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

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 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) 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;

Address : 507, Skyline Wealth Space, 5th Floor, C2 Wing, Skyline Oasis Complex, Premier Road, Near Vidyavihar Station, Ghatkopar (W), Mumbai - 400 086.

- 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
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.

N.L. BHATIA & ASSOCIATES

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