

May 24, 2022

Ref. No.: HDFC Life/CA/2022-23/20

**Listing Department**  
**National Stock Exchange of India Limited**  
Exchange Plaza, Plot No C/1, Block G,  
Bandra-Kurla Complex,  
Bandra (East),  
Mumbai- 400 051

NSE Symbol: HDFCLIFE

**Listing Department**  
**BSE Limited**  
Sir PJ Towers,  
Dalal Street,  
Fort,  
Mumbai – 400 001

BSE Security Code: 540777

Dear Sirs,

**Sub: Annual Secretarial Compliance Report for FY 2021-22**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed herewith Annual Secretarial Compliance Report for FY 2021-22 issued by M/s N L Bhatia & Associates, Practising Company Secretaries (Firm's Registration No. P1996MH055800).

This is for your information and appropriate dissemination.

Thanking you,

**For HDFC Life Insurance Company Limited**

**NARENDRA  
GANGAN**

Digitally signed by  
NARENDRA GANGAN  
Date: 2022.05.24 15:48:01  
+05'30'

**Narendra Gangan**  
**General Counsel, Chief Compliance Officer &**  
**Company Secretary**

Encl. : As above



**Secretarial Compliance Report of HDFC LIFE INSURANCE COMPANY LIMITED**  
**For the year ended March 31, 2022**

We, M/s. N L Bhatia & Associates, Practising Company Secretaries have examined:

- a) all the documents and records made available to us and explanation provided by **HDFC LIFE INSURANCE COMPANY LIMITED (“the Company”)**;
- b) the filings/ submissions made by the Company to the stock exchanges;
- c) website ([www.hdfclife.com](http://www.hdfclife.com)) of the Company;
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification

for the year ended March 31, 2022 in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the regulations, circulars and guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the regulations, circulars and guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, includes:-

- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended;
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;



- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; to the extent applicable on the Company
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable**
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not applicable**
- Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992; **Not Applicable**

and based on the above examination, I/ We hereby report that, during the review period :

- a) The Company has complied with the provisions of the above regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
<b>None</b>			

- b) The Company has maintained proper records under the provisions of the above regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.



- c) The following are the details of actions taken against the Company/ its promoters/directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid acts/ regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any.
None				

- d) The Company has taken the following actions to comply with the observations made in previous reports: Not Applicable

Date: April 26, 2022

Place: Mumbai

For N. L. Bhatia & Associates

Company Secretaries

UIN: P1996MH055800

UDIN: F008663D000208104



Bhaskar Upadhyay

Partner

FCS: 8663

CP. No. 9625

P/R No.: 700/2020