



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 2024-25

We, have been engaged by **HDFC Life Insurance Company Limited**, (hereinafter referred to as the 'Listed Entity/ Company') bearing CIN: **L65110MH2000PLC128245**, whose equity shares are listed on National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') 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 along with Circulars issued by NSE, BSE. Further, guidance note issued by Institute of Company Secretaries of India ('ICSI') in this regard 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 applicable regulations, circulars and guidelines issued by the Securities and Exchange Board of India (SEBI) from time to time, and to ensure that the systems are adequate and effective.

Our responsibility is to verify compliances by the Company with provisions of all applicable regulations, circulars and guidelines issued by SEBI 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 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 M/s. N. L. Bhatia & Associates
Practising Company Secretaries
UIN: P1996MH0055800
Peer Review No.: 6392/2025



Bhaskar Upadhyay
Partner

FCS No: 8663

CP No.: 9625

UDIN: F008663G000437740

Place: Mumbai
Date: May 26, 2025

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507, Skyline Wealth Space, 5th Floor, C2 Wing, Skyline Oasis Complex, Premier
Road, Near Vidyavihar Station, Ghatkopar - West, Mumbai – 400086.



ANNUAL SECRETARIAL COMPLIANCE REPORT OF HDFC LIFE INSURANCE COMPANY LIMITED
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

We have conducted the review of compliance of the applicable statutory provisions and the adherence to the good governance practices followed by HDFC Life Insurance Company Limited (CIN: L65110MH2000PLC128245) (hereinafter referred as 'the listed entity'), having its Registered Office at Lodha Excelus, 13th Floor, Apollo Mills Compound, N.M. Joshi Marg, Mahalakshmi, Mumbai – 400011. Annual Secretarial review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms, disclosures and returns filed and any other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of review of secretarial records, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2025 ("review period") complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter;

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 the listed entity;
- b) the filings/ submissions made by the listed entity to the stock exchanges;
- c) website (www.hdfclife.com) of the listed entity; and
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification for the financial year ended March 31, 2025, in respect of compliance with the provisions of:
 - i. the Securities and Exchange Board of India Act, 1992 and the regulations, circulars and guidelines issued thereunder; and
 - ii. the Securities Contracts (Regulation) Act, 1956, 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 ("SEBI Regulations"), as amended;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - *Not applicable to the listed entity during the Review Period;*
- 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; as amended;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; as amended;
- 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;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *Not applicable to the listed entity during the review period;*

and circulars/ guidelines issued thereunder.

and based on the above examination, we hereby report that, during the review period:

- a) The listed entity 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)	Regulation/Circular No.	Deviations	Action taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/ Warning, etc.)	Details of violation	Fine Amount	Observations/ remarks of the Practising Company Secretary, if any.	Management Response	Remarks
Nil										

- b) The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/Circular No.	Deviations	Action taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/ Warning, etc.)	Details of violation	Fine Amount	Observations/ remarks of the Practising Company Secretary, if any.	Management Response	Remarks
NIL										

c) We hereby report that, during the review period the listed entity complied with the following requirements as per the status given below:

Sr No.	Particulars	Compliance Status (Yes/No/NA)	Observation / Remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of listed entity are in accordance with the Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	The Company has duly complied with the mandated SS issued by ICSI.
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entity. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations / circulars/ guidelines issued by SEBI 	Yes	The listed entity has updated all applicable policies under SEBI Regulations, as and when required and the same were in conformity with the SEBI Regulations and has been reviewed periodically.
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> The listed entity is maintaining a functional website; Timely dissemination of the documents/ information under a separate section on the website; and Web-links provided in Annual Corporate Governance Reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s) / section of the website. 	Yes	The listed entity has maintained fully functional website viz., www.hdfclife.com
4.	<u>Disqualification of Director:</u> None of the Director of the listed entity is disqualified under Section 164 of Companies Act, 2013.	Yes	None of the Directors of the listed entity were disqualified under Section 164 of Companies Act, 2013.
5.	<u>Details related to subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies; (b) Requirements with respect to disclosure of material as well as other subsidiaries.	Yes	The listed entity does not have any material subsidiary and the requisite disclosures pertaining to subsidiary companies have been ensured.

Sr No.	Particulars	Compliance Status (Yes/No/NA)	Observation / Remarks by PCS
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	The listed entity has complied with the applicable SEBI Regulations for preservation and maintenance of records.
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	The listed entity has duly conducted the requisite performance evaluation exercise of the Board, Independent Directors and the Board Committees.
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit committee.	Yes	The listed entity has obtained prior approval of the Audit Committee for all the related party transactions entered during FY 2024-25.
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.	Yes	The listed entity has provided all the required disclosure(s) under Regulation 30 of the SEBI LODR Regulations, 2015 within the time limits prescribed there under.
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	The listed entity has duly complied with Regulation 3(5) and 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No actions has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under.	Yes	The listed entity did not receive any such notices from SEBI or Stock exchange (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under.
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or	NA	There is no resignation of statutory auditor during FY 2024-25.

Sr No.	Particulars	Compliance Status (Yes/No/NA)	Observation / Remarks by PCS
	its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		
13.	<u>Additional non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	No such instance.

- d) We hereby confirm that, the listed entity has complied with the requirements for disclosure of employee benefit scheme documents in terms of the SEBI Regulations read with the SEBI Circular for implementation of recommendations of the Expert Committee for facilitating ease of doing business for listed entities dated December 31, 2024.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



For M/s. N. L. Bhatia & Associates
Practising Company Secretaries
UIN: P1996MH0055800
Peer Review No.: 6392/2025

Bhaskar Upadhyay
Partner

FCS No: 8663
CP No.: 9625

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Date: May 26, 2025