

June 24, 2020

Ref. No.: HDFC Life/CA/2020-21/15

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 the financial year 2019-20

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 issued by M/s N L Bhatia & Associates, Practicing Company Secretaries (Firm's Registration No. P1996MH055800), for the financial year 2019-20.

This is for your information and appropriate dissemination.

Thanking you,

For HDFC Life Insurance Company Limited

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

Secretarial Compliance Report of HDFC LIFE INSURANCE COMPANY LIMITED
For the financial year ended March 31, 2020

(Pursuant to Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 issued by the Securities and Exchange Board of India)

We, M/s. N L Bhatia & Associates, Practicing Company Secretaries have examined:

- all the documents and records made available to us and explanation provided by **HDFC LIFE INSURANCE COMPANY LIMITED** ("the Company") bearing CIN L65110MH2000PLC128245.
- the filings/ submissions made by the Company to the stock exchanges.
- website of the Company.
- any other documents/ filings, as may be relevant, which has been relied upon to make this certification.

for the year ended March 31, 2020 in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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");

Specific regulations, whose provisions and the circulars/ guidelines issued there under by SEBI (including any amendments made therein, from time to time), have been examined, includes:-

- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; to the extent applicable for the Company
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable**



- 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; **Not applicable**
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not applicable**
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992; **Not applicable**
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, to the extent applicable for the Company

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 by SEBI, 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

Date: June 23, 2020

Place: Mumbai

**For N. L. Bhatia & Associates
Practising Company Secretaries
UIN: P1996MH055800
UDIN: F001176B000312608**



N. L. Bhatia

**N. L. Bhatia
Managing Partner
FCS: 1176
CP. No. 422**