

HDFC STANDARD LIFE INSURANCE COMPANY LIMITED

Registered Office: 13th Floor, Lodha Excelus, Apollo Mills Compound,
N.M Joshi Marg, Mahalaxmi, Mumbai- 400 011
Tel: 022 6751 6666, Fax: 022 67516861
Corporate Identification Number: U99999MH2000PLC128245
Email: investor.service@hdfclife.com, Website: www.hdfclife.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SEVENTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF HDFC STANDARD LIFE INSURANCE COMPANY LIMITED WILL BE HELD AT 2.00 P.M. ON MONDAY, JULY 17, 2017 AT HDFC HOUSE, H T PAREKH MARG, 165-166, BACKBAY RECLAMATION, CHURCHGATE, MUMBAI 400020 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - (a) The Standalone Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the year ended March 31, 2017, and the Balance Sheet as at that date, together with the reports of the Auditors, Management and Directors.
 - (b) The Consolidated Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the year ended March 31, 2017 and the Balance Sheet as at that date, together with the Reports of the Auditors.
2. To confirm the payment of Interim Dividend on Equity Shares.
3. To appoint a Director in place of Ms Renu Sud Karnad (DIN: 00008064), who retires by rotation and, being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mr Norman Keith Skeoch (DIN: 00165850), who retires by rotation and, being eligible, offers himself for re-appointment.
5. To ratify the appointment of Joint Statutory Auditors and to fix their remuneration, and in this connection, to consider, and if thought fit, to pass with or without modification(s), as an Ordinary Resolution, the following:

“RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any, and guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI) for appointment of statutory auditors, the appointment of M/s Price Waterhouse Chartered Accountants LLP, ICAI Registration no. 012754N, as Joint Statutory Auditors, till the conclusion of the 19th Annual General Meeting of the Company, and the appointment of M/s GM Kapadia & Co, Chartered Accountants, ICAI Registration no 104767W, as Joint Statutory Auditors, till conclusion of the 21st Annual General Meeting, be and are hereby ratified.

“RESOLVED FURTHER THAT the Board of Directors, or Audit Committee thereof, be and is hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Joint Statutory Auditors.”

SPECIAL BUSINESS

6. To consider, and if thought fit, to pass with or without modification(s), as an Ordinary Resolution, the following:

“RESOLVED THAT Mr. Sumit Bose (DIN: 03340616) who was appointed by the Board of Directors as an Additional Director of the Company (and categorized as ‘Independent Director’) with effect from July 19, 2016, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”), and in respect of whom the Company has received a notice in writing along with a deposit of ₹ 1,00,000/- from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed pursuant to the provisions of Sections 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, of the Act, as an Independent Director of the Company for a period of 5 years, such 5 years computed from the date of his initial/first appointment, i.e. July 19, 2016, subject to his compliance with the requirements as prescribed under the Act with regard to an Independent Director and such other provisions as may be applicable, if any, from time to time, and further during the tenure of appointment, the said Independent Director shall not be liable to retire by rotation.”

7. To consider, and if thought fit, to pass with or without modification(s), as an Ordinary Resolution, the following:
“RESOLVED THAT Mr. Ranjan Mathai (DIN: 07572976) who was appointed by the Board of Directors as an Additional Director of the Company (and categorized as ‘Independent Director’) with effect from July 22, 2016, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”), and in respect of whom the Company has received a notice in writing along with a deposit of ₹ 1,00,000/- from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed pursuant to the provisions of Sections 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, of the Act, as an Independent Director of the Company for a period of 5 years, such 5 years computed from the date of his initial/first appointment, i.e. July 22, 2016, subject to his compliance with the requirements as prescribed under the Act with regard to an Independent Director and such other provisions as may be applicable, if any, from time to time, and further during the tenure of appointment, the said Independent Director shall not be liable to retire by rotation.”

8. To consider, and if thought fit, to pass with or without modification(s), as an Ordinary Resolution, the following:
“RESOLVED THAT pursuant and subject to the provisions of Section 34A and other applicable provisions, if any, of the Insurance Act, 1938 (including any statutory modifications or re-enactment thereof for the time being in force) and Guidelines issued by Insurance Regulatory and Development Authority of India (IRDAI) from time to time, subject to the approval of the IRDAI, pursuant to the applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modifications or re-enactment thereof for the time being in force), and the applicable Rules thereunder, and pursuant to the provisions of Article 102 and other applicable provisions, if any, of the Articles of Association of the Company, in partial modification of the earlier resolution(s) in this behalf, the remuneration of Mr. Amitabh Chaudhry (DIN: 00531120), Managing Director & Chief Executive Officer, revised as under with effect from April 1, 2017, is approved:

(₹ Crs pa)

Salary (including allowances & perquisites)

4.41

“RESOLVED FURTHER THAT Mr. Amitabh Chaudhry shall also be entitled to variable performance pay linked to his performance ratings; and Stock Options, in accordance with the relevant Scheme(s) of the Company in this behalf and / or as approved by the Board of Directors, or Nomination & Remuneration Committee or any Committee thereof, and subject to the approval of IRDAI, as may be necessary or required.

“RESOLVED FURTHER THAT the Board of Directors of the Company, or Nomination & Remuneration Committee or any other Committee thereof, be and is hereby authorised from time to time to determine or revise the amount of salary, commission and remuneration, including perquisites, Stock Options and other benefits, as may be agreed with Mr. Chaudhry, and as approved by the IRDAI, as applicable.

“RESOLVED FURTHER THAT the other terms of employment of Mr. Amitabh Chaudhry to the extent not amended or modified herein, shall remain unchanged, and further, the Board of Directors, or any Committee thereof as authorised, be and is / are hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution, and to settle any question or doubt that may arise in relation thereto.”

9. To consider, and if thought fit, to pass with or without modification(s), as an Ordinary Resolution, the following:
“RESOLVED THAT pursuant to the provisions of Section 34A and other applicable provisions, if any, of the Insurance Act, 1938 (including any statutory modifications or re-enactment thereof for the time being in force), pursuant to applicable Guidelines issued by Insurance Regulatory and Development Authority of India (IRDAI) from time to time, pursuant to the terms and conditions stipulated by IRDAI while granting its approval, pursuant to the provisions of Article 102 and other applicable provisions, if any, of the Articles of Association of the Company, and pursuant to the applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification or re-enactment thereof for the time being in force), and the applicable Rules thereunder and subject to the approval of the IRDAI, the Members approve the re-appointment of Ms. Vibha Padalkar (DIN: 01682810), Executive Director & Chief Financial Officer, for a further period of 5 (five) years with effect from August 14, 2017 (intent being that the reappointment will be in continuum with the current tenure without any break thereof).

“RESOLVED FURTHER THAT pursuant and subject to the provisions of Section 34A and other applicable provisions, if any, of the Insurance Act, 1938 (including any statutory modifications or re-enactment thereof for the time being in force) and Guidelines issued by Insurance Regulatory and Development Authority of India (IRDAI) from time to time, subject to the approval of the IRDAI, pursuant to the applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modifications or re-enactment thereof for the time being in force), and the applicable Rules thereunder, and pursuant to the provisions of Article 102 and other applicable provisions, if any, of the Articles of Association of the Company, in partial modification of the earlier resolution(s) in this behalf, the remuneration of Ms. Vibha Padalkar (DIN: 01682810), Executive Director & Chief Financial Officer, revised as under with effect from April 1, 2017, is approved (such revised remuneration being also applicable through her re-appointment as above, till modified):

	(₹ Crs pa)
Salary (including allowances & perquisites)	2.21

“RESOLVED FURTHER THAT Ms. Vibha Padalkar shall also be entitled to variable performance pay linked to her performance ratings; and Stock Options, in accordance with the relevant Scheme(s) of the Company in this behalf and / or as approved by the Board of Directors, or Nomination & Remuneration Committee or any Committee thereof, and subject to the approval of IRDAI, as may be necessary or required.

“RESOLVED FURTHER THAT the Board of Directors of the Company, or Nomination & Remuneration Committee or any other Committee thereof, be and is hereby authorised from time to time to determine or revise the amount of salary, commission and remuneration, including perquisites, Stock Options and other benefits, as may be agreed with Ms. Padalkar, and as approved by the IRDAI, as applicable.

“RESOLVED FURTHER THAT the other terms of employment of Ms. Vibha Padalkar, to the extent not amended or modified herein, shall remain unchanged, and further, the Board of Directors, or any Committee thereof as authorised, be and is / are hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution, and to settle any question or doubt that may arise in relation thereto.”

10. To consider, and if thought fit, to pass with or without modification(s), as a Special Resolution, the following:

“RESOLVED THAT pursuant to Section 62 of the Companies Act, 2013 (“Act”) (including any statutory modification or re-enactment thereof for the time being in force), read with 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) (present or future) under one or more Employee 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 including 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 the 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.”

11. To consider, and if thought fit, to pass with or without modification(s), as a Special Resolution, the following:

“RESOLVED THAT pursuant to Section 62 of the Companies Act, 2013 (“Act”) (including any statutory modification or re-enactment thereof for the time being in force), read with 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 Eligible Employees of its Subsidiary Company(ies) (present or future), under one or more Employee 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 including 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 the 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.”

12. To consider, and if thought fit, to pass with or without modification(s), as a Special Resolution, the following:

“RESOLVED THAT pursuant to the provisions of Sections 149(9), 197 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), pursuant to the Guidelines issued by Insurance Regulatory and Development Authority of India (‘IRDAI’) from time to time and pursuant to the provisions of Article 84 and other applicable provisions, if any, of the Articles of Association of the Company, a profit related commission of a sum not exceeding in aggregate one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, but subject to limits prescribed, if any, by IRDAI, be paid to and distributed amongst the Non Executive Independent Directors of the Company with respect to Financial Year 2017-18, in such amounts or proportions and in such manner and in all respects as may be decided and determined by the Board of Directors of the Company, and such payment shall be made in respect of the profits of the Company for Financial Year 2017-18.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, or any person authorised by the Board, be and is hereby authorised to take all actions and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, including any approval or consent, as may be necessary, and to settle any question, difficulty or doubt that may arise in this regard.”

By order of the Board of Directors

sd/-

Manish Ghiya

**EVP, Company Secretary &
Head - Compliance & Legal**

Place: Mumbai

Date: May 3, 2017

Registered Office:

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

CIN: U99999MH2000PLC128245

Notes:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("Act"), in relation to the items of Special Business in the Notice is annexed hereto and forms part of this Notice.
2. Items 3 and 4 of the Notice: In view of the provisions of the Act which prescribes that Non-Independent Directors only will be reckoned for the purpose of the provisions relating to retirement by rotation under Section 152 of the Act, the Company has determined retiring directors (being non-Independent Directors only) and their eligibility for re-appointment under the above provisions. The Profile of the Directors seeking re-appointment is annexed to this Notice.
3. Item 5 of the Notice regarding ratification of appointment of Joint Statutory Auditors: Members may kindly note that the Companies Act, 2013 provides for appointment of Statutory Auditors for 5 years with annual ratification by Members. Further, the Corporate Governance Guidelines issued by IRDAI also provides for appointment of Statutory Auditors for 5 years at a time. In view of these provisions:
 - (a) M/s GM Kapadia & Co., Chartered Accountants will complete 1 year, since their first appointment, at the conclusion of this 17th Annual General Meeting, and their appointment needs to be ratified, as required by the Companies Act, 2013.
 - (b) M/s Price Waterhouse Chartered Accountants LLP will complete 3 years, since their first appointment, at the conclusion of this 17th Annual General Meeting, and their appointment needs to be ratified, as required by the Companies Act, 2013.
4. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE ATLEAST 48 HOURS BEFORE THE TIME OF THE MEETING.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.
5. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting ("AGM") are requested to send to the Company a duly certified copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the AGM.
6. Proxy shall not vote, except on a Poll.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. All documents referred to in the Notice and the Explanatory Statement, and requiring Members' approval, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be available for inspection by the Members at the Registered Office of the Company during business hours up to the date of AGM.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
10. Member/ Proxy, desirous of attending the Meeting, must bring the Attendance Slip (enclosed herewith) to the Meeting duly completed and signed, and hand over the same at the venue entrance.
11. In terms of the provisions of the Companies Act, 2013 read with the Rules made thereunder, the copy of the Annual Report including Financial statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company or with the Company, unless any Member has requested for a physical copy of the same. However, in case a Member wishes to receive a physical copy of the Annual Report, he is requested to send an email to investor.service@hdfclife.com, duly quoting his DP ID and Client ID or the Folio number, as the case may be.

Kindly register/update your email address and contact details with your Depository Participant. This will help us in prompt sending of notices, annual reports and other shareholder communications in electronic form.

12. Members holding shares in physical form are advised to avail the Nomination facility in respect of their shares by filling the prescribed form. Members holding shares in electronic form may contact their Depository Participant (DP) for recording their Nomination.

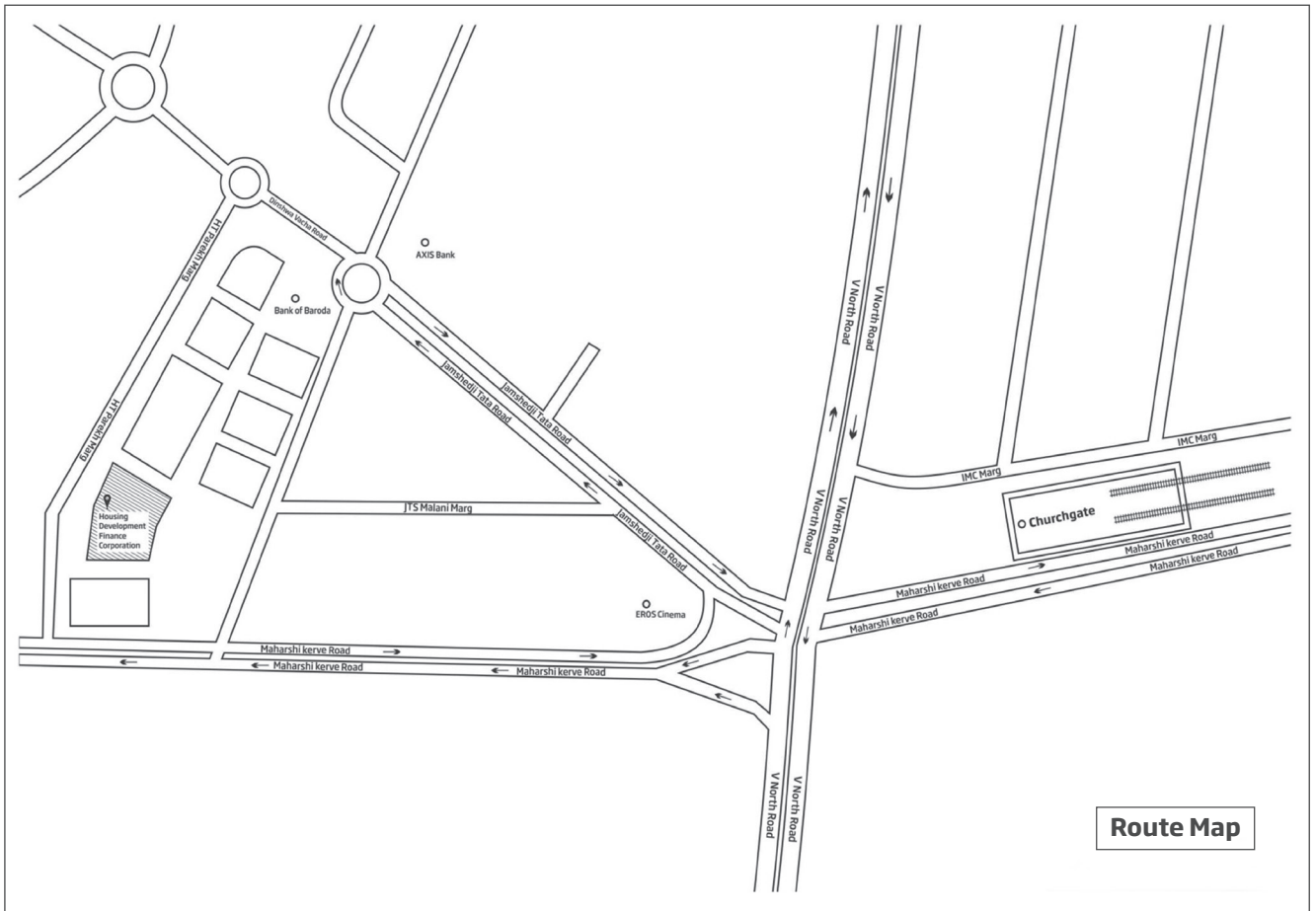
13. Voting by Electronic means (e-Voting):

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, the Company is providing its Members, the facility to cast their vote electronically from a place other than venue of the Annual General Meeting (AGM) ("remote e-Voting") using an electronic voting system provided by Central Depository Services (India) Limited ("CDSL"), on all the business items set forth in the Notice of 17th AGM. In this regard, the instructions for e-Voting are enclosed as an Annexure to the Notice. The instructions to e-Voting explain the process and manner for generating/receiving the password, and for casting of vote(s) in a secure manner. However, the Members are requested to take note of the following items:

- a. The remote e-Voting period will commence on **Thursday, July 13, 2017 (9.00 am IST)** and will end on **Sunday, July 16, 2017 (5.00 pm IST)**. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Monday, July 10, 2017**, may cast their votes through remote e-Voting. The remote e-Voting module shall be disabled by CDSL for voting after **5.00 pm (IST) on Sunday, July 16, 2017** and remote e-Voting shall not be allowed beyond the said time.
- b. The voting rights of the Members shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date, being **Monday, July 10, 2017**.
- c. Once the vote on a resolution is cast by a Member through remote e-Voting, he/she/it shall not be allowed to change it subsequently.
- d. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of AGM Notice and holding shares as of the cut-off date, i.e. Monday, July 10, 2017, may refer to this Notice of the 17th Annual General Meeting of the Company, posted on Company's website **www.hdfclife.com** for detailed procedure with regard to remote e-Voting. The Notice shall also be available at CDSL's e-Voting Website **www.evotingindia.com**
- e. The Company is also offering facility for voting by way of physical ballot at the AGM for the Members attending the meeting who have not cast their vote by remote e-Voting.
- f. A member may participate in the AGM even after exercising his right to vote through remote e-Voting, but cannot vote again at the AGM. More details pertaining to e-Voting is included under the Section "Instructions for remote e-Voting" annexed to this Notice.
- g. The Company has appointed Mr. S.N. Bhandari (C.P. 366), or failing him Ms. Manisha Maheshwari (C.P. 11031), Practicing Company Secretaries from Bhandari & Associates, Company Secretaries, as 'Scrutinizer', to scrutinize the voting and remote e-Voting process in a fair and transparent manner.

The Scrutinizer shall, within 3 days of conclusion of the meeting, make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him. The Chairman or a person authorised by him shall declare the result of the voting forthwith.
- h. The results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.hdfclife.com** and on the e-Voting website of CDSL **www.evotingindia.com** immediately after the result is declared by the Chairman or by a person authorised by him.

14. A Route Map showing directions to reach the venue of the 17th Annual General Meeting is given below:



Note:

You can also enter these values in Google maps search box to know exact location of AGM venue : 18.928994, 72.827481.

STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS MENTIONED IN THE NOTICE OF THE SEVENTEENTH ANNUAL GENERAL MEETING OF THE COMPANY

Item No 6

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company appointed Mr. Sumit Bose wef July 19, 2016 as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

As an Additional Director, Mr. Bose holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Mr. Bose as a Director of the Company. The Company has also received a declaration from Mr. Bose confirming that he meets the criteria of independence as prescribed under the Act. Mr. Bose is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

In the opinion of the Board, Mr. Bose fulfils the conditions for his appointment as an Independent Director as specified in the Act and he is independent of the Management.

Mr. Bose is former Union Finance Secretary (as Secretary, Department of Revenue). He joined the Indian Administrative Service in 1976, and has served as Secretary (Expenditure) and Secretary (Disinvestment) as well as Secretary in the Thirteenth Finance Commission, and in the Ministry of Finance, GOI since August 2007 till superannuation. After his superannuation, he was Member, Expenditure Management Commission set up to review the allocative and operational efficiencies of Government expenditure to achieve maximum output. Mr. Bose completed his education with Master of Science, (Social Policy and Planning), London School of Economics, 1993, Master of Arts (History), St Stephen's College, University of Delhi, 1976.

A copy of the letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the Registered Office of the Company during business hours on any working day and is also available on the Company's website.

The resolution as set out in item No. 6 of this Notice is accordingly commended for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives is / are concerned or interested in the said Resolution except Mr Bose himself to the extent of his directorship in the Company.

Item No 7

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company appointed Mr. Ranjan Mathai wef July 22, 2016 as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

As an Additional Director, Mr. Mathai holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Mr. Mathai as a Director of the Company. The Company has also received a declaration from Mr. Mathai confirming that he meets the criteria of independence as prescribed under the Act. Mr. Mathai is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

In the opinion of the Board, Mr. Mathai fulfils the conditions for his appointment as an Independent Director as specified in the Act and he is independent of the Management.

Mr. Mathai is former Foreign Secretary, Government of India. He joined the Indian Foreign Service in 1974, and has served in Indian Missions in Vienna, Colombo, Washington, Tehran and Brussels (1976-1994); and had held several key positions in the Ministry of External Affairs of the Government of India, including as Joint Secretary, heading the Division responsible

for India's relations with Bangladesh, Myanmar, Sri Lanka, and the Maldives. (1995-1998). After his retirement he was appointed High Commissioner of India to the United Kingdom (Dec 2013- Dec 2015). Mr. Mathai completed his education with an M.A. in Political Science from the University of Poona (Pune) in 1974. He is an alumnus of the National Defence College in Delhi (27th Course, 1987).

A copy of the letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the Registered Office of the Company during business hours on any working day and is also available on the Company's website.

The resolution as set out in item No. 7 of this Notice is accordingly commended for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives is / are concerned or interested in the said Resolution except Mr. Mathai himself to the extent of his directorship in the Company.

Item No 8

Mr. Amitabh Chaudhry was re-appointed as the Managing Director & Chief Executive Officer of the Company for a period of five years effective January 18, 2015 in accordance with the consent of the Members, and approval of IRDAI in terms of Section 34A of the Insurance Act, 1938.

The Nomination & Remuneration Committee, vide its resolution dated May 3, 2017, has approved the proposal of revision in the remuneration of Mr. Amitabh Chaudhry with effect from April 1, 2017 as part of usual annual compensation review, keeping in view the performance achieved by the Company, and Mr Amitabh Chaudhry's performance and contribution.

The revision in the remuneration is also subject to the prior approval of IRDAI under Section 34A of the Insurance Act, 1938.

It may be noted that the Company, being an Indian Insurance Company in terms of the Insurance Act, 1938 (amended till date), the provisions relating to appointment and remuneration, including amendment thereof, of Managing Director / Whole Time Directors are regulated by the said Act and the Guidelines on Corporate Governance for Insurance Companies and the Guidelines on Remuneration of Non Executive Directors & MD/CEO/WTD of Insurers issued by IRDAI.

The Directors recommend the Resolution proposed vide Item no 8 of the Notice be passed and approved as an Ordinary Resolution by the Members.

Except Mr Amitabh Chaudhry, no other Director or Key Managerial Personnel of the Company or their respective relatives is / are concerned or interested, financially or otherwise, in the said Resolution.

Item No 9

Ms. Vibha Padalkar was appointed as a Whole-time Director, and designated as Executive Director & Chief Financial Officer (ED & CFO) of the Company for a period of five years effective August 14, 2012. Further, the appointment of Ms. Vibha Padalkar was approved by the Insurance Regulatory and Development Authority of India (IRDAI) in terms of Section 34A of the Insurance Act, 1938 vide its letter dated September 7, 2012, and was also approved by the Members of the Company. In this regards, an agreement dated August 14, 2012, was also entered into with her in relation to her appointment, terms and conditions thereof and her powers and duties.

The Nomination & Remuneration Committee of the Board, at its Meeting held on March 16, 2017, has considered her candidature for re-appointment as a Whole-time Director, and designated as ED & CFO, and keeping in view her achievements and contributions, recommended to the Board for re-appointment of Ms. Padalkar as Executive Director & Chief Financial Officer for a further period of 5 years w.e.f. August 14, 2017.

Based on the same, the Board has approved the proposal, and recommended the same for Members' approval. The proposal is also subject to prior approval of IRDAI.

It may be noted that the Companies Act, 2013 permits re-appointment of a Whole-time Director for further term upto 1 year prior to expiry of the tenure.

Further, the Nomination & Remuneration Committee, vide its resolution dated May 3, 2017, has also approved the proposal of revision in the remuneration of Ms. Vibha Padalkar with effect from April 1, 2017 as part of usual annual compensation review, keeping in view the performance achieved by the Company, and Mr Vibha Padalkar's performance and contribution.

The revision in the remuneration is also subject to the prior approval of IRDAI under Section 34A of the Insurance Act, 1938. The revised remuneration, or any further modification or revision thereof, will automatically apply also for her new tenure / re-appointment as above.

It may be noted that the Company, being an Indian Insurance Company in terms of the Insurance Act, 1938, the provisions relating to appointment and remuneration, including amendment thereof, of Managing Director / Whole Time Directors are regulated by the said Act and the Guidelines on Corporate Governance for Insurance Companies and the Guidelines on Remuneration of Non Executive Directors & MD/CEO/WTD of Insurers issued by IRDAI.

The resolution with regards to the re-appointment of Ms. Vibha Padalkar for a period of 5 years and revision in her remuneration is hence being placed before the Members for approval. The Directors recommend the Resolution proposed vide Item no 9 of the Notice be passed and approved as an Ordinary Resolution by the Members.

Except Ms Vibha Padalkar, no other Director or Key Managerial Personnel of the Company or their respective relatives is / are concerned or interested, financially or otherwise, in the said Resolution.

Item Nos 10 & 11

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).

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 provisions /Key features as prescribed herein below.

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

It is proposed to grant upto 45,00,000 (Forty-five Lakhs) Options in aggregate. The Grants shall be made, as decided by the Nomination & Remuneration Committee ("Committee").

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

Eligible Employees in the grade of M1 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 M1 & above population will be given Grants depending on the performance / potential feedback.

The final quantum of Grants will be as per the Management recommendation based on the performance / potential of the concerned Eligible Employee, which may also include employees who have been conferred with formal employee recognitions by the Company (irrespective of their grades) (collectively "Eligible Employees"). 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").

- (c) Vesting, and period of Vesting:

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

- 30% of the Options granted will vest on the 1st Anniversary from the date of grant;
- 30% of the Options granted will vest on the 2nd Anniversary from the date of grant; and
- 40% of the Options granted will vest on the 3rd 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/ method which the Company shall use to value its options:
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:
Subject to such norms as may be prescribed by the Committee of Directors, all Options Vesting in the Eligible Employees will have to be exercised within (a) 5 years from the date of respective Vesting; or (b) three months from the date of listing of equity shares of the Company on recognised Stock Exchange(s); or (c) three months from the date of expiry of lock-in period, if any, as may be mandated by SEBI for non-promoter / employee shareholders from the date of listing of equity shares of the Company; whichever is later (i.e., the last of the above 3), subject to any further 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 except as may be applicable upon listing of shares on the Stock Exchanges, subject to prescribed regulatory provisions.
- (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 Nomination & Remuneration 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 Options 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 vested 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) Compliance 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 concerned Resolutions.

The Key Managerial Personnel including Managing Director and Whole Time Director of the Company are concerned or interested in the Resolution at Item No 10 to the extent of the number of Options that would be granted to them respectively, 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 10 and 11 of the Notice be passed and approved as Special Resolutions by the Members.

Item No 12

The Members at the 13th Annual General Meeting of the Company held on July 18, 2013 passed a Special Resolution under erstwhile Section 309 of the Companies Act, 1956, approving the payment of Commission to the Non-Executive Independent Directors of the Company, for a period of five financial years commencing from April 1, 2013 (ie in respect of financial years 2012-13 to 2016-17).

The Companies Act, 2013 and dynamic business environment have placed onerous responsibilities on the Non-Executive Directors particularly the Independent Directors. This requires the Independent Directors to play a more pro-active role along with greater involvement in Board's decision making process. Considering the above, the Board is of the view that it is necessary that they should be adequately compensated for their time and efforts and also to retain and attract the pool of talent.

Within the overall limit, Commission will be distributed amongst the Non Executive Independent Directors in accordance with the directions given by the Board of Directors in respect of each financial year subject to regulatory prescribed limits, if any. The Commission will be in addition to the fees payable to the Non Executive Independent Directors for attending the meetings of the Board or Committee thereof and reimbursement of expenses for participation in the Board and other meetings.

Accordingly, it is proposed to seek fresh approval of the shareholders by way of a Special Resolution for payment of commission with respect to Financial Year 2017-18 to Non-Executive Independent Directors.

The Board of Directors recommend the Special Resolution set out at Item No. 12 of the Notice, for approval of Members.

The respective Non-Executive Independent Directors may be deemed to be concerned or interested in passing of the resolution at Item No. 12. No other Director, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution set out at Item No. 12 of the Notice.

By order of the Board of Directors

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

Place: Mumbai

Date: May 3, 2017

Registered Office:

Lodha Excelus, 13th Floor,
Apollo Mills Compound,
N M Joshi Marg, Mahalaxmi,
Mumbai 400011
CIN: U99999MH2000PLC128245

Brief Resume of Directors seeking re-appointment at the ensuing 17th Annual General Meeting

	Re-appointment due to retirement by rotation		Re-appointment as Executive Director & Chief Financial Officer
Name of Director	Ms Renu Sud Karnad (DIN:00008064)	Mr Norman Keith Skeoch (DIN:00165850)	Ms Vibha Padalkar (DIN: 01682810)
Age	64 years	60 years	48 years
Nationality	Indian	British	Indian
Date of appointment on Board#	January 25, 2006	November 2, 2005	August 14, 2012
Shareholding in the Company* (in nos)	1,125,000	Nil	13,70,000
Qualifications	Graduate in Law, and Master's degree in Economics from Delhi University	Fellow of the Chartered Institute for Securities and Investment, Fellow of the Society of Business Economists, Fellow of the Royal Society for the Encouragement of the Arts, Manufacture and Commerce, BA, MA, DBA (Doctor of Business Administration) and Honorary degrees from University of Sussex and Teesside University	Chartered Accountant (England & Wales), Chartered Accountant (ICAI, India)
Expertise in specific functional area	Managing Housing Finance Business as Managing Director of HDFC Ltd.	Chief Executive Officer of Standard Life plc and managing asset management business as CEO of Standard Life Investments Ltd.	Managing the finance, legal, secretarial and compliance, internal audit & risk functions as well as oversight of the Pension Subsidiary Company

the date on which the Director was first appointed

* as on May 3, 2017

Brief Resume of Directors seeking appointment at the ensuing 17th Annual General Meeting

Name of Director	Mr Sumit Bose (DIN: 03340616)	Mr Ranjan Mathai (DIN: 07572976)
Age	63 years	64 years
Nationality	Indian	Indian
Date of appointment on Board#	July 19, 2016	July 22, 2016
Shareholding in the Company* (in nos)	Nil	Nil
Qualifications	Master of Arts (History), St. Stephen's College, University of Delhi; Master of Science (Social Policy and Planning), London School of Economics	M.A. (Political Science), University of Pune; Alumnus of the National Defence College, Delhi (1987)
Expertise in specific functional area	Retired from the IAS as Union Finance Secretary. Held positions of Secretary - Disinvestment, Secretary - Expenditure and Secretary - Revenue in the Finance Ministry, Government of India	Former Foreign Secretary of India. Also held the positions of High Commissioner of India to the UK and Ambassador of India in France. Has experience in administration, diplomacy, communication and research.

the date on which the Director was first appointed

* as on May 3, 2017

Name of Director	Directorships in other Companies[§]	Chairmanship/ Memberships of Committees in other Companies
Ms Renu Sud Karnad	Housing Development Finance Corporation Limited	-
	HDFC Bank Limited	Member - Stakeholders Relationships Committee
	HDFC Asset Management Company Limited	-
	HDFC ERGO General Insurance Company Limited	-
	GRUH Finance Limited	-
	BOSCH Limited	Chairperson - Audit Committee Member - Stakeholders' Relationship Committee
	Indraprastha Medical Corporation Limited	-
	EIH Limited	-
	ABB India Limited	Member - Audit Committee Member - Stakeholders' Relationship Committee
	Feedback Infra Private Limited	-
	HT Parekh Foundation	-
Mr Norman Keith Skeoch	HDFC Asset Management Company Limited	-
Mr Sumit Bose	Coromandel International Limited	Chairman - Audit Committee
	Tata AIG General Insurance Company Limited	Member - Audit Committee
	BSE Limited	Member - Audit Committee
	Vidhi Centre for Legal Studies	-
	UTI Asset Management Company Limited	Member - Stakeholders' Relationship Committee
	Jal Seva Charitable Foundation	-
	Oil and Natural Gas Corporation Limited	Member - Audit Committee
Mr Ranjan Mathai	Jet Airways (India) Limited	-
Ms Vibha Padalkar	HDFC Pension Management Company Limited	-
	HDFC Investments Limited	Chairperson - Audit Committee
	The Tata Power Company Limited	Member - Audit Committee

For the purpose of considering the Committee Memberships and chairmanships for a Director, the Audit Committee, and the Shareholders' Grievance Committee of Public Limited Companies alone have been considered.

The details of "Directorships held in other companies" and "Chairmanships/Memberships of committees in other companies" are as on March 31, 2017, with regard to the existing Directors, respectively.

§ Only companies incorporated under the erstwhile Companies Act, 1956 and under the Companies Act, 2013 are considered for the purpose of computing no. of other directorship(s).

HDFC STANDARD LIFE INSURANCE COMPANY LIMITED
17th ANNUAL GENERAL MEETING ON MONDAY, JULY 17, 2017 AT 2.00 P.M

INSTRUCTIONS FOR REMOTE E-VOTING

Procedure for Members casting their vote electronically:

The remote e-Voting period will commence on **Thursday, July 13, 2017 (9.00 am IST)** and will end on **Sunday, July 16, 2017 (5.00 pm IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Monday, July 10, 2017**, may cast their votes through remote e-Voting. The remote e-Voting module shall be disabled by CDSL for voting after **5.00 pm (IST) on Sunday, July 16, 2017** and remote e-Voting shall not be allowed beyond the said time. Once the vote on a resolution is cast by the member through remote e-Voting, he shall not be allowed to change it subsequently.

- (i) The shareholders should log on to the e-Voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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. • 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.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter 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 remote 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.
- (ix) For Members holding shares in physical form, the details can be used only for remote e-Voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.

- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding remote e-Voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-Voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



HDFC STANDARD LIFE INSURANCE COMPANY LIMITED

Registered Office: Lodha Excelus, 13th Floor, Apollo Mills Compound, N M Joshi Marg, Mahalaxmi, Mumbai 400 011.

Corporate Identification Number: U99999MH2000PLC128245

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s):.....
Registered address:.....
.....E-mail Id:
Folio No./Client ID No. :.....DP ID No.

I/We, being the Member(s) ofshares of HDFC Standard Life Insurance Company Limited, hereby appoint:

1. Name:.....
Address:.....
.....
E-mailID:.....Signature:.....
or failing him

2. Name:.....
Address:.....
.....
E-mailID:.....Signature:.....
or failing him

3. Name:.....
Address:.....
.....
E-mailID:.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General Meeting of the Company to be held on Monday, July 17, 2017 at 2.00 p.m. at HDFC House, HT Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai - 400020 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Receive, consider and adopt : (a) the standalone Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the year ended March 31, 2017, and the Balance Sheet as at that date, together with the reports of the Auditors, Management and Directors; and (b) the Consolidated Audited Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the year ended March 31, 2017 and the Balance Sheet as at that date, together with the Reports of Auditors.
2. Confirm the payment of Interim Dividend on Equity Shares.
3. Re-appointment of Ms. Renu Sud Karnad as a Director of the Company.
4. Re-appointment of Mr Norman Keith Skeoch as a Director of the Company.
5. Ratification of appointment of Joint Statutory Auditors.
6. Appointment of Mr Sumit Bose as an Independent Director of the Company.
7. Appointment of Mr Ranjan Mathai as an Independent Director of the Company.
8. Revision in the remuneration of Mr. Amitabh Chaudhry, MD & CEO.
9. Re-appointment of Ms Vibha Padalkar as ED & CFO, and revision in her remuneration.
10. Approval of ESOP scheme for employees of the Company.
11. Approval of ESOP scheme for employees of Subsidiary Company(ies).
12. Approval for payment of Commission to Non-Executive Independent Directors.

Affix
Revenue
Stamp

Signed this.....day of..... 2017

Signature of Shareholder.....Signature of Proxy holder.....

NOTE:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Lodha Excelus, 13th Floor, Apollo Mills Compound, N M Joshi Marg, Mahalaxmi, Mumbai - 400011 not less than 48 hours before the commencement of the Meeting.
2. This Proxy will automatically become ineffective if the Member is present at the Meeting.



HDFC STANDARD LIFE INSURANCE COMPANY LIMITED

Registered Office: Lodha Excelus, 13th Floor, Apollo Mills Compound, N M Joshi Marg, Mahalaxmi, Mumbai 400 011.

Corporate Identification Number: U99999MH2000PLC128245

ATTENDANCE SLIP

17th Annual General Meeting - July 17, 2017

I/We hereby record my/our presence at the 17th ANNUAL GENERAL MEETING of the Company to be held at HDFC House, HT Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai 400020 on Monday, July 17, 2017 at 2.00 p.m.

Full name of the Member (IN BLOCK LETTERS)

Folio No.or DP ID No.Client ID No.

No. of Shares held

Full name of Proxy, if any (IN BLOCK LETTERS)

Member's/Proxy's Signature.....

Note: The Member/Proxy must bring this Attendance Slip to the Meeting, duly completed and signed, and hand over the same at the venue entrance.



