

HDFC LIFE INSURANCE COMPANY LIMITED

(Formerly HDFC Standard Life Insurance Company Limited)

CIN: L65110MH2000PLC128245

Registered Office: 13th Floor, Lodha Excelus, Apollo Mills Compound,

N M Joshi Marg, Mahalaxmi, Mumbai - 400 011

Tel: 022 6751 6666, Fax: 022 6751 6861

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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTIETH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF HDFC LIFE INSURANCE COMPANY LIMITED ("THE COMPANY") WILL BE HELD ON TUESDAY, JULY 21, 2020 AT 3.00 P.M. (IST) THROUGH VIDEO-CONFERENCING ("VC") OR OTHER AUDIO VISUAL MEANS ("OAVM"), AND SUBJECT TO RECEIPT OF PERMISSIONS FROM THE RELEVANT AUTHORITIES, AGM WILL ALSO BE HELD PHYSICALLY ON THE ABOVE MENTIONED DATE AND TIME AT BIRLA MATUSHRI SABHAGAR, 19, SIR VITHALDAS THACKERSEY MARG, NEAR BOMBAY HOSPITAL & MEDICAL RESEARCH CENTRE, NEW MARINE LINES, MUMBAI - 400 020, TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - (a) the audited Standalone Revenue Account, Profit and Loss Account and Receipts & Payments Account of the Company for the financial year ended March 31, 2020, and the Balance Sheet as at that date, together with the reports of the Directors and Auditors thereon;
 - (b) the audited Consolidated Revenue Account, Profit and Loss Account and Receipts & Payments Account of the Company for the financial year ended March 31, 2020 and the Balance Sheet as at that date, together with the report of the Auditors thereon.
2. 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.
3. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution for payment of remuneration to Joint Statutory Auditors:

"RESOLVED THAT pursuant to the provisions of Section 142 and other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any amendment, variation, re-enactment or modification thereto) and such other applicable provisions, if any, including the guidelines issued by the Insurance Regulatory Development Authority of India (IRDAI), as applicable, and further to the recommendation received from the Audit Committee of the Board, the Company hereby approves the payment of remuneration to M/s Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016) and M/s G. M. Kapadia & Co. (Firm Registration No.104767W), Joint Statutory Auditors of the Company, of ₹ 5,700,000 (Rupees fifty seven lakh only) each i.e. total remuneration of ₹ 11,400,000 (Rupees one crore fourteen lakh only) plus applicable taxes and reimbursement of out of pocket expenses incurred by the Joint Statutory Auditors, on actuals, in connection with the audit of the accounts of the Company for the financial year 2020-21."

SPECIAL BUSINESS

4. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution for appointment of Ms. Stephanie Bruce (DIN: 08594969) as Non-Executive Nominee Director:

"RESOLVED THAT pursuant to the provisions of Section 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment, variation, re-enactment or modification thereto) and pursuant to the relevant clauses of the Articles of Association ("AoA") of the Company and based on the recommendation of the Nomination & Remuneration Committee of the Board, Ms. Stephanie Bruce (DIN: 08594969), who was appointed as an Additional Director by the Board of Directors with effect from October 28, 2019 (in the category of "Non-Executive Nominee Director"), and who holds office till

the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of a Director of the Company, be and is hereby appointed as a Non-Executive Nominee Director of the Company from the date of her initial/ first appointment by the Board, i.e., October 28, 2019, liable to retire by rotation."

By Order of the Board of Directors

**Sd/-
Narendra Gangan
EVP, Company Secretary
& Head - Compliance & Legal
ACS 11770**

Place: Mumbai
Date: June 25, 2020

Registered Office:

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

Notes:

1. The Company believes that Annual General Meeting ("AGM") is a forum which provides the shareholders an opportunity to interact with the Board of Directors and its Senior Management team. However, in view of the ongoing Covid-19 pandemic and pursuant to the Circular No. 20/2020 dated May 5, 2020 read with Circular No. 14/ 2020 dated April 8, 2020 and Circular No. 17/ 2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs ('MCA') and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) and in compliance with the provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has decided to hold its 20th AGM through video conferencing ("VC") or other audio visual means ("OAVM") (hereinafter referred to as "electronic means") i.e. without the physical presence of the Members. The AGM will also be held physically, on the date, time and venue mentioned in this Notice, subject to receipt of necessary permissions from the relevant authorities.

In case the Company is not able to hold its AGM physically, the same will be communicated to the Members, in advance, through public notice and in that case participation of Members at the AGM can be only through electronic means.

2. The relevant Explanatory Statement pursuant to Section 102 of the Act read with relevant rules setting out the material facts and reasons in respect of the business specified under Item Nos. 3 and 4 of this Notice, is annexed herewith.
3. **PURSUANT TO PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM WILL BE HELD THROUGH ELECTRONIC MEANS, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM IS NOT ANNEXED TO THIS NOTICE.**
4. Members, desirous of attending the physical AGM, if conducted, must carry the Attendance Slip (enclosed herewith) at the AGM venue, duly completed and signed, and hand it over the same at the entrance of the AGM venue.
5. Institutional/ Corporate Members (i.e. other than Individuals/ HUF, NRI, etc.) intending to send their authorised representatives to attend the physical AGM, if conducted, are required to send scanned copies of their Board Resolution/ Letter of Authorization/ Power of Attorney ("PoA"), etc., authorizing their representative(s) to attend and vote at this AGM through electronic means, through their registered email address to the e-voting service provider viz., KFin Technologies Pvt. Ltd. ('KFintech') and/ or to the Scrutinizer viz., Mr. Surjan Singh Rauthan (CP No. 3233), Practicing Company Secretary on their email addresses i.e. evoting@kfintech.com and ssrauthan@ssrgroupindia.in.

6. In case of joint holders, a member whose name appears as the first holder in the order of their names as per the Register of Members will be entitled to cast vote at the AGM.
7. Members holding shares in physical form are requested to note that in terms of Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities.

In view of the above and in order to eliminate risks associated with physical transfer of securities, members holding equity shares of the Company in physical form are requested to consider converting their holdings to dematerialized form.

Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, email address, mobile/ phone numbers, Permanent Account Number, mandates, nominations and bank details etc., to their Depository Participants ("DPs") in case shares are held by them in electronic form and to KFin Technologies Pvt. Ltd. (KFintech), Registrar and Transfer Agent ('RTA') of the Company in case shares are held by them in physical form.

8. To support 'Green Initiative', the shareholders who have not registered their email addresses are requested to register the same with their DPs in case shares are held by them in dematerialized form and with KFintech in case shares are held by them in physical form, which could help the Company for sending paperless communication in future. The Company has also made available an email registration facility to its shareholders through KFintech, for the purpose of receiving notice of this AGM and Annual Report for FY 2020 in electronic mode. Shareholders are requested to access the given link : <https://karisma.kfintech.com/emailreg> to register their email addresses.
9. In compliance with the regulatory provisions, the Annual Report of the Company for FY 2020 along with the AGM Notice has been sent electronically only to those shareholders who have registered their e-mail addresses with their DPs/ RTA/ the Company, as applicable, upto the cut-off date i.e. Friday, June 19, 2020. The same is also hosted on the Company's website www.hdfclife.com and also on the website of the Stock Exchanges viz., www.bseindia.com and www.nseindia.com. The relevant details are also hosted on the website of the remote e-voting service provider viz., KFintech at <https://evoting.karvy.com>
10. All documents referred to in this Notice and the Explanatory Statement along with statutory records and registers/ returns including 'Register of Directors and Key Managerial Personnel and their shareholding', maintained under Section 170 of the Act, as required to be kept open for inspection under the Act, shall be made available for inspection by the Members at the Registered Office of the Company during business hours except Saturday, Sunday and National Holiday from the date here of up to the date of this AGM and will also be made available for inspection at the AGM.
11. A Certificate from Statutory Auditors of the Company, certifying that the Company's Employee Stock Option Scheme(s) were implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolutions passed by the Members, will be made available for inspection at the AGM.
12. Members seeking any statutory information or any other matter/ documents/ registers, etc. in connection with the Twentieth AGM of the Company, may please send a request to the Company via email at investor.service@hdfclife.com.
13. The voting rights of the members shall be in proportion to their shareholding in the Company as on the cut-off date for e-voting i.e. Friday, July 10, 2020.

Any person/ entity, acquires shares of the Company and become a member after sending notice of this AGM and holding shares as of the cut-off date for e-voting i.e. Friday, July, 10, 2020, can refer to this Notice and other relevant communication including remote e-voting instructions, hosted on the Company's website at www.hdfclife.com.

14. In view of the provisions of the Act which prescribes that only Non-Independent Directors will be reckoned for the purpose of retirement by rotation under Section 152 of the Act, the Company has determined retiring Director, Ms. Renu Sud Karnad (DIN: 00008064), being Non-Independent Director, and her eligibility for re-appointment under the said provisions of the Act.

The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment/ re-appointment at this AGM are annexed to this Notice.

15. As per the provisions of Section 72 of the Act, the facility for registration of nomination is available for the Members in respect of the shares held by them.

Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 to DPs/ RTA, as the case may be, in accordance with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014.

16. Members are requested to note that dividend(s) if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account, are liable to be transferred to the Investor Education and Protection Fund ("IEPF") in terms of Section 124 of the Act and the relevant rules made thereunder. The shares in respect of such unclaimed dividend(s) are also liable to be transferred to the demat account of the IEPF Authority in compliance with the applicable provisions of the Act and the rules made thereunder. In view of this, Members are requested to claim their dividend(s) declared by the Company in the past, within the stipulated timeline. For more details on unclaimed dividend(s), please refer to Corporate Governance report, forms part of the Annual Report of the Company for FY 2020.
17. Members who are entitled to participate in this AGM can attend the same and view the proceedings through live web-cast facility by accessing the e-voting website of KFintech at <https://emeetings.kfintech.com> using secure login credentials.
18. Members, who are holding shares of the Company as of the cut-off date for e-voting i.e. Friday, July, 10, 2020, can also cast their votes during the AGM using e-voting facility, if not casted the same during the remote e-voting period mentioned below.
19. The detailed instructions in connection with exercising the right to vote by the Members using the remote e-voting facility or e-voting during the AGM are enclosed as an Annexure to this Notice.
20. Instructions for electronic voting i.e. remote e-voting/ e-voting at the AGM and for attending the AGM through electronic means are given below:

A. VOTING BY ELECTRONIC MEANS i.e. REMOTE E-VOTING/ E-VOTING DURING THE AGM:

1. In compliance with Regulation 44 of the SEBI Listing Regulations and Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014, including any amendments therein, the Company is providing to its Members the facility to cast their votes electronically, through e-voting service provider viz., KFintech, on all the businesses/ resolutions set forth in this Notice. Members are requested to take note of the key points related to e-voting for this AGM mentioned below:
- The remote e-voting period will commence at 9.00 a.m. IST on Friday, July 17, 2020 and ends at 5.00 p.m. IST on Monday, July 20, 2020. During this period, Members holding shares either in dematerialized form or in physical form, as on the cut-off date for e-voting i.e. Friday, July 10, 2020, may cast their votes electronically through remote e-voting facility. The remote e-voting module shall be disabled by KFintech for voting immediately after 5.00 pm (IST) on Monday, July 20, 2020. Members, who have not cast their votes during aforementioned dates, may cast their votes through e-voting platform made available during the AGM.
 - Once the Member has cast his/ her vote on resolutions set forth in the AGM Notice through remote e-voting, he/ she/ it shall not be allowed to change it subsequently or cast the vote again.
 - All the Members including Institutional Investors are requested to attend the AGM and cast their votes electronically i.e. by using e-voting platform made available by the Company.
 - Members who do not have the User ID/ Password for e-voting or have forgotten the User ID/ Password may retrieve the same by following the steps given under remote e-voting instructions annexed to this Notice.

- e. The Company has appointed Mr. Surjan Singh Rauthan (C.P. No. 3233), Practicing Company Secretary, Proprietor of S. S. Rauthan & Associates, Company Secretaries, as 'Scrutinizer', to scrutinize the remote e-voting process including e-voting held at the AGM in a fair and transparent manner. The Scrutinizer shall, within 48 hours from the conclusion of the AGM, make a consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, and hand it over to the Chairman or a person authorised by him. The Chairman or a person authorised by him shall declare the results within permissible time.
- f. The e-voting results along with the Scrutinizer's Report shall be hosted on the Company's website www.hdfclife.com and website of KFintech <https://evoting.karvy.com>, immediately after declaration and submission of the same to the Stock Exchanges.

B. INSTRUCTIONS FOR ATTENDING THE AGM ELECTRONICALLY ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM, electronically, through video conference platform or watch the live web-cast made available by KFintech. For accessing the same, Members may visit the e-voting website of KFintech i.e. <https://emeetings.kfintech.com> under shareholders/ members login by using secure login credentials. The link for attending the AGM electronically will be available under shareholder/ members login where Electronic Voting Event Number ('EVEN') i.e. 5316 and the name of the Company can be selected.
2. For better experience, Members are requested to join the meeting using Google Chrome (preferred browser) or other browsers such as Safari, Internet Explorer, Microsoft Edge or Mozilla Firefox 22.
3. Members are requested to grant access to the web-cam to enable two-way video conferencing and are advised to use stable Wi-Fi or LAN connection to ensure smooth participation at the AGM. Participants may experience audio/video loss due to fluctuation in their respective networks.
4. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending request from their registered email addresses mentioning name, DP /Client ID or Folio No., PAN and Mobile number at investor.service@hdfclife.com from Friday, July 17, 2020 (9:00 a.m. IST) up to Monday, July 20, 2020 (5:00 p.m. IST).

Alternatively, Members may register themselves as a speaker, during the remote e-voting period, by clicking 'Speaker Registration' tab available on the e-voting website of KFintech <https://evoting.karvy.com> and shall be provided a 'queue number' in advance. The Company reserves the right to restrict the number of speakers to those, who have done the prior-registration during the remote e-voting period, depending on the availability of time at the AGM.

5. Members who may wish to express their views or ask questions at the AGM, may visit <https://evoting.karvy.com> and click on the Tab "Post Your Queries Here" to post their queries in the window provided, by mentioning their name and demat account number. Members may note that depending upon the availability of time, questions may be answered during the meeting or responses will be shared separately after the AGM.
6. Facility for attending the AGM through electronic means (VC/ OAVM) shall be made available 15 minutes before the scheduled time for the AGM and will be available for maximum 3,000 Members, at a time, on first come first serve basis ("FIFO") and shall not be closed until the expiry of at least 15 minutes after such scheduled time of the AGM.
7. There will be no restrictions on account of FIFO entry into AGM for Members holding 2% or more shareholding as on the cut-off date for e-voting and also for the Promoters, Institutional Investors, Directors & KMPs and Auditors of the Company, etc.
8. Members attending the AGM electronically (through Members login)/ physically, if conducted, shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Members who have cast their votes through remote e-voting module prior to the AGM may attend/ participate in the AGM to be held electronically/ physically, if conducted, but shall not be entitled to cast their votes again.

10. For any assistance required in terms of using video conference facility for the AGM or in respect of e-voting, Members may contact KFinTech, RTA of the Company on the contact details mentioned below:

Ms. Krishna Priya M, Manager - Corporate Registry, KFin Technologies Pvt. Ltd.,

Unit: HDFC Life Insurance Company Limited,

Selenium Tower B, Plot 31-32, Gachibowli,

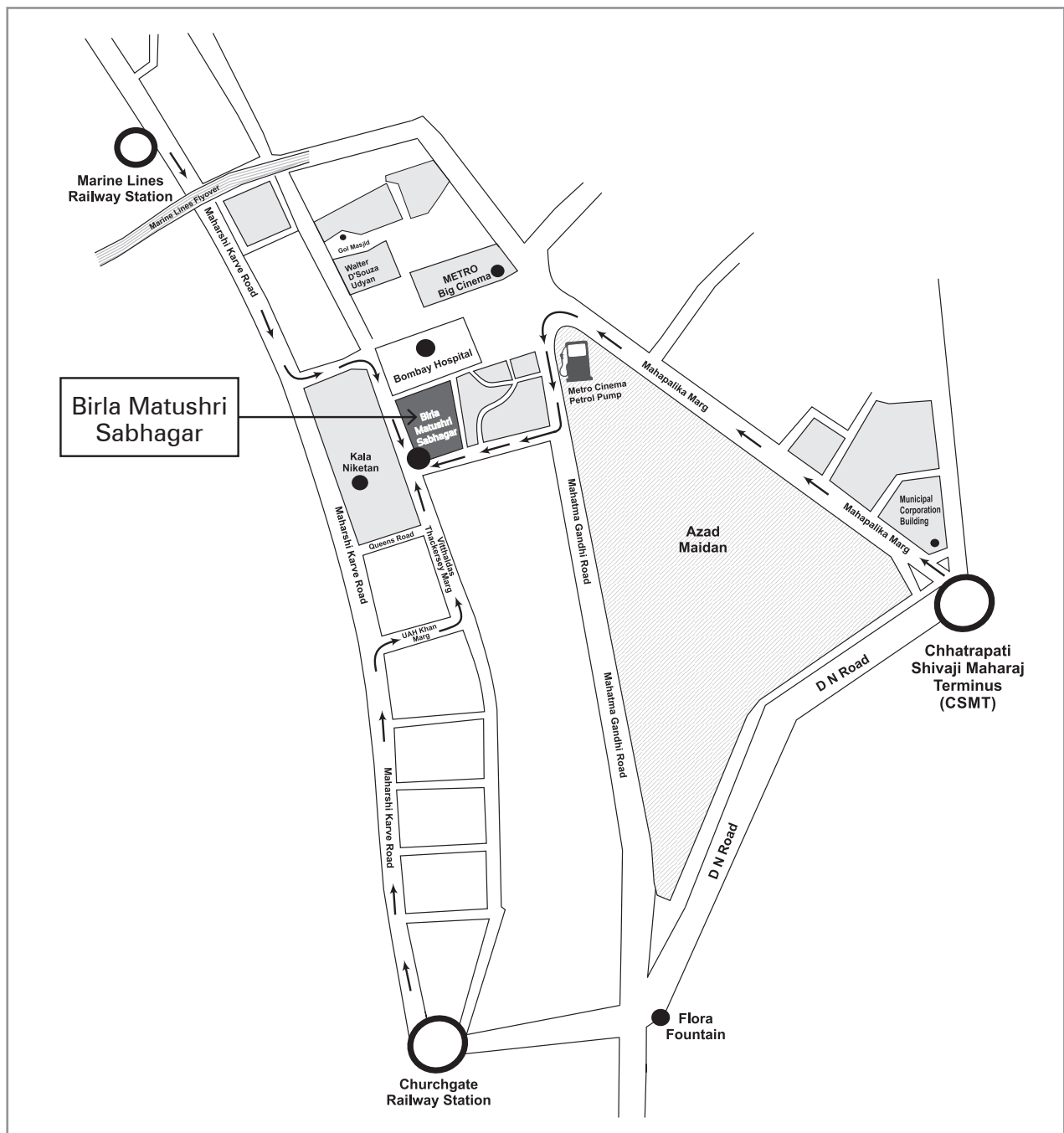
Financial District, Nanakramguda, Hyderabad - 500 032.

Contact No.: 040-6716 2222

Toll Free No.: 1-800-3454-001

E-mail: evoting@kfintech.com

11. The Route Map showing directions to reach the AGM venue is given below:



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required under Section 102(1) of the Companies Act, 2013, the following statement sets out all the material facts relating to the special business mentioned under Item No. 4 of this Notice. Explanation to ordinary business set out under Item No. 3 is provided on a voluntary basis.

ITEM NO. 3

Payment of remuneration to Joint Statutory Auditors for FY 2020-21

In terms of the provisions of the Companies Act, 2013 read with relevant rules made thereunder, members at the Sixteenth Annual General Meeting ('AGM') of the Company held on July 14, 2016, had appointed M/s G.M. Kapadia & Co., Chartered Accountants (Firm's Registration No. 104767W) as Statutory Auditors of the Company for a period of five (5) consecutive years i.e. upto the conclusion of the Twenty First AGM of the Company. Further, members at the Nineteenth AGM of the Company held on July 23, 2019, had re-appointed M/s Price Waterhouse Chartered Accountants LLP, (Firm Registration No. 012754N/N500016) for a second term of five (5) consecutive years i.e. upto the conclusion of the Twenty Fourth AGM of the Company. At the Nineteenth AGM, members had approved the total remuneration of ₹ 11,400,000 (Rupees one crore fourteen lakh only) plus applicable taxes payable to Joint Statutory Auditors and reimbursement of out of pocket expenses, on actuals, incurred by them in connection with the audit of accounts of the Company for FY 2019-20.

Pursuant to amendments made to Section 139 of the Companies Act, 2013, by the Companies (Amendment) Act, 2017 made effective from May 7, 2018, the requirement of seeking ratification of the members for the appointment of the Statutory Auditors has been dispensed with. In view of the above, ratification by the members for continuance of appointment of Joint Statutory Auditors viz., M/s G.M. Kapadia & Co., Chartered Accountants and M/s Price Waterhouse Chartered Accountants LLP at the Twentieth AGM is not being sought.

Based on the recommendation of the Audit Committee of the Board, it is proposed to pay remuneration of ₹ 5,700,000 (Rupees fifty seven lakh only) each to Joint Statutory Auditors i.e. total remuneration of ₹ 11,400,000 (Rupees one crore fourteen lakh only) (same as of previous year) plus applicable taxes and reimbursement of out of pocket expenses, on actuals, incurred by them in connection with the audit of the accounts of the Company for the financial year 2020-21 and for such years thereafter until revised.

The Board recommends passing of the Ordinary Resolution, as set out at Item No. 3 of this Notice, for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO. 4

Appointment of Ms. Stephanie Bruce (DIN: 08594969) as Non-Executive Nominee Director

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors had in its meeting held on October 23, 2019 appointed Ms. Stephanie Bruce (DIN: 08594969) as an Additional Director, with effect from October 28, 2019, in the category of 'Non-Executive Nominee Director', liable to retire by rotation, pursuant to Section 161 of the Act and holds office upto this AGM.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member signifying his intention to propose the candidature of Ms. Stephanie Bruce for the office of a Director. Ms. Stephanie Bruce is not disqualified from being appointed as Director in terms of Section 164 of the Act and has furnished relevant information/ declarations for her appointment as prescribed under the Act and the Rules made thereunder, SEBI Listing Regulations and applicable guidelines of IRDAI.

The brief profile of Ms. Stephanie Bruce, in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ('ICSI'), is annexed to this Notice.

As on March 31, 2020, Ms. Stephanie Bruce does not hold any equity shares of the Company, including on a beneficial basis for any other person and is not related to any of the Directors or Key Managerial Personnel of the Company.

The Board recommends passing of the Ordinary Resolution, as set out at Item No. 4 of this Notice, for approval of the Members.

Except Ms. Stephanie Bruce, none of the Directors or the Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said Resolution.

By Order of the Board of Directors

**Sd/-
Narendra Gangan
EVP, Company Secretary
& Head - Compliance & Legal
ACS 11770**

Place: Mumbai

Date: June 25, 2020

Registered Office:

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

Additional information about Directors pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2, issued by the Institute of Company Secretaries of India

| Particulars | Ms. Renu Sud Karnad Item No. 2 | Ms. Stephanie Bruce Item No. 4 |
|--|---|---|
| Age | 68 years | 52 years |
| Nationality | Indian | United Kingdom |
| Qualifications | Master in Economics, Bachelor in Law | Chartered Accountant, Institute of Chartered Accountants of Scotland |
| Expertise in specific functional area | Financial Services | Financial Services |
| Brief Profile | Ms. Renu Sud Karnad manages the housing finance business as Managing Director of Housing Development Finance Corporation Limited. She is currently the President of the International Union for Housing Finance, an association of global housing finance firms. | Ms. Stephanie Bruce was appointed as Director and Chief Financial Officer of Standard Life Aberdeen plc in 2019. Before joining Standard Life Aberdeen, Stephanie was a partner at PwC, leading the Financial Services Assurance practice in the UK. Stephanie joined Price Waterhouse in 1990, qualified as a Chartered Accountant in 1993 and joined the PwC partnership in 2002. During her career she has focused on advising organizations across the industry, with both national and international operations. Stephanie is a member of the Council for the Institute of Chartered Accountants of Scotland and Chair of its Audit Committee. |
| No. of shares held | 1,129,300 equity shares as on March 31, 2020 | NIL |
| Terms and conditions of appointment / re-appointment | Non-Executive Director, liable to retire by rotation | |
| Remuneration sought to be paid | Sitting Fees for attending Board/Committee Meetings. | No remuneration payable. |
| Date of first appointment on Board | January 25, 2006 | October 28, 2019 |
| Directorship held in other companies in India | a) Housing Development Finance Corporation Ltd. b) HDFC Asset Management Company Ltd. c) HDFC Bank Ltd. d) ABB India Ltd. e) GlaxoSmithKline Pharmaceuticals Ltd. f) HDFC ERGO General Insurance Company Ltd. g) Bangalore International Airport Ltd. h) Unitech Ltd. | NIL |
| Membership/ Chairmanship of Committees other Boards | <u>Audit Committee:</u> a) ABB India Ltd. b) Bangalore International Airport Ltd.* c) GlaxoSmithKline Pharmaceuticals Ltd. <u>Stakeholders' Relationship Committee:</u> a) ABB India Ltd. b) HDFC Asset Management Company Ltd.* c) GlaxoSmithKline Pharmaceuticals Ltd.* d) Unitech Ltd. | NIL |
| Disclosure of relationships between directors inter-se | None | None |

* Chairperson of the Committee

For other details, such as number of meetings of the Board attended during the year and remuneration drawn by the above Directors, please refer 'Report on Corporate Governance' and 'Form No. MGT- 9' (i.e. Extract of Annual Return) which forms part of the Annual Report of the Company for FY 2020. None of the Directors and Key Managerial Personnel are related to each other.

Notes:

- For the purpose of considering the Committee Membership(s) and Chairmanship(s) of a Director, the Audit Committee and the Stakeholders' Relationship 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, 2020.
- 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 directorships.

HDFC LIFE INSURANCE COMPANY LIMITED

INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING AT AGM

THE PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING FACILITY ARE AS FOLLOWS:

- i. Open your web browser during the remote e-voting period and navigate to <https://evoting.karvy.com>
- ii. Enter the login credentials (i.e. User ID and password mentioned in the email). Your Folio No. or DP ID /Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change menu wherein you are required to mandatorily change your login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *, #, @, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- iv. You need to login again with the new credentials
- v. On successful login, the system will prompt you to select the E- Voting Event Number for HDFC Life Insurance Company Limited
- vi. If you are holding shares in demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any other Company, then your existing login id and password are to be used.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. July, 10 2020 under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cut- off date.
- viii. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- ix. Members holding multiple folios/ demat accounts shall choose the voting process separately for each of the folios /demat accounts.
- x. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- xi. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- xii. During the voting period, Members can login any number of times till they cast their vote on the Resolution(s).
- xiii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: ssrauthan@ssrgroupindia.in with a copy to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_ EVENTNO."

OTHER INSTRUCTIONS:

- i) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual for Members available at the download section of <https://evoting.karvy.com> or contact Ms. Krishna Priya M of KFin Technologies Private Limited at 040- 6716 1510 or at 1800-3454-001 (toll free).
- ii) The Scrutinizer's decision on the validity of the vote shall be final.
- iii) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., July 10, 2020, he/she may obtain the User ID and Password in the manner as mentioned below:

- a) If the mobile number of the Member is registered against Folio No./ DPID Client ID, the Member may send SMS:

MYEPWD <space> Remote e-Voting Even Number+Folio number or DPID Client ID to
+91-9212993399

Example for NSDL:

MYEPWD<SPACE>IN12345612345678

Example for CDSL:

MYEPWD<SPACE>1402345612345678

Example for Physical:

MYEPWD<SPACE>XXXX1234567890

Note:
EVEN : 5316