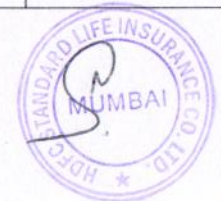


Name of the Entity: **HDFC Standard Life Insurance Company Limited**

1. Quarter Ending: **March 31, 2018**

I. Composition of Board of Directors								
Title (Mr., Ms.)	Name of the Director	PAN ^S & DIN	Category (Chairperson/ Executive/ Non- Executive/ independent/ Nominee) ^{&}	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including HDFC Standard Life Insurance Company Limited (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Relationship Committee(s) including HDFC Standard Life Insurance Company Limited (Refer Regulation 26(1) of Listing Regulations)	# No of post of Chairperson in Audit/ Stakeholder Relationship Committee held in listed entities including HDFC Standard Life Insurance Company Limited (Refer Regulation 26(1) of Listing Regulations)
Mr.	Deepak Parekh	AAOPP9668B 00009078	Chairman - Nominee Director	August 14, 2000	--	3	6	2
Sir	Gerald Grimstone	N.A. 01910890	Nominee Director	April 1, 2013	--	0	0	0
Mr.	Keki Mistry	AAFPM0331B 00008886	Nominee Director	December 20, 2000	--	3	9	5
Mr.	Norman Keith Skeoch	N.A. 00165850	Nominee Director	November 2, 2005	--	0	0	0



Ms.	Renu Karnad	AAEPK2992H	Nominee Director	January 25, 2006	--	3	8	3
		00008064						
Dr.	Jamshed J Irani*	AAFPI1888M	Independent Director	August 11, 2017	August 11, 2017- August 10, 2022	3	2	1
		00311104						
Mr.	AKT Chari*	ABJPC5571E	Independent Director	August 4, 2017	August 4, 2017- August 3, 2022	2	6	1
		00746153						
Mr.	Vegulaparanan Kasi Viswanathan	ACHPV7308P	Independent Director	April 25, 2014	April 25, 2014 – April 24, 2019	5	9	5
		01782934						
Mr.	Prasad Chandran	AACPC5766H	Independent Director	April 25, 2014	April 25, 2014 – April 24, 2019	2	4	1
		00200379						
Mr.	Sumit Bose	AAYPB9260F	Independent Director	July 19, 2016	July 19, 2016 – July 18, 2021	4	5	2
		03340616						
Mr.	Ranjan Mathai	AAKPM5046L	Independent Director	July 22, 2016	July 22, 2016 – July 21, 2021	2	1	0
		07572976						
Mr.	Ketan Dalal*	AAAPD4399P	Independent Director	July 17, 2017	July 17, 2017- July 16, 2022	2	3	0
		00003236						
Mr.	Amitabh Chaudhry	ABYPC2496D	Managing Director and CEO	January 18, 2015	--	1	2	0
		00531120						
Ms.	Vibha Padalkar	AAAPP4403G	Executive Director & CFO	August 14, 2017	--	1	2	1
		01682810						



Mr	James Aird	N.A.	Alternate Director to Mr Norman Keith Skeoch	February 2, 2018	--	0	2	0
		01057384						
Mr	Rushad Abadan	N.A.	Alternate Director to Sir Gerry Grimstone	February 2, 2018	--	0	0	0
		08035538						

* Appointed as Additional Director by the Board of Directors. In line with the Companies Act, their appointment is due for regularisation at the forthcoming Annual General Meeting of the Company.

§PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

#Chairmanship of both Listed and Unlisted Public Companies are considered as per Regulation 26(1) of Listing Regulations.

II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) [§]
1. Audit Committee	Mr. Vegulaparanan Kasi Viswanathan	Chairman of Audit Committee - Independent Director
	Mr. Keki Mistry	Nominee Director – Non Executive Director
	Mr. Prasad Chandran	Independent Director
	Ms. Renu Karnad	Nominee Director – Non Executive Director
	Mr. Sumit Bose	Independent Director
	Mr. Ketan Dalal	Independent Director
	Mr. AKT Chari	Independent Director
	Dr. Jamshed J Irani	Independent Director
	One Standard Life Mauritius Representative	Nominee Director – Non Executive Director
2. Nomination & Remuneration Committee	Mr. Ranjan Mathai	Chairman of Nomination & Remuneration Committee - Independent Director
	Mr. Vegulaparanan Kasi Viswanathan	Independent Director
	Mr. Prasad Chandran	Independent Director
	Ms. Renu Karnad	Nominee Director – Non Executive Director



	Mr. Keki Mistry	Nominee Director – Non Executive Director
	One Standard Life Mauritius Representative	Nominee Director – Non Executive Director
	Mr. Sumit Bose	Independent Director
	Mr. AKT Chari	Independent Director
	Dr. Jamshed J Irani	Independent Director
3. Stakeholders Relationship Committee	Mr. Keki Mistry	Chairman of Stakeholders Relationship Committee - Nominee Director
	Mr. AKT Chari	Independent Director
<p>&Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen</p>		

III. Meetings of Board of Directors			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
October 13, 2017 and December 8, 2017	January 19, 2018	55 and 41	
IV. Meetings of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee			
January 19, 2018	Yes	October 13, 2017	97
Nomination & Remuneration Committee			
March 14, 2018	Yes	October 13, 2017	151
Stakeholders Relationship Committee			
January 19, 2018	Yes	NA	NA
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
<i>Subject</i>		<i>Compliance Status (Yes/No/NA)</i>	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		NA	



Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

VI. Affirmations:

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

Name & Designation


Narendra Gangan

EVP, Company Secretary and Head – Compliance & Legal

Date: April 12, 2018

Place : Mumbai



Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Corporate Governance Report as at March 31, 2018 - HDFC Standard Life Insurance Company Limited

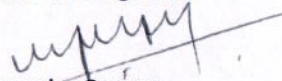
I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes



9

Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>III Affirmations:</p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied: Yes</p>		

Name & Designation


Narendra Gangan

EVP, Company Secretary and Head-Compliance & Legal

Date: April 12, 2018

Place: Mumbai

