

May 27, 2021

Ref. No.: HDFC Life/CA/2021-22/14

**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 Sir/ Madam,

**Sub: Annual Secretarial Compliance Report for FY 2020-21**

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 2020-21 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  
Yeshwant  
Gangan

Digitally signed by Narendra Yeshwant Gangan  
DN: cn=Narendra Yeshwant Gangan,  
o=HDFC Life Insurance Company Limited,  
ou=Legal, email=Narendra.Yeshwant.Gangan@hdfclife.com,  
c=IN

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

Encl.: As Above



**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

To,  
**The Board of Directors,**  
**HDFC Life Insurance Company Limited**  
Lodha Excelus, 13th Floor,  
Apollo Mills Compound, N.M. Joshi Marg,  
Mahalakshmi, Mumbai – 400011

Dear Sir/ Madam,

**Sub: Annual Secretarial Compliance Report for the financial year 2020-21**

We have been engaged by HDFC Life Insurance Company Limited, (hereinafter referred to as the Company') bearing CIN: L65110MH2000PLC128245, whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 and to issue annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulations and Circulars/ Guidelines issued there under from time to time, and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and Circulars/ Guidelines issued thereunder from time to time and issue a report thereon.

Our audit was conducted in accordance with guidance note on "Annual Secretarial Compliance Report" issued by the Institute of Company Secretaries of India (ICSI) and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. The Annual Secretarial Compliance Report is enclosed as Annexure.

**For N. L. Bhatia & Associates**  
**Company Secretaries**  
**UIN: P1996MH055800**



*Bhaskar Upadhyay*

**Bhaskar Upadhyay**  
**Partner**  
**FCS: 8663**  
**CP. No. 9625**  
**P/R No.: 700/2020**

**UDIN: F008663C000182430**  
**Date: April 26, 2021**  
**Place: Mumbai**

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**Secretarial Compliance Report of HDFC LIFE INSURANCE COMPANY LIMITED**  
**For the year ended March 31, 2021**

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) 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, 2021 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 thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, Circulars, 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;
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- 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;
- 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
None			

- 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, 2021

Place: Mumbai

For N. L. Bhatia & Associates

Company Secretaries

UIN: P1996MH055800

UDIN: F008663C000182430



*V. Bhaskar*

Bhaskar Upadhyay

Partner

FCS: 8663

CP. No. 9625

P/R No.: 700/2020