

**HDFC STANDARD LIFE INSURANCE COMPANY LIMITED**  
Registered Office: 13th Floor, Lodha Excelus, Apollo Mills Compound,  
N.M Joshi Marg, Mahalaxmi, Mumbai- 400 011  
Contact No : 91 22 6751 6666 Fax No : 91 22 6751 2333  
Email Id : investor.service@hdfclife.com  
Corporate Identification Number: U99999MH2000PLC128245  
Website: www.hdfclife.com

### **POSTAL BALLOT NOTICE**

(Pursuant to Section 110 of the Companies Act, 2013, and Rules thereunder)

NOTICE IS HEREBY GIVEN that the Resolutions as set out in this Notice is proposed for consideration by Members of HDFC Standard Life Insurance Company Limited ("Company"/ "HDFC Life") for passing by means of Postal Ballot under Section 110 of the Companies Act, 2013 ("Companies Act"), including any statutory modification(s) or re-enactment thereof for the time being in force, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions or re-enactments thereof.

The proposed Resolutions, as set out below, along with the Explanatory Statement, are being sent to you for your consideration, along with a Postal Ballot Form. The Company has appointed Mr SN Bhandari, M/s Bhandari & Associates, Practicing Company Secretary, (Membership No FCS: 761; CP No: 366), having address at 901, Kamala Executive Park, Off Andheri Kurla Road, JB Nagar, Mumbai 400059, as the Scrutinizer for the Postal Ballot process.

Please read carefully the instructions printed on the back of the Postal Ballot Form and give your **assent (for)** or **dissent (against)** either through physical Postal Ballot, to be sent in enclosed self-addressed postage pre-paid envelope (provided herein) completed in all respects which should reach the Scrutinizer by or before 6.00 p.m. on January 28, 2015, or through e-voting facility which will remain open from 9.00 a.m. on Tuesday, December 30, 2014 to 6.00 p.m. on Wednesday, January 28, 2015 (both days inclusive). Please note that any Postal Ballot form(s) received after the said date and time will be treated as if no reply has been received from the concerned Member.

In accordance with the provisions of Section 110 of the Companies Act read with the Rules, the e-voting facility is also being provided to all Members, in addition to voting through physical Postal Ballot Form, which would enable them to cast their votes electronically. The Company has engaged Central Depository Services (India) Limited (CDSL) for providing the e-voting facility through its platform. The process and manner for e-voting is detailed in the Postal Ballot Form. In case a Member votes through e-voting facility, he/she/ it is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his/her/its vote through physical vote, the vote cast through e-voting shall be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.

After completion of scrutiny, the Scrutinizer will submit his report to the Chairman, or to any Director authorised for the purpose. The results of the Postal Ballot shall be declared by the Chairman, or his authorized representative or any Director duly authorized by the Board of Directors of the Company, at or around 6.00 p.m. on or before Friday, January 30, 2015 at 13<sup>th</sup> Floor, Lodha Excelus, Apollo Mills Compound, NM Joshi Marg, Mahalaxmi, Mumbai 400011, and the Resolution(s) will be taken as passed effectively on the date of declaration of the results. The results of the Postal Ballot, along with the Scrutinizer's Report, will also be posted/ displayed on the Company's website viz. www.hdfclife.com.

### **DRAFT OF THE RESOLUTIONS FOR APPROVAL THROUGH POSTAL BALLOT**

#### **1. To consider and, if thought fit, to give assent/ dissent to the following resolution, as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 67 of the Companies Act, 2013 ("Act"), read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions of the Act and the Rules made thereunder, if any (including any amendments or modifications thereto or re-enactment thereof for the time being in force), approval of the Members is hereby accorded to the Company to grant an amount of up to Rs 99.10 Crores (Rupees Ninety Nine Crores and Ten Lacs only) to HDFC Standard Life Employees Stock Option Trust ("ESOP Trust") as an interest-free loan, in one or more tranche(s), to be utilized by the ESOP Trust for the purpose of purchasing the shares of the Company, and such shares to be allocated to the Employees of the Company upon exercise under the various Employees Stock Option Schemes as floated till FY 2013-14 ("ESOP Schemes").

“RESOLVED FURTHER THAT the Board of Directors, or the Nomination & Remuneration Committee thereof (with powers to delegate to official(s) of the Company as deemed fit), is authorized to do all acts, deeds and things and take all steps as may be necessary or required, including in respect of matters and things incidental or related thereto and to settle any question or doubt, to give effect to this resolution.”

**2. To consider and, if thought fit, to give assent / dissent to the following resolution, as a Special Resolution:**

“RESOLVED THAT in partial modification of and further to the Special Resolution passed at the 14<sup>th</sup> Annual General Meeting of the Company held on June 24, 2014 at Item No 14 in relation to formulating of Employees Stock Option Scheme for eligible employees of the Company, pursuant to Section 62 of the Companies Act, 2013 (“Act”) (including any amendments or modifications thereto or re-enactment thereof for the time being in force), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions of the Act and the Rules made thereunder, if any, the Company is authorized to issue, offer and allot equity shares to its Eligible Employees (including Managing/ Whole Time Director(s)) under one or more Employees Stock Option Scheme(s) (“ESOP Scheme”) as may be formulated / set up by the Company in this regard, in such manner as it may deem fit by direct issue of Options, and upon exercise, direct allotment of shares, by the Company, or otherwise in any manner as deemed fit.

“RESOLVED FURTHER THAT the Board of Directors, or Nomination & Remuneration Committee thereof (with powers to delegate to official(s) of the Company as deemed fit), is authorized to exercise all such authorities, powers and functions as may be necessary or required for the purpose of formulation and/or implementation of ESOP Scheme, including the terms and conditions for grant, issue, vesting and exercise of Options, and/ or concerning issue / allotment of shares, and to do all such acts and deeds as may be necessary to give effect to this resolution and to settle any question or doubt that may arise in relation thereto.”

**3. To consider and, if thought fit, to give assent / dissent to the following resolution, as a Special Resolution:**

“RESOLVED THAT in partial modification of and further to the Special Resolution passed at the 14<sup>th</sup> Annual General Meeting of the Company held on June 24, 2014 at Item No 15 in relation to formulating an Employees Stock Option Scheme for employees of subsidiary(ies) of the Company, pursuant to Section 62 of the Companies Act, 2013 (“Act”) (including any amendments or modifications thereto or re-enactment thereof for the time being in force), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions of the Act and the Rules made thereunder, if any, the Company is authorized to offer, issue and allot shares of the Company to the Eligible Employees of its subsidiary Company(ies) (present or future), under one or more Employees Stock Option Scheme(s) (“ESOP Scheme”) as may be formulated / set up by the Company in this regard, in such manner as it may deem fit by direct issue of Options, and upon exercise, direct allotment of shares, by the Company or otherwise in any manner as deemed fit.

“RESOLVED FURTHER THAT the Board of Directors, or Nomination & Remuneration Committee thereof (with powers to delegate to official(s) of the Company as deemed fit), is authorized to exercise all such authorities, powers and functions as may be necessary or required for the purpose of formulation and/or implementation of ESOP Scheme, including the terms and conditions for grant, issue, vesting and exercise of Options, and/ or concerning issue / allotment of shares, and to do all such acts and deeds as may be necessary to give effect to this resolution and to settle any question or doubt that may arise in relation thereto.”

**By Order of the Board of Directors**

**sd/-  
Manish Ghiya  
Company Secretary &  
Head- Compliance & Legal**

Place : Mumbai  
Date : December 16, 2014

**Registered Office:**  
13th Floor, Lodha Excelus,  
Apollo Mills Compound,  
N M Joshi Marg, Mahalaxmi,  
Mumbai 400011

**Notes:**

1. Explanatory Statement and reasons for the proposed Resolutions, pursuant to Section 102 of the Companies Act, 2013 ('Act') and other applicable provisions of the Act and the rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), are annexed to the Notice.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as on close of business hours on December, 5, 2014. In accordance with the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with their Depository Participants (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through permissible mode.
3. Please read the voting instructions carefully as printed on the back of the Postal Ballot Form, before exercising vote.
4. The date of declaration of results of the Postal Ballot viz. on or before Friday, January 30, 2015 at or around 6.00 p.m. shall be the date on which the Resolutions shall be deemed to have been passed, if approved by the requisite majority.

**STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL RESOLUTIONS MENTIONED IN THE NOTICE OF THE POSTAL BALLOT**

**SPECIAL RESOLUTION AT ITEM NO 1**

The Company had granted Stock Options to its Eligible Employees, including that of its subsidiary(ies) (collectively “Employees”) under various Employees Stock Option Schemes as floated till FY 2013-14 (being ESOS-2005, ESOS-2010 I, ESOS-2010 II, and ESOS-2012, collectively referred as “ESOP Schemes”), through HDFC Standard Life Employees Stock Option Trust (“ESOP Trust”) from time to time. Under the ESOP Schemes, the ESOP Trust granted Options to Eligible Employees, which vest in a phased manner. The Exercise Price of such Options had been determined upfront at the time of formulating the respective ESOP Schemes/ Grants at various Exercise Prices, not exceeding Rs. 65 /- per share. It may be noted that the ESOP Trust now proposes to acquire upto 15,483,147 Equity Shares of the Company from HDFC Limited which will be used to allocate to the Employees of the Company upon their exercise of Options under the ESOP Schemes (including Options exercised, and pending allocation).

In order to enable the ESOP Trust to acquire the aforesaid Equity Shares of the Company, it is proposed that the Company grant an interest free loan of upto Rs 99.10 Crores only (Rupees Ninety Nine Crores and Ten Lacs only) to the ESOP Trust. The loan granted will be repaid by the ESOP Trust from the exercise monies received as and when the Employees exercise their vested Options.

Pursuant to Rule 16(2) of the Companies (Share Capital and Debentures) Rules, 2014, the Members may note as follows:

**1. The class of employees for whose benefit the scheme is being implemented and money is being provided for purchase of or subscription to shares**

The proposal is being implemented to enable allocating / giving Equity Shares of the Company to the Employees in the Grade M2 (being the rank of Senior Manager) and above, as applicable, and who have already been granted Options, upon exercise of Options under the ESOP Schemes.

The loan will be utilised by the ESOP Trust to purchase Shares of the Company.

**2. The particulars of the Trustee or Employees in whose favour such shares are to be registered**

The ESOP Schemes are administered by the ESOP Trust. In view of the legal provisions concerning trusts, the Equity Shares held by the ESOP Trust are registered in the name of the authorised persons (individuals). For details of the Trustees, please refer to point no. 3 below. In due course, the ESOP Trust will allocate / transfer the Equity Shares to the Employees upon exercise of vested Options by them under the ESOP Schemes (including Options exercised, and pending allocation).

**3. Particulars of Trust and name, address, occupation and nationality of Trustees and their relationship with the Promoters, Directors or Key Managerial Personnel, if any**

**Particulars of the Trust:** HDFC Standard Life Employees Stock Option Trust. The principle object of the Trust is to invest the General Corpus in, and hold, the Equity Shares of the Company and to administer the Employees Stock Option Plans / Schemes for granting Options to Eligible Employees for them to acquire Shares in the Company.

Name, address, occupation and Nationality of Trustees:

Name	Address	Occupation	Nationality
Mr Praveen Kumar Bhalla	HDFC Limited, The Capital Court, Munirka, Outer Ring Road, Olof Palme Marg, New Delhi - 100067	Service	Indian
Mr Prosenjit Gupta	HDFC Limited, HUL House, H T Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai-400020	Service	Indian
Mr Rajendra Ghag	HDFC Standard Life Insurance Company Limited, 13 <sup>th</sup> Floor, Lodha Excelus, Apollo Mills Compound, N.M Joshi Marg, Mahalaxmi, Mumbai- 400011	Service	Indian
Mr Suresh Badami	HDFC Standard Life Insurance Company Limited, 13 <sup>th</sup> Floor, Lodha Excelus, Apollo Mills Compound, N.M Joshi Marg, Mahalaxmi, Mumbai- 400011	Service	Indian
Mr Srinivasan Parthasarathy	HDFC Standard Life Insurance Company Limited, 13 <sup>th</sup> Floor, Lodha Excelus, Apollo Mills Compound, N.M Joshi Marg, Mahalaxmi, Mumbai- 400011	Service	Indian

None of the Trustee is a Director, Key Managerial Personnel or Promoter of the Company or its holding company or subsidiary company or associate company or a relative of such Director, Key Managerial Personnel or Promoter.

#### **4. Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof**

The interest of the Directors, being Managing Director and Whole-Time Director, and Key Managerial Personnel, is limited to the extent of the number of Options granted to them, and which would be exercised, and shares received.

The Promoters and non-executive Directors do not have any interest in such scheme or ESOP Trust, considering that the Options granted and outstanding are only to Employees (including Managing Director / Whole-Time Director).

#### **5. Detailed particulars of benefits which will accrue to the employees from the implementation of the scheme**

The loan granted pursuant to this proposal will be utilised by the ESOP Trust for acquiring Equity Shares of the Company. The Equity Shares so acquired will be utilised for the purpose of allocating / transferring Shares of the Company to the Employees upon exercise of Options by them (including Options exercised and pending allocation) in accordance with the number of Options vested in them from time to time, pursuant to the ESOP Schemes.

#### **6. Details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised**

To the extent the Equity Shares are held by the ESOP Trust, the voting rights in respect of the said Equity Shares vests in the ESOP Trust. The ESOP Trust may exercise the voting rights, but subject to applicable regulatory or statutory restrictions in this behalf. On allocation/ transfer of Equity Shares to the Employees pursuant to exercise of Options, the voting rights thereafter would be exercised by the Employees in respect of Equity Shares allocated to / held by them.

It may be further noted that pursuant to Rule 16(1)(c) of the Companies (Share Capital and Debentures) Rules, 2014, the Shares are proposed to be purchased by the ESOP Trust at Rs. 64/- per Share. A valuation report has also been obtained, made by a Permitted Valuer.

Further, the value of Shares to be purchased by the ESOP Trust with the above loan shall be within 5 per cent of the aggregate of paid-up capital and free reserves of the Company.

Except as stated below with respect to Managing Director and Whole-Time Director, none of the non-executive Directors of the Company or their relatives is concerned or interested in this resolution.

The Key Managerial Personnel including Managing Director and Whole-time Director of the Company are concerned or interested in this resolution to the extent of the number of Options granted to them, and to the extent of the Options they will exercise upon vesting, and shares received. Their relatives are not concerned or interested in the above Resolution.

The Board of Directors recommend passing of this resolution as a Special Resolution.

#### **SPECIAL RESOLUTIONS AT ITEM NOS 2 & 3**

Members may note that pursuant to Section 62(1)(b) of the Companies Act, 2013 ("Act") read with the Rules thereunder, an unlisted public Company can offer shares to its Employees and Employees of its subsidiary(ies) (including Managing Director and Whole-Time Director)("Eligible Employees") under an Employees Stock Option Scheme, approved by Members through a Special Resolution. The Act further provides that the resolution for such Scheme(s) shall be proposed separately for the Employees of the Company and for its subsidiary(ies).

Members may note that at the 14<sup>th</sup> Annual General Meeting of the Company held on June 24, 2014, Members had approved the proposal for grant of Options under an Employees Stock Option Scheme.

In modification / further to the same, it is now proposed to the Members to approve issue of Options / Shares under the Company's Employee Stock Option Scheme(s) ("ESOP Scheme") for the Eligible Employees in line with the modification(s) / further provisions as prescribed herein below.

The key features of the proposed ESOP Scheme are as follows:

(a) The total number of Options proposed to be granted under ESOP Schemes:

It is proposed to grant upto 1,52,10,043 Options in aggregate including grant of 1,24,06,000 Options already approved by the Members. The Grants may be categorised as "Normal" and / or "Special" (collectively "Grants"), as decided by the Nomination and Remuneration Committee ("Committee"), provided that the incremental Grant (i.e., the further Options being approved hereunder), may be granted with a Grant Date of January 1, 2015 or such other date as the Committee may decide, subject to any applicable statutory or regulatory provisions.

(b) Identification of classes of Employees entitled to participate in the Employees Stock Option Scheme:

Eligible Employees in the grade of M2 (being Senior Manager grade) and above will be entitled to participate in the ESOP Scheme. The process for determining the eligibility of Employees to the Grant of Options under the ESOP Scheme would be as follows:

About 50% of the eligible M2 (Senior Manager grade) & above population will be given Grants depending on the performance / potential feedback.

The final quantity of Grants, including quantum of Normal and Special Grants, will be as per the Management recommendation based on the performance / potential of the concerned Eligible Employee. All Grants will be reviewed by the Managing Director & Chief Executive Officer, and approved by the Board / Nomination & Remuneration Committee or any other authorised Committee of the Board ("Committee").

Provided that as regard to Special Grants, the same will be provided to certain critical employees in the grade of M2 (being Senior Manager grade) and above, and the process for granting the Special Grants will be same as above.

(c) Vesting, and period of Vesting:

Subject to such terms as the Committee may decide in its absolute discretion, the Options under Normal Grants would vest in the Eligible Employees in the following manner:

- 30% of the Options granted will vest on the 1<sup>st</sup> Anniversary from the date of grant;
- 30% of the Options granted will vest on the 2<sup>nd</sup> Anniversary from the date of grant; and
- 40% of the Options granted will vest on the 3<sup>rd</sup> Anniversary from the date of grant.

Provided that in respect of Options under Special Grants, the above vesting percentage shall be 20% on 1<sup>st</sup> Anniversary from the date of grant, 30% on 2<sup>nd</sup> Anniversary from the date of grant, and 50% on 3<sup>rd</sup> Anniversary from the date of Grant.

The concerned Eligible Employee must be an active Employee at the time of Vesting.

(d) The maximum period within which the Options shall be vested:

All the Options granted shall vest within a maximum period of 3 years from the respective Grant date.

(e) The Exercise Price, or the formula for arriving at the same:

The Exercise Price for the Options shall be determined on the basis of fair market value as determined by an external permitted valuer as prescribed under the Companies Act, 2013, and as decided by the Committee.

(f) The Exercise Period and process of Exercise:

The Exercise Period shall be 5 years from the date of Vesting, or date of IPO, whichever is later, subject to any extension by the Committee in any special/ peculiar case. The employees shall exercise the Options by furnishing prescribed form, duly completed and signed, together with requisite amount based on exercise price and number of Options exercised. For efficient administration, the Company may prescribe specific frequencies at which the exercises will be permitted post vesting, and other rules for proper / smoother administration of the ESOP Scheme.

(g) Lock-in period, if any:

The shares issued pursuant to the exercise of Options shall not be subject to any lock-in.

(h) The maximum number of Options to be granted per Eligible Employee, and in aggregate:

The maximum number of Options to be granted per Eligible Employee would be subject to the performance/ potential feedback of each Eligible Employee and in accordance with the criteria as may be decided by the Committee from time to time, provided that no Grant shall be made to any Eligible Employee exceeding 1% of the total outstanding Equity Shares of the Company.

The aggregate number of Grants shall be as described in Point (a) above.

(i) The specified time period within which the Employee shall exercise the vested Options in the event of a proposed termination of employment or resignation of Employee:

In case of separation of Employees for reasons other than misconduct, all vested Options should be exercised within 3 months from the last date of employment with the Company. All unvested Options shall lapse thereafter, unless decided otherwise by the Committee in any special/ peculiar case.

(j) The conditions under which Option vested in Employees may lapse e.g. in case of termination of employment for misconduct:

Subject to such norms as may be prescribed by the Committee, the vested Options may lapse on account of specific reasons including non-exercise of Options within the stipulated period upon resignation, voluntary surrenders and termination of employment due to misconduct, or any other ground/ reason which the Committee may decide or deem fit.

(k) The Company shall comply with the applicable accounting standards:

The Company shall comply with the Accounting Standards as may be applicable from time to time.

Except as stated below with respect to the Managing Director and Whole-Time Director, none of the non-executive Directors of the Company or their relatives are concerned or interested in the Resolutions.

The Key Managerial Personnel including Managing Director and Whole-time Director of the Company are concerned or interested in the Resolutions to the extent of the number of Options that would be granted to them, and Shares that would be issued on exercise upon vesting. Their relatives are not concerned or interested, except to the extent if their names are registered as joint holders of shares allotted upon exercise.

The Directors recommend the Resolutions proposed vide Item nos 2 and 3 of the Notice be passed and approved as Special Resolutions by the Members.

**By Order of the Board of Directors**

**sd/-  
Manish Ghiya  
Company Secretary &  
Head- Compliance & Legal**

Place: Mumbai

Date: December 16, 2014

**Registered Office:**

Lodha Excelus, 13th Floor,  
Apollo Mills Compound,  
N M Joshi Marg, Mahalaxmi,  
Mumbai 400011

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Sar utha ke jyo!

**HDFC STANDARD LIFE INSURANCE COMPANY LIMITED**

Registered Office: 13th Floor, Lodha Excelus, Apollo Mills Compound,

N.M Joshi Marg, Mahalaxmi, Mumbai- 400 011

Contact No : 91 22 6751 6666 Fax No : 91 22 6751 2333

Email Id : investor.service@hdfclife.com

Corporate Identification Number: U99999MH2000PLC128245

Website: www.hdfclife.com

**POSTAL BALLOT FORM**

(Kindly refer to instructions overleaf before filling this Form)

Name of the sole/ 1<sup>st</sup> named Member: .....

Registered Address: .....

Name of the joint member(s): .....

.....

Folio No: ..... (OR) DP ID: ..... Client ID: .....

No of shares held: .....

I / We hereby exercise my / our vote in respect of the Special Resolutions to be passed through Postal Ballot as stated in the Notice of Postal Ballot issued by the Company dated December 16, 2014 by sending my / our assent or dissent to the said Resolution(s) by placing tick (√) mark at the appropriate box below:

Brief particulars of the item(s) proposed for passing as Special Resolution	Number of Votes exercised corresponding to the total number of voting rights	I/We assent to the Resolutions (For)	I/We dissent to the Resolutions (Against)
Resolution 1: Proposal of grant of loan by the Company to HDFC Standard Life Employees Stock Option Trust ('ESOP Trust')			
Resolution 2: Approval for ESOP Scheme, and consequent grant of Options/ issue and allotment of Shares to the Employees of the Company			
Resolution No 3: Approval for ESOP Scheme, and consequent grant of Options/ issue and allotment of Shares to the Employees of the Company's subsidiary(ies)			

Date: .....

Place: .....

.....

Signature of Member

(Sole Member/ 1<sup>st</sup> named)

.....

Signature of 1<sup>st</sup> Joint Holder

.....

Signature of 2<sup>nd</sup> Joint Holder

**Notes / Instructions****A. General Instructions**

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Resolutions contained in the Notice dated December 16, 2014 is being taken through Postal Ballot which includes voting by electronic means (e-voting).
2. The Company has appointed Mr SN Bhandari, M/s Bhandari & Associates, Practicing Company Secretary, (Membership No FCS: 761; CP No: 366), having address at 901, Kamala Executive Park, Off Andheri Kurla Road, JB Nagar, Mumbai 400059, as the Scrutinizer for the postal ballot / e-voting process.
3. The notice of Postal Ballot is being sent to the Members, whose names appear in the Register of Members / Register of Beneficial Owners as on close of business hours on December 5, 2014. The same has also been placed on the website of the Company viz. [www.hdfclife.com](http://www.hdfclife.com) and on CDSL website viz. [www.cdslindia.com](http://www.cdslindia.com). The Members shall have one vote per Share held by them.
4. The Scrutinizer will submit his final report as soon as possible after the last date of receipt for postal ballot / e-voting i.e. January 28, 2015.
5. The results of Postal Ballot shall be declared by the Chairman or his authorized representative or any Director duly authorized by the Board of Directors of the Company at or around 6.00 p.m. on or before Friday, January 30, 2015 at 13th Floor, Lodha Excelus, Apollo Mills Compound, NM Joshi Marg, Mahalaxmi, Mumbai 400011. The date of declaration of the results of Postal Ballot will be taken to be the date of passing of the resolution.
6. The results of the Postal Ballot will be placed on the website of the Company viz. [www.hdfclife.com](http://www.hdfclife.com).
7. **The Members can opt for only one mode of voting i.e. either through postal ballot or e-voting.** If the Members decides to vote through postal ballot, he/she/ it cannot vote through e-voting and vice versa. In case a Member votes through e-voting facility as well as sends his/her/ its vote through physical Postal Ballot vote, the vote cast through e-voting shall be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.
8. There will be one Postal Ballot Form for every folio / client id irrespective of the number of joint holders.
9. Voting rights in the postal ballot / e-voting cannot be exercised by a Proxy.
10. Votes cast in a manner contrary to the instructions herein, or Forms which are not complete/ improperly complete, shall be deemed invalid and will be ignored.
11. The voting period begins at 9.00 a.m., December 30, 2014 and ends at 6.00 p.m., January 28, 2015. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of December 5, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
12. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under "Help" section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**B. Voting in physical form, i.e., by completing physical Postal Ballot Form**

1. A Member desiring to exercise voting right by Postal Ballot should complete the Postal Ballot Form and send it in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer by January 28, 2015 before 6.00 p.m. The envelopes containing Postal Ballot Form, if sent by courier or by registered post or by speed post at the expense of the registered Member, will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address of the Registrar and Share Transfer Agents of the Company at Plot No B-5, Part B Cross Lane, MIDC, Marol, Andheri (East), Mumbai 400093. The Postal Ballot Forms received after 6.00 p.m. on January 28, 2015 will be treated as if the reply from the Member has not been received.
2. The votes should be cast either in 'Favour' or 'Against' the Resolutions by putting the tick [✓] mark in the column provided for 'assent' or 'dissent'. Postal Ballot Form bearing tick [✓] mark in both the columns will render the Form invalid.
3. Please convey your assent/ dissent in the Postal Ballot Form only or through e-voting. The assent or dissent received in any other form shall not be considered valid.
4. The Postal Ballot Form should be completed and signed by the sole / first named Member. In the absence of the first named Member in a joint holding, the Postal Ballot Form may be completed and signed by the next named Members. However, where the Form is sent separately by the first named Member and the joint holder(s), the vote of the first named Member only would be considered as valid.
5. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/ resolution of relevant governing body/ Committee, with signatures of authorised signatory(ies), duly attested.

6. Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be rejected by the Scrutinizer.
7. Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode. Postal Ballot Form cannot be filled in pencil.
8. Members are requested not to send any other matter along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope. If any extraneous papers or material or writings are found, the same will be destroyed by the Scrutinizer, and if required by the circumstances, may also result in invalidating the vote.
9. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point No. 1 above.

### c. Voting through electronic mode

#### C.1 Procedure for Members casting their vote electronically

The voting period begins on 9.00 a.m., December 30, 2014 and ends on 6.00 p.m., January 28, 2015. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of December 5, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

1. To initiate the voting process, log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on Shareholders. Enter your User ID
  - For CDSL: 16 digits beneficiary ID
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - Members holding shares in physical form should enter folio number registered with the Company
3. Thereafter, enter the image verification Code as displayed and click on Login tab.
4. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
5. Thereafter, fill up the following details in the appropriate boxes:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>CDSL users can enter any one of the details viz. dividend bank details or date of birth, in order to login; however, NSDL users and Members holding shares in physical mode mandatorily have to mention their bank account number in order to login. In case bank details are not recorded with the depository participant or the Company, please enter the DP ID/Client ID/Folio No. in the Dividend Bank details field.</p>

6. After entering these details appropriately, click on "SUBMIT" tab.
7. Members holding shares in physical form will then reach directly to the EVSN selection screen. However, members holding shares in demat form will now reach "Password Change" menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
8. For members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.

9. Thereafter, select the relevant Electronic Voting Sequence Number (EVSN) alongwith "Company Name" on which you choose to vote.
10. On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.
11. Click on the "Resolutions File Link" if you wish to view the entire Resolution.
12. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
13. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take out print of the voting done by you by clicking on "Click here to print" tab on the voting page.
15. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
16. Additional instructions for Non - Individual Members and Custodians
  - a. Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians voting for the first time are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates. Corporates and custodians already registered with CDSL should use their existing login details.
  - b. After registering online, scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c. The admin Login details will be sent by CDSL. After receiving these details, create a compliance user. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - d. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - e. A scanned copy of the Board Resolution and Power of Attorney which they have issued in favour of the Custodian/ authorized person, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
17. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under "Help" section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)