

CONSENT LETTER FROM THE PRACTICING COMPANY SECRETARY**Date:** 26.04.2025

To,

**The Board of Directors
Canara HSBC Life Insurance Company Limited**8th Floor, Unit No. 808-814,
Ambadeep Building, Kasturba Gandhi Marg,
Connaught Place, Central Delhi,
New Delhi, Delhi, India, 110001**Re: Proposed initial public offering of equity shares (the "Equity Shares") of
Canara HSBC Life Insurance Company Limited (the "Company", and such
initial public offering, the "Offer")**

Dear Sir/Madam,

I, Shashikant Tiwari, Partner, Chandrasekaran Associates, practicing Company Secretary have been informed that the Company proposes to file the draft red herring prospectus with respect to the Offer (the "**DRHP**") with the Securities and Exchange Board of India ("**SEBI**"), BSE Limited and National Stock Exchange of India Limited (collectively, the "**Stock Exchanges**") in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and applicable laws, and subsequently proposes to file (i) the red herring prospectus with the SEBI, the Stock Exchanges and the Registrar of Companies, Delhi and Haryana at New Delhi ("**RoC**" and such red herring prospectus, the "**RHP**"); (ii) the prospectus with the SEBI, the Stock Exchanges and the RoC (the "**Prospectus**"); and (iii) any other documents or materials to be issued in relation to the Offer (collectively with the DRHP, RHP and Prospectus, the "**Offer Documents**").

- I. We consent to the references to us as "Practicing Company Secretary" or "PCS" under the sections including "Definitions and Abbreviations", "General Information", "Other Regulatory and Statutory Disclosures" "Material Contracts and Documents for Inspection" and any other sections in the Offer Documents and references to us as "Experts" as required under Section 26 of the Companies Act, 2013 ("Act") read with the SEBI ICDR Regulations and as defined under Section 2(38) of the Companies Act to the extent and in our capacity as the practicing company secretary w.r.t. the following certificate (a.) Certificate on Corporate Governance, (b.) certificate from the practicing company secretary on build-up of the issued, subscribed and paid-up equity share capital of the company and build-up of the shareholding of the promoters and other shareholders in the company, (c) Certificate on ESOP disclosures and (d) Compliance Certificate [(Pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015) (e). certificate from practicing company secretary on search report.

We further consent to be named as an "expert" as defined under Section 2(38) of the Companies Act as amended, read with Section 26 of the Companies Act as amended, as Practicing Company Secretary with respect to the certificates issued by us. We confirm that the information in this certificate is true and correct and there is no untrue statement or omission which would render the contents of the certificate misleading in its form or context.

Nothing in this consent shall be construed to (i) limit our responsibility for or liability in respect of, the reports we have issued, covered by our consent above and are included in Offer Documents or (ii) limit our liability to any person which cannot be lawfully limited or



excluded under applicable laws or regulations or guidelines issued by applicable regulatory authorities.

We also authorise you to deliver a copy of this letter of consent pursuant to the provisions of the Companies Act, 2013 to SEBI, ROC, the Stock Exchanges or any other regulatory authorities as required by law. We also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date. We further consent to include our reports/ certificates/ letters, in full or in parts, in the Offer Documents or such other documents to be issued by the Company in relation to the Offer.

We hereby consent to the inclusion of this consent letter as a part of the repository records as may be required by SEBI and the Stock Exchanges, in connection with the Offer.

We confirm that we shall not withdraw this consent before delivery of a copy of the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus with the SEBI and the stock exchanges.

We confirm that the above information is true, correct, and not misleading in any material respect.

This consent letter may be relied upon by the Company, the book running lead managers ("BRLMs"), and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to SEBI, the RoC, Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information if it's come to our knowledge from the Company by way of written communication directly made available to us, to the BRLMs until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal advisors to each of the Company and BRLMs can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

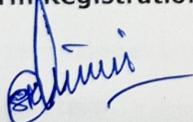
All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully

For Chandrasekaran Associates, Company secretaries

Peer review Certificate No. 5715/2024

Firm Registration No. P1988DE002500



Shashikant Tiwari

Partner

Membership No, F11919

Certificate of Practice No. 13050

Date: 26.04.2025

Place: New Delhi



CC:

SBI Capital Markets Limited

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Parinee Crescenzo Building
G Block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India

BNP Paribas

1-North Avenue, Maker Maxity
Bandra-Kurla Complex
Bandra (E) Mumbai - 400 051
Maharashtra, India

HSBC Securities & Capital Markets (India) Private Limited

52/60, Mahatma Gandhi Road, Fort
Mumbai 400 001
Maharashtra, India

JM Financial Limited

7 th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai - 400 025
Maharashtra, India

Motilal Oswal Investment Advisors Limited

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Domestic Legal Counsel to the Company**S&R Associates**

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