a Scrutinizer by the Board of Directors of HDFC Life Insurance Company Limited (“the Company”) at its meeting held on September 3, 2021 for the purpose of scrutinizing the remote e-voting and voting through electronic voting system during the Extra-ordinary General Meeting (‘EGM’) and ascertaining the requisite majority on remote e-voting and voting through electronic voting system during the EGM carried out as per the provisions of Section 108 of the Companies Act, 2013 (‘the Act’) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and applicable circulars on the business contained in the Notice of the EGM of the Company held on Wednesday, September 29, 2021 at 11.00 a.m. (IST) through Video Conferencing (VC) facility / Other Audio Visual Means (OAVM).
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act, rules and notifications and SEBI Listing Regulations relating to voting through electronic means on the business set out in the Notice of the EGM. My responsibility as a Scrutinizer for the remote e-voting and electronic voting through VC / OAVM during the EGM is restricted in making a Scrutinizer's Report of the votes cast "FOR" or "AGAINST" the business as set out in the Notice of the EGM, based on the report generated from the electronic voting system provided by KFin Technologies Private Limited ('KFintech'), engaged by the Company to provide remote e-voting and electronic voting facility during the EGM of the Company.

3. Further to above, I submit my report as under:

3.1 The Company has provided the remote e-voting facility through KFintech e-voting website https://evoting.kfintech.com. The Company had uploaded item of business to be transacted at the EGM on the website of the Company and KFintech to facilitate its members to cast their vote through e-voting.

3.2 EGM Notice including the Addendum was sent electronically only to those Members who had registered their email addresses with the Depository Participants/ Registrar and Share Transfer Agent (RTAs) i.e. KFintech upto the cut-off date for sending the EGM notice i.e. August 27, 2021.

3.3 As prescribed in the Rules and General Circulars issued by the MCA, the Company has published advertisements in newspapers on September 8, 2021 in "Business Standard", (in English) and in "Sakal" (in Marathi) and it carried all required information as specified in the said rules and notifications.
3.4 The Members of the Company as on the "Cut-off" date i.e. Wednesday, September 22, 2021 were entitled to vote on the business as set out in the Notice of the EGM dated September 3, 2021.

3.5 The Chairman at the EGM held on Wednesday, September 29, 2021 through VC / OAVM announced that Members who had not exercised their votes through remote e-voting may, exercise their votes through electronic voting system being provided during the meeting.

3.6 The remote e-voting commenced from Saturday, September 25, 2021 (9.00 a.m. IST) and concluded on Tuesday, September 28, 2021 (5.00 p.m. IST) and the KFinTech e-voting platform was blocked thereafter.

3.7 After the closure of the remote e-voting, the voting platform was kept open during the EGM, the report on remote e-voting was diligently scrutinized.

3.8 On completion of remote e-voting and e-voting during the EGM by the members, the voting facility was unblocked. I have scrutinized and reviewed the remote e-voting and e-voting during the EGM and votes tendered therein based on the data downloaded from the KFinTech e-voting system.

3.9 My consolidated report on the results of voting through remote e-voting and voting through electronic means during the EGM is as under:
**Item No. 1 - As a Special Resolution:**

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

<table>
<thead>
<tr>
<th>No. of Equity Shares held</th>
<th>No. of valid votes cast</th>
<th>No. of members voted in “Favour”</th>
<th>No. of votes in “Favour”</th>
<th>No. of members voted “Against”</th>
<th>No. of votes “Against”</th>
<th>% of votes</th>
<th>No. of votes invalid/abstained</th>
<th>No. of members Abstained</th>
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Note:  

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

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

4. We observed that:

   a) 2371 Members had cast their votes through remote e-voting at the EGM.  

   b) 16 Members had cast their votes during the EGM.

5. All the relevant electronic records of remote e-voting and e-voting during the EGM is under my safe custody until the Chairman of the Company considers, approves and signs the minutes of the EGM and the same shall be handed over thereafter to the Company Secretary of the Company for safe keeping.

6. Based on the aforesaid results, we report that one (1) Special Resolution as set out under Item No. 1 of the Notice of the EGM dated September 3, 2021 has been passed with the requisite majority.
7. You may accordingly declare the result of remote e-voting and e-voting during the EGM.

Thanking you,

Yours faithfully,
For S. S. Rauthan & Associates
Company Secretaries
UIN: S1999MH12026900

Surjan Singh Rauthan
Proprietor
M. No. FCS.-4807 C.O.P. No.:3233

Peer Reviewed Cert. No.434/201
UDIN: F004807C001029688

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

Countersigned

Narendra Gangan
General Counsel, Chief Compliance Officer & Company Secretary

Place : Mumbai
Date : September 29, 2021
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<th>Category</th>
<th>Mode of Voting</th>
<th>No. of shares held (1)</th>
<th>No. of votes polled (2)</th>
<th>% of Votes Polled on outstanding shares (3)=(2)/(1)*100</th>
<th>No. of Votes – in favour (4)</th>
<th>No. of Votes – against (5)</th>
<th>% of Votes in favour on votes polled (6)=(4)/(2)*100</th>
<th>% of Votes against on votes polled (7)=(5)/(2)*100</th>
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Resolution No. 1

Resolution required: (Ordinary/ Special) Special - To issue equity shares on preferential basis to Exide Industries Limited and matters related therewith

Whether promoter/ promoter group are interested in the agenda/resolution? No

For S. S. Rauhan & Associates
Company Secretaries,

C.P./No. 3233
Mumbai

For S. S. Rauhan & Associates
Company Secretaries,

C.P. No. 3233 MN-FCS-4807