

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

1. Quarter Ending: **December 31, 2017**

<b>I. Composition of Board of Directors</b>								
Title (Mr., Ms.)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) <sup>&amp;</sup>	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	Chairperson - Nominee Director	August 14, 2000	--	3	5	2
		00009078						
Sir	Gerald Grimstone	N.A.	Nominee Director	April 1, 2013	--	0	0	0
		01910890						
Mr.	Keki Mistry	AAFPM0331B	Nominee Director	December 20, 2000	--	3	9	5
		00008886						
Mr.	Norman Keith Skeoch	N.A.	Nominee Director	November 2, 2005	--	0	0	0
		00165850						



Ms.	Renu Karnad	AAEPK2992H	Nominee Director	January 25, 2006	--	3	8	2
		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	0
		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	7	3
		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	2	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	October 25, 2017	--	0	1	0
		01057384						

\$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) <sup>S</sup>
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
<sup>&amp;</sup> 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		

<b>III. Meetings of Board of Directors</b>			
<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>	
July 17, 2017	October 13, 2017 and December 8, 2017	87 and 55	
<b>IV. Meetings of Committees</b>			
<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>
<b>Audit Committee</b>			
October 13, 2017	Yes	July 17, 2017	87
<b>Nomination &amp; Remuneration Committee</b>			
October 13, 2017	Yes	July 17, 2017	87
<b>Stakeholders Relationship Committee</b>			
NA	NA	NA	NA
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
<b>V. Related Party Transactions</b>			
<i>Subject</i>		<i>Compliance Status (Yes/No/NA)</i>	
Whether prior approval of audit committee obtained		NA	
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: - *Not Applicable since this is the first Corporate Governance Report post listing of equity shares of the Company on November 17, 2017.*

**Name & Designation**

  
Narendra Gangan  
EVP, Company Secretary and Head – Compliance & Legal  
Date: January 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.