



Sarutha ke jiyo!

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: L99999MH2000PLC128245

Email: investor.service@hdfclife.com, Website: www.hdfclife.com

NOTICE TO MEMBERS

NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is seeking approval of Members, by way of postal ballot, which includes voting by electronic means ("e-voting"), in respect of the following Special Resolutions as set out in the Postal Ballot Notice dated January 22, 2018 ("Postal Ballot Notice").

1. Approval and adoption of Article 76.3 of Articles of Association of the Company
2. Approval of Employee Stock Option Scheme - 2017 for the eligible employees of the Company
3. Approval of Employee Stock Option Scheme - 2017 for the eligible employees of the Subsidiary Company(ies) of the Company
4. Approval of Employee Stock Option (Trust) Scheme - 2017 for the eligible employees of the Company
5. Approval of Employee Stock Option (Trust) Scheme - 2017 for the eligible employees of the Subsidiary Company(ies) of the Company

The Company has completed dispatch of the Postal Ballot Notice together with Ballot Form and postage pre-paid business reply envelope on Thursday, January 25, 2018. The Postal Ballot Notice and Ballot Form are being sent in electronic form to those Members whose e-mail address are registered with Depository Participant / the Company's Registrar and Transfer Agent. For Members whose e-mail addresses are not registered, physical copies of the Postal Ballot Notice are being sent by the permitted mode.

The Company has engaged Karvy Computershare Private Limited ('Karvy') to provide e-voting facility. The procedure for e-voting is outlined in the Postal Ballot Notice.

A person whose name appears in the Register of Members / List of Beneficial Owners as on Friday, January 19, 2018 ("Cut-off date") shall be entitled to vote through Postal Ballot / e-voting process on the Special Resolutions set out in the Postal Ballot Notice. Any person who is not a Member on the Cut-off date, shall treat this Notice for information purpose only.

Other details are as under:

1. The voting through postal ballot and e-voting will commence from Monday, January 29, 2018 (9.00 a.m. IST) and remain open up to Tuesday, February 27, 2018 (5.00 p.m. IST). Postal Ballot Forms received after 5.00 p.m. (IST) on Tuesday, February 27, 2018, shall be treated as if the reply from the Member has not been received. E-voting will be blocked by Karvy at 5.00 p.m. (IST) on February 27, 2018. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
2. The Members can opt for only one mode of voting i.e., either by Postal Ballot or e-voting. In case Members cast their vote(s) through both the modes, then voting done by e-voting shall prevail and votes cast through Postal Ballot will be treated as invalid.
3. Member who have not received the Postal Ballot Form or who have received the same by e-mail and who wish to vote through Ballot Form may download the Ballot Form attached to the e-mail or from the web link: <https://evoting.karvy.com> or from the Company's website viz. www.hdfclife.com where the Postal Ballot Notice is displayed and send the duly completed and signed Ballot Form so as to reach the Scrutinizer not later than 5.00 p.m. (IST) on February 27, 2018.
4. In case of any query/grievance, in respect of e-voting, Members may refer to Help & FAQ's section / E-voting user manual available at the "Downloads" section of Karvy's website: <https://evoting.karvy.com> or contact Mr. Rajendra Prasad V, Manager - Corporate Registry at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No 31-32, Financial District, Gachibowli, Hyderabad - 500032 or at email address: rajendra.v@karvy.com or contact no. +91 40 6716 1500 or Karvy's toll free No. 1800-354-4001 (from 9.00 A.M (IST) to 6.00 P.M. (IST))
5. The results of the Postal Ballot and e-voting will be declared by the Chairman or any person authorised by the Chairman of the Company at 3 p.m. on Thursday, March 1, 2018 at the registered office of the Company situated at 13th Floor, Lodha Excelus, Apollo Mills Compound, N.M Joshi Marg, Mahalaxmi, Mumbai- 400 011. The result of the Postal Ballot along with the scrutinizer's report shall also be displayed on the Company's website viz. www.hdfclife.com and on Karvy's website viz. <https://evoting.karvy.com> and will also be announced to the Stock Exchanges where the shares of the Company are listed.

For HDFC Standard Life Insurance Company Limited

sd/

Narendra Gangan

EVP, Company Secretary &

Head - Compliance & Legal

Date: January 28, 2018

Place: Mumbai

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