

May 27, 2019

Ref. No: HDFC Life/CA/2019-20/12

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

BSE Limited,
Sir PJ Towers,
Dalal Street,
Mumbai – 400 001

NSE Symbol: HDFCLIFE

BSE Security Code: 540777

Kind Attn.: Head - Listing

Kind Attn.: Sr. General Manager – DCS
Listing Department

Sir / Madam,

Subject: Submission of Annual Secretarial Compliance Report for the Financial Year 2018-19

Pursuant to SEBI Circular dated February 8, 2019, please find enclosed herewith, Annual Secretarial Compliance Report issued by M/s N L Bhatia & Associates, Practicing Company Secretaries, for the Financial Year 2018-19.

Thanking You,

For HDFC Life Insurance Company Limited



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



N L BHATIA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

Tel. : 91-022-2510 0718
Tel. : 91-022-2510 0698
E-mail : navnitlb@hotmail.com
brupadhyay@hotmail.com
Website : www.nlba.in

Secretarial compliance report of HDFC Life Insurance Company Limited for year ended 31st March, 2019

We, M/s N L Bhatia & Associates Practicing 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) filings/ submissions made by the Company to the stock exchanges.
- c) website 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 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, includes:-

- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018;



- The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent 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 there under, except in respect of matters specified below:-

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

- b) The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under 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 there under:

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



- d) The Company has taken the following actions to comply with the observations made in previous reports: Not Applicable since this report is being issued for the first time and accordingly no action was required to be taken by the Company.

Date: May 24, 2019

Place: Mumbai

For N. L. Bhatia & Associates

Company Secretaries

UIN: P1996MH055800



Narvithal Bhatia

N. L. Bhatia

FCS: 1176

CP. No. 422