



5	Mr	PRASAD CHANDRAN	AACPCS766H	00200379	Executive - Independent Director	Not Applicable		04-1952	No				Active	NA		25-04-2014	25-04-2019		107.6	1	1	1	0		
6	Mr	SUMIT BOSE	AAYPB9260F	03340616	Non-Executive - Independent Director	Not Applicable		29-03-1954	No				Active	NA		19-07-2016	19-07-2021		80.12	4	4	7	4		
7	Mr	KETAN DALAL	AAAPD4399P	00003236	Non-Executive - Independent Director	Not Applicable		18-09-1957	No				Active	NA		17-07-2017	27-06-2022		68.14	3	3	5	2		
8	Ms	BHARTI GUPTA RAMOLA	AAEPR1353F	00356188	Non-Executive - Independent Director	Not Applicable		21-10-1958	No				Active	NA		12-02-2019	12-02-2019		49.19	3	3	2	0		

### I. Composition of Board of Directors

#### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Ms	VIBHA PADALKAR	AAAAP4403G	01682810	Executive Director	Not Applicable	CEO-MD	05-05-1968	No				Active	NA		12-09-2018				2	1	4	1		
10	Mr	SURESH BADAMI	AAKPB7913M	08224871	Executive Director	Not Applicable		14-11-1971	No				Active	NA		17-09-2018				1	0	0	0		

#### Audit Committee Details

Whether the Audit Committee has a Regular Chairperson								Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	01782934	VK VISWANATHAN	Non-Executive - Independent Director	Chairperson	25-04-2014		Textual Information(1)	
2	00008886	KEKI MISTRY	Non-Executive - Nominee Director	Member	17-04-2001			
3	03340616	SUMIT BOSE	Non-Executive - Independent Director	Member	17-10-2016			
4	00003236	KETAN DALAL	Non-Executive - Independent Director	Member	17-07-2017			

#### Sr Text Block

Textual Information(1) Appointed as Chairman with effect from April 25, 2014

#### Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson								Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	00200379	PRASAD CHANDRAN	Non-Executive - Independent Director	Chairperson	25-04-2014		Textual Information(1)	
2	00008064	RENU SUD KARNAD	Non-Executive - Nominee Director	Member	25-04-2014			
3	00356188	BHARTI GUPTA RAMOLA	Non-Executive - Independent Director	Member	19-07-2021			

#### Sr Text Block

Textual Information(1) Appointed as Chairman with effect from July 19, 2021

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00008886	KEKI MISTRY	Non-Executive - Nominee Director	Chairperson	25-04-2014		Textual Information(1)
2	01682810	VIBHA PADALKAR	Executive Director	Member	20-07-2018		
3	00003236	KETAN DALAL	Non-Executive - Independent Director	Member	30-03-2019		

Sr Text Block	
Textual Information(1)	Appointed as Chairman with effect from January 20, 2016

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00008064	RENU SUD KARNAD	Non-Executive - Nominee Director	Chairperson	10-02-2010		Textual Information(1)
2	01782934	VK VISWANATHAN	Non-Executive - Independent Director	Member	25-04-2014		
3	03340616	SUMIT BOSE	Non-Executive - Independent Director	Member	17-10-2016		
4	01682810	VIBHA PADALKAR	Executive Director	Member	14-08-2012		

Sr Text Block	
Textual Information(1)	Appointed as Chairperson with effect from February 10, 2010

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00009078	DEEPAK PAREKH	Non-Executive - Nominee Director	Chairperson	23-04-2014		Textual Information(1)
2	01682810	VIBHA PADALKAR	Executive Director	Member	23-04-2014		
3	00200379	PRASAD CHANDRAN	Non-Executive - Independent Director	Member	19-07-2021		
4	08224871	SURESH BADAMI	Executive Director	Member	19-07-2021		

Sr Text Block	
Textual Information(1)	Appointed as Chairman with effect from April 23, 2014

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1								
Annexure 1								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	21-10-2022				Yes	10	10	5
2		20-01-2023	90		Yes	10	10	5

Annexure 1	

IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	21-10-2022				Yes	4	4	3	0
2	Audit Committee	02-11-2022	11			Yes	4	4	3	0
3	Audit Committee	20-01-2023	78			Yes	4	4	3	0
4	Audit Committee	30-03-2023				Yes	4	4	3	0
5	Risk Management Committee	21-10-2022				Yes	4	4	2	0
6	Risk Management Committee	20-01-2023	90			Yes	4	4	2	0

Annexure 1										
IV. Meeting of Committees										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Risk Management Committee	30-03-2023	68			Yes	4	4	2	0
8	Nomination and remuneration committee	20-10-2022				Yes	3	3	2	0
9	Nomination and remuneration committee	20-01-2023	91			Yes	3	3	2	0
10	Nomination and remuneration committee	17-03-2023	55			Yes	3	3	2	0
11	Stakeholders Relationship Committee	21-10-2022				Yes	3	3	1	0
12	Stakeholders Relationship Committee	30-03-2023	159			Yes	3	3	1	0
13	Corporate Social Responsibility Committee	12-12-2022				Yes	4	4	1	0
14	Corporate Social Responsibility Committee	30-03-2023	107			Yes	4	3	1	0

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	

3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
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Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Narendra Gangan
2	Designation	Company Secretary and Compliance Officer

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://www.hdfclife.com/about-us">https://www.hdfclife.com/about-us</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.hdfclife.com/about-us/investor-relations">https://www.hdfclife.com/about-us/investor-relations</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.hdfclife.com/about-us/investor-relations">https://www.hdfclife.com/about-us/investor-relations</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.hdfclife.com/about-us/investor-relations">https://www.hdfclife.com/about-us/investor-relations</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.hdfclife.com/about-us/investor-relations">https://www.hdfclife.com/about-us/investor-relations</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.hdfclife.com/about-us/investor-relations">https://www.hdfclife.com/about-us/investor-relations</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.hdfclife.com/about-us/investor-relations">https://www.hdfclife.com/about-us/investor-relations</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://www.hdfclife.com/about-us/investor-relations">https://www.hdfclife.com/about-us/investor-relations</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.hdfclife.com/about-us/investor-relations">https://www.hdfclife.com/about-us/investor-relations</a>

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.hdfclife.com/about-us/investor-relations">https://www.hdfclife.com/about-us/investor-relations</a>
11	email address for grievance redressal and other relevant	Yes		<a href="https://www.hdfclife.com/about-us/investor-relations">https://www.hdfclife.com/about-us/investor-relations</a>

details			us/investor-relations
12 Financial results	Yes		<a href="https://www.hdfclife.com/about-us/investor-relations">https://www.hdfclife.com/about-us/investor-relations</a>
13 Shareholding pattern	Yes		<a href="https://www.hdfclife.com/about-us/investor-relations">https://www.hdfclife.com/about-us/investor-relations</a>
14 Details of agreements entered into with the media companies and/or their associates	NA		
15 Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		<a href="https://www.hdfclife.com/about-us/investor-relations">https://www.hdfclife.com/about-us/investor-relations</a>
16 New name and the old name of the listed entity	NA		
17 Advertisements as per regulation 47 (1)	Yes		<a href="https://www.hdfclife.com/about-us/investor-relations">https://www.hdfclife.com/about-us/investor-relations</a>
18 Credit rating or revision in credit rating obtained	Yes		<a href="https://www.hdfclife.com/about-us/investor-relations">https://www.hdfclife.com/about-us/investor-relations</a>
19 Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://www.hdfclife.com/about-us/investor-relations">https://www.hdfclife.com/about-us/investor-relations</a>
20 Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://www.hdfclife.com/about-us/investor-relations">https://www.hdfclife.com/about-us/investor-relations</a>
21 Materiality Policy as per Regulation 30	Yes		<a href="https://www.hdfclife.com/about-us/investor-relations">https://www.hdfclife.com/about-us/investor-relations</a>
22 Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://www.hdfclife.com/about-us/investor-relations">https://www.hdfclife.com/about-us/investor-relations</a>
23 It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://www.hdfclife.com/about-us/investor-relations">https://www.hdfclife.com/about-us/investor-relations</a>

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided - Add Notes				

Annexure II		
1	Name of signatory	Narendra Gangan
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		

Annexure II		

1	Name of signatory	Narendra Gangan
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure	
Applicability of disclosure	Not Applicable
Reason for Non Applicability	Textual Information(1)
<b>Text Block</b>	
Textual Information(1)	As per the SEBI Circular dated May 31, 2021, the said disclosure are not required to be provided by an Insurance Company, hence this additional half yearly disclosure is not applicable

Signatory Details	
Name of signatory	Narendra Gangan
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	20-04-2023