



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 EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF HDFC STANDARD LIFE INSURANCE COMPANY LIMITED (“COMPANY”) WILL BE HELD AT 11.00 AM ON WEDNESDAY, AUGUST 16, 2017 AT HDFC HOUSE, H T PAREKH MARG, 165-166, BACKBAY RECLAMATION, CHURCHGATE, MUMBAI 400020 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

1. 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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment thereof, for the time being in force), and pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, and subject to regulatory approvals, to the extent required or necessary, the Company hereby approves and adopts a new set of Articles of Association (comprising “Part A” and “Part B”), submitted to this meeting and which is available for public inspection at the registered office of the Company and on its website, in place and stead of the Articles of Association which are currently in force. Up to the date of listing of the Company’s equity shares on a recognized stock exchange in India, Part B shall prevail over Part A in the event of any inconsistency, contradiction, conflict or overlap between Part A and Part B (subject to applicable laws), and Part B shall automatically terminate and cease to have any force and effect on and from the date of listing of the Company’s equity shares on a recognized stock exchange in India, without requiring any further action by the Company or its shareholders.

“RESOLVED FURTHER THAT the Board of Directors, or any Committee thereof as authorised by the Board of Directors, be and is / are hereby severally authorized to undertake 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 and to delegate all or any of its powers herein conferred to any director(s) and /or officer(s) of the Company.”

By order of the Board of Directors

sd/-

Narendra Gangan

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

Place: Mumbai

Date: July 21, 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 item(s) of Special Business in the Notice is annexed hereto and forms part of this Notice.
2. 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 MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBERS 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.

3. Corporate Members intending to send their authorised representatives to attend the Extra Ordinary General Meeting ("EGM") 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 EGM.
4. Proxy shall not vote, except on a Poll.
5. 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.
6. 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.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and the Proxy Register will be available for inspection by the Members at the Extra-ordinary General Meeting.
8. 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.
9. **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 Extra Ordinary General Meeting (EGM) ("remote e-Voting") using an electronic voting system provided by Central Depository Services (India) Limited ("CDSL"), on all the business item(s) set forth in the Notice of EGM. 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 **Saturday, August 12, 2017 (9.00 am IST)** and will end on **Tuesday, August 15, 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 **Wednesday, August 9, 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 Tuesday, August 15, 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 **Wednesday, August 9, 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 EGM Notice and holding shares as of the cut-off date, i.e. Wednesday, August 9, 2017, may refer to this Notice of the Extra-Ordinary 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 the e-voting website of CDSL: **www.e-votingindia.com**
- e. The Company is also offering facility for voting by way of physical ballot at the EGM for the Members attending the meeting who have not cast their vote by remote e-Voting.
- f. A Member may participate in the EGM even after exercising his right to vote through remote e-Voting, but cannot vote again at the EGM. 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.
- h. 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.
- i. 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.e-votingindia.com** immediately after the result is declared by the Chairman or by a person authorised by him.

10. NOTE TO SHAREHOLDERS IN THE CONTEXT OF COMPANY'S PROPOSED INITIAL PUBLIC OFFERING (IPO):

"The Board of Directors of HDFC Standard Life Insurance Company Limited ("HDFC Life"), at its meeting held on July 17, 2017, had approved an initial public offering ("IPO") of its equity shares. The IPO is subject to relevant regulatory and other approvals, including approval of the Insurance Regulatory and Development Authority of India ("IRDAI") and the Securities and Exchange Board of India ("SEBI"). Please note that upon completion of the IPO, the pre-IPO equity shares held by the shareholders of HDFC Life shall be subject to a statutory lock-in for a period of one year from the date of transfer of equity shares by way of the IPO. However, subject to the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("ICDR Regulations"), this lock-in of one year will not apply:

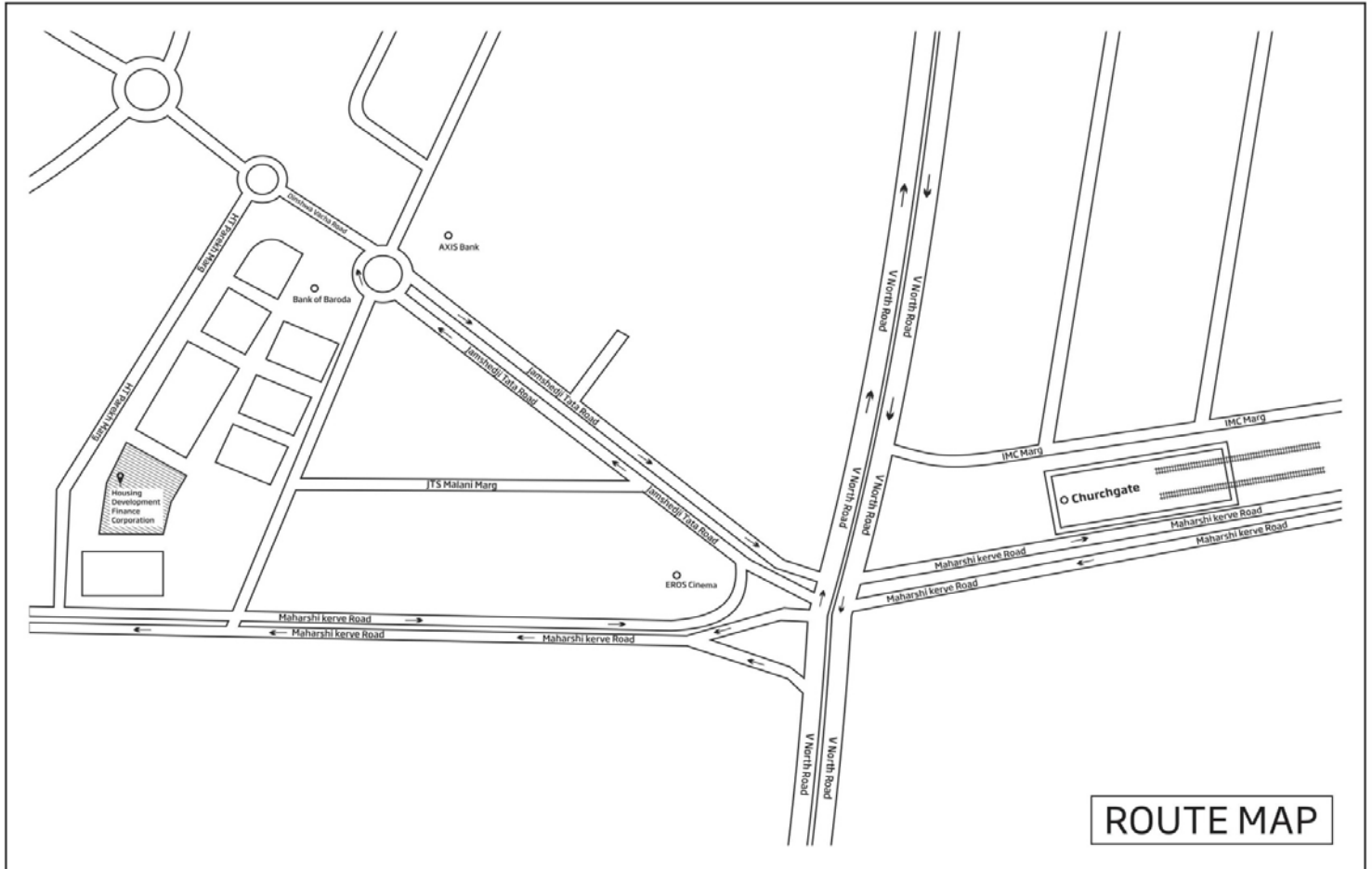
(a) if the shareholder is an employee (as defined under the ICDR Regulations) of HDFC Life or its subsidiaries, as the case may be, as of the dates of the red herring prospectus and of transfer of equity shares in the IPO, and have acquired such equity shares pursuant to an employee stock option or employee purchase scheme of HDFC Life prior to the IPO; or

(b) if the shareholder is a venture capital fund, or alternative investment fund of category I or a foreign venture capital investor, registered with SEBI, and the equity shares held by the shareholder have been held by such shareholder for a continuous period of one year from the date of purchase of such equity shares.

Please note that during such lock-in period, in accordance with the ICDR Regulations, a shareholder whose equity shares are locked-in will only be permitted to transfer the locked-in equity shares to such other shareholders of HDFC Life who also hold locked-in equity shares, and the lock-in over the equity shares transferred by the shareholder will continue with such transferee shareholder for the residual period.

These materials are not an offer for sale of the securities in the United States. The securities may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended. HDFC Life does not intend to register any portion of the offering in the United States or to conduct a public offering of securities in the United States.”

11. A Route Map showing directions to reach the venue of the Extra Ordinary General Meeting is given below:



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 EXTRA ORDINARY GENERAL MEETING OF THE COMPANY

Item No. 1

Adoption of new Articles of Association (Part A and Part B) of the Company

The Members may note that the Board of Directors of the Company have approved an Initial Public Offering of equity shares (“**IPO**”) by the Company by way of offer for sale of an aggregate of up to 20% of the paid-up equity share capital of the Company by its Indian and foreign promoters, namely Housing Development Finance Corporation Limited (“**HDFC**”) and Standard Life (Mauritius Holdings) 2006 Limited (“**Standard Life**”), respectively. The said proposal for undertaking the IPO as an offer for sale, as approved by the Board, would be subject to approval by HDFC and Standard Life, as may be required or necessary.

In view of the proposed IPO, the Company is required to comply with various requirements prescribed by Securities and Exchange Board of India (“**SEBI**”) and file a draft red herring prospectus (“**DRHP**”) with SEBI. The Company is required to ensure that the Articles of Association of the Company conform to the requirements and directions of the stock exchanges prior to the filing of the DRHP with SEBI and the stock exchanges. Further, as a part of the submission of the Draft Red Herring Prospectus, the Company is required to submit the Articles, aligned as per the requirements applicable for a listed entity, with SEBI.

The new Articles are hence divided as (i) Part A, which are aligned to the requirements prescribed for a listed entity; and (ii) Part B, which are the Articles of Association of the Company currently in force. Part A and Part B of the new Articles will co-exist with each other. In case of inconsistency or contradiction, conflict or overlap between Part A and Part B, the provisions of Part B shall, subject to applicable law, prevail and be applicable. However, Part B shall automatically terminate and cease to have any force and effect from the date of listing and trading of Equity Shares on a recognized stock exchange in India pursuant to an initial public offering of the Equity Shares of the Company, without any further corporate action by the Company or by the shareholders.

Part B is aligned, inter alia, to the requirements prescribed in the shareholders’ agreement dated January 15, 2002 (executed amongst HDFC and Standard Life, and the Company, to the extent of the amendment agreement dated November 16, 2015, to the shareholders agreement dated January 15, 2002), subject to the requirements stipulated under the Guidelines on ‘Indian owned and controlled’ dated October 19, 2015 issued by the Insurance Regulatory and Development Authority of India (“**IRDAI**”), and in line with the provisions of the Companies Act, 2013. The Articles included in Part B have already been approved by the shareholders at the Annual General Meeting held on July 14, 2016.

The proposed draft of the new Articles of Association of the Company has been uploaded on the Company’s website, i.e. www.hdfclife.com, along with a compare version against the Articles of Association as are currently in force, for perusal by the Members of the Company, and is also available for inspection by the Members between 11.00 am to 1.00 pm, at the Registered Office of the Company, on all working days except Saturdays, Sundays from the date hereof up to the date of this Extra Ordinary General Meeting.

The Board, accordingly, recommends approval and passing of the special resolution by the Members.

Save and except for the shares of the Company held by them, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item no. 1 of the Notice.

By order of the Board of Directors

sd/-

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

Place: Mumbai

Date: July 21, 2017

Registered Office:

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

HDFC STANDARD LIFE INSURANCE COMPANY LIMITED

EXTRA ORDINARY GENERAL MEETING ON WEDNESDAY, AUGUST 16, 2017 AT 11.00 A.M.

INSTRUCTIONS FOR REMOTE E-VOTING

Procedure for Members casting their vote electronically:

The remote e-Voting period will commence on **Saturday, August 12, 2017 (9.00 am IST)** and will end on **Tuesday, August 15, 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 **Wednesday, August 9, 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 Tuesday, August 15, 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 / Members
- (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 both 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 same 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 linked in the login 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) of shares of HDFC Standard Life Insurance Company Limited, hereby appoint:

1. Name:
Address:
.....
E-mail ID: Signature:

or failing him

2. Name:
Address:
.....
E-mail ID: Signature:

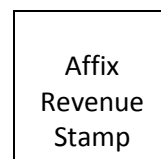
or failing him

3. Name:
Address:
.....
E-mail ID: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Wednesday, August 16, 2017 at 11.00 a.m. at HDFC House, HT Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai - 400020 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

- 1. Adoption of new Articles of Association (Part A and Part B) of the Company

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

Extra Ordinary General Meeting – August 16, 2017

I/We hereby record my/our presence at the EXTRA ORDINARY GENERAL MEETING of the Company to be held at HDFC House, HT Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai 400020 on Wednesday, August 16, 2017 at 11.00 a.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.