



HDFC STANDARD LIFE INSURANCE COMPANY LIMITED

CORPORATE GOVERNANCE POLICY ('POLICY')

Version 4

PART A

I) INTRODUCTION

The Corporate Governance Policy ('Policy') provides the framework under which the Board of Directors operates. It includes Company's corporate structure, culture, policies and the manner in which it deals with various stakeholders. The Policy also addresses the responsibilities, authority and administration of the Board of Directors. Further, it also includes the responsibilities of the Principal Officer and defines the reporting relationships.

The timely and accurate disclosure of information regarding the financial situation, performance, board constitution, ownership of the company etc is an important part of Corporate Governance. Corporate Governance arrangements are those through which an organisation directs and controls itself and the people associated with it.

The Policy is normally reviewed once in two years and modified, when deemed necessary, to ensure proper alignment with best practices in Corporate Governance.

The present Policy has been amended in light of the provisions of new Companies Act, 2013 ('Act'). The new Act contains several new provisions with regards to appointment of Independent Directors, constitution/ re-constitution of Committees of Board of Directors, etc.

II) COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is a process that aims to meet Stakeholder's aspirations and societal expectations. It is not a discipline imposed by a Regulator, but is a culture that guides the Board, Management and Employees to function towards best interest of Stakeholders.

At HDFC Standard Life Insurance Company Limited ('Company'), the Corporate Governance philosophy stems from the belief that Corporate Governance is a key element in improving efficiency and growth as well as enhancing investor confidence. Accordingly, the Corporate Governance philosophy has been scripted as under: "As a good corporate citizen, the Company is committed to sound corporate practices based on its vision, values & principles in building confidence of its various stakeholders, thereby paving the way for its long term success and sustenance."

At the core of its Corporate Governance practice is the Board, which oversees how the management serves and protects the long-term interests of all the stakeholders of the Company. The Company believes that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance.

The Company's Corporate Governance practices are aimed at meeting the Corporate Governance requirements as per the IRDA Corporate Governance Guidelines, besides good practices either recommended by professional bodies or practised by leading companies in India.

The following Policy has been adopted by the Board of Directors to assist the Board in the exercise of its responsibilities. This Policy is subject to future amendments or changes, as may be necessary, in the light of the amendments in various regulations in force for governance requirements.

III) OUR VISION AND VALUES

HDFC Standard Life Insurance Company Ltd. is one of India's leading private insurance companies, which offers a range of individual and group insurance solutions. It is a joint venture between Housing Development Finance Corporation Limited ('HDFC Ltd.' / 'HDFC'), India's leading housing finance institution and Standard Life (Mauritius Holdings) 2006 Limited (Standard Life), a wholly owned subsidiary of Standard Life plc, a Group Company of the Standard Life, UK.

A) Our Vision

'The most successful and admired life insurance company, which means that we are the most trusted company, the easiest to deal with, offer the best value for money, and set the standards in the industry'.

In short, 'The most obvious choice for all'.

B) Our Values

Values that define how we work:

- Excellence
- People Engagement
- Integrity
- Customer Centricity
- Collaboration

Besides the above (which provides an insight into the Corporate Structure of the Company), the Committees appointed by the Board focus on specific areas and take informed decisions within the framework of delegated authority, and make specific recommendations to the Board on matters within their areas of purview. All decisions and recommendations of the Committees are placed before the Board for information or for approval.

IV) COMMITTEES OF THE BOARD OF DIRECTORS

1. Audit Committee
2. Nomination & Remuneration Committee
3. Stakeholders Relationship Committee
4. Risk Management Committee
5. Corporate Social Responsibility Committee
6. Investment Committee
7. Policyholder Protection Committee
8. With Profits Committee
9. Executive Committee

PART B

1. BOARD OF DIRECTORS

The Board is responsible to act in the best interests of the Company and its shareholders. In discharging their duties the Directors shall comply with the Code of Conduct as adopted by the Board.

The Directors are expected to attend and actively participate in Board Meetings and Meetings of Committees on which they serve and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities.

The Board is responsible for overall compliance with the Corporate Governance policy of the Company. It oversees and directs the management of the Company's business and affairs. In doing so, it must act honestly, in good faith and in the best interests of the Company.

A) Board Composition

As per the Articles of Association of the Company, the maximum number of Directors which the Company can appoint is 15 (excluding any alternate directors). Out of the total strength of the Board of Directors of the Company, 3 Directors at any one time shall be of the choice of HDFC Limited and 2 Directors shall be choice of Standard Life. The Company's Board shall have an optimum combination of Executive, Non-Executive and Independent Directors as required by the IRDA Corporate Governance Guidelines. The Chairman of the Board of Directors shall at all times, be a nominee of HDFC, and such Chairman shall not have a casting vote.

B) Board Responsibilities*

- i. The Board should ensure that the Governance principles set for the insurer comply with all relevant laws, regulations and other applicable codes of conduct.
- ii. The Board should set the following policies in consultation with the Management of the Company as indicated.
 - a) Define and periodically review the corporate business policy;
 - b) Define the underwriting policy of the insurer;
 - c) Determine the retention and reinsurance policy and in particular, the levels of retentions of risk by the insurer and the nature and extent of reinsurance protection to be maintained by the insurer;
 - d) Define the policy of the insurer in investment of its assets consistent with an appropriate asset liability management structure;
 - e) Define the insurer's policy on appointments and qualification requirements for staff at all levels and for fixing their remuneration and benefits; the remuneration policy should not include incentives that encourage imprudent behaviour.

* Requirement of IRDA Corporate Governance Guidelines, 2009

- I. The Board should define and set the following standards:-
 - a) Define the standards of business conduct and ethical behaviour for directors and senior management;
 - b) Define the standards to be maintained in policyholder servicing and in redressal of grievances of policyholders.
- iv) The Board would be responsible to provide strategic guidance for implementation of business policy and structure a management information system for review and course correction.
- v) As an integral part of the proper implementation of the guidelines of the business and other policies, the Board should take action as under:-
 - a. Establish appropriate systems to regulate the risk appetite and risk profile of the Company. It will also enable identification and measurement of significant risks to which the company is exposed in order to develop an effective risk management system;
 - b. Ensure that all supervisory/regulatory directions are submitted to the Board and the supervisor's recommendations are utilized in the assessment of the performance of the senior management in implementation of Board philosophy;
 - c. Define the role of the Appointed Actuary and the degree of his involvement in the designing and pricing of products and in determination of liabilities;
 - d. Ensure that the Appointed Actuary has direct access to the Board and reports on important matters to the Board in a timely manner;
 - e. Ensure that the IT systems in the company are appropriate and have built-in checks and balances to produce data with integrity;
 - f. Ensure that the company has in place a robust compliance system for all applicable laws and regulations;
 - g. Prescribe the forms and frequency of reporting to the Board in respect of each of the above areas of responsibility.
- vi) In the discharge of the above and other Governance functions, the Board should delegate the responsibilities to mandated/ other recommended Empowered Committees of Directors while retaining its primary accountability.
- vii) The Board should ensure that the insurer is compliant with its directions and all statutory provisions and regulations framed thereunder through:
 - a) A sound system of internal controls and audit in respect of all aspects of the insurer's activities and accounts, including financial, operational and compliance controls and such systems should be annually reviewed by the Board for their effectiveness.

- b) The Internal Audit function should perform in an objective, independent and risk oriented manner, with timely feedback to the Board.
- c) Prescribing and reviewing all delegations of authority to various levels of management, especially in underwriting, claims, reinsurance, investments and financial transactions. Ensure that critical decisions are taken under the ‘four eyes’ principle.

C) Independent Director

As defined in the Companies Act, 2013 an Independent Director means a Non-Executive Director of the company who:

- (i) apart from receiving director’s remuneration, does not have any material pecuniary relationships or transactions with the company, its promoters, its senior management or its holding company, its subsidiaries and associate companies during the two immediately preceding financial years or during current financial year;
- (ii) is not related to promoters or management at the Board level or at one level below the Board;
- (iii) is (not related to promoters or directors in the company, its holding, subsidiary or associate company)
- (iv) is or was not a promoter of the Company or its holding, subsidiary or associate company;
- (v) has not been an executive of the company in the immediately preceding three financial years;
- (vi) is not a partner or an executive of the statutory audit firm or the internal audit firm that is associated with the company, and has not been a partner or an executive of any such firm for the last three years. This will also apply to legal firm(s) and consulting firm(s) that have a material association with the entity;
- (vii) is not a supplier or service provider of the company. This should include lessor-lessee type relationships also; and
- (viii) in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience
- (ix) none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two percent or more of its gross turnover or total income or fifty lakh rupees, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- (x) neither himself or any of his relatives-
 - holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of –

- A firm of auditors or company secretaries in practice or cost auditors of the company or its holding subsidiary or associates company; or
 - Any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
 - is a Chief Executive or Director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company;
 - holds together with his relatives two percent or more of the total voting power of the Company
- (xi) Possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business

D) Appointment of Director

The Nomination & Remuneration Committee, will recommend the induction of Board Members. The invitation to join the Board is extended on behalf of the Board by the Chairman of the Board. The new director shall be apprised of the working of the Company and various Codes of Conduct adopted by the Company in its functioning. The Director will execute Deed of Covenant post his appointment. This Deed of Covenant shall be subject to review annually.

In case of appointment of a new director or reappointment of a director/additional director during the year, the shareholders shall be provided with the following information:

- (i) A brief resume of the director;
- (ii) Nature of his expertise in specific functional areas; and
- (iii) Names of companies in which the person also holds directorship and the membership of committees of the board, when such appointment/re-appointment comes up for approval at a general meeting of the shareholders.

As a matter of prudence, not more than one member of a family, or a close relative as defined in the Companies Act or an associate (partner, director, etc.,) should be on the Board of the Company as Independent Director.

E) Tenure

The tenure of Executive Directors shall not exceed a period of 5 years on each occasion. Non-Executive / Executive Directors shall be required to retire by rotation as well as reappointment, and as decided by the Board. Independent Directors shall not be required to retire by rotation.

Subject to the Board's decision or any Shareholders' resolution, an Independent Director shall be eligible to hold office for a term of five consecutive years on the Board of the Company. Further, he shall be eligible for re-appointment for a further term of five consecutive years on passing of special resolution by the Company.

F) Compensation/ Sitting fees:

i) Executive Directors:

Executive Directors shall be paid remuneration within the limits as approved by the Board, the shareholders of the Company as well as the IRDA As a company policy, no sitting fees are payable to Executive Directors.

ii) Non-Executive/ Independent Directors:

Non-Executive Directors/ Independent Directors are paid sitting fees for attending the Board and Committee Meetings. The sitting fees to be paid shall be within limits prescribed under the Companies Act, 2013 and the Rules made thereunder as also other applicable regulations issued by the IRDA from time to time, and further as decided by the Board.

All Remuneration/ compensation paid to Non-Executive/ Independent Directors, including Commission, if any, shall be decided by the Board of Directors, and shall be approved by shareholders in general meeting, as may be applicable or required. All the details relating to the compensation so paid shall also be disclosed in the Annual Report of the Company.

An Independent Director shall not be entitled to stock options, or be entitled to any remuneration other than sitting fee, reimbursement of expenses for participation in the Board or Committee meeting and profit related commission, as approved by the Shareholders', as may be required.

G) Board Meetings

The Board Meetings of the Company shall be held at least four times a year, once every quarter and not more than four months shall elapse between two successive meetings. The Quorum for the meetings of the

Board shall be as per the Articles of Association of the Company. The meetings of the Board will be held at the Company's registered office unless otherwise decided by the Board of Directors.

H) Information to be placed before the Board of Directors

The information to be placed before the Board of Directors shall include but not be limited to the following:

- (i) Annual business plans and budgets and updates on the same every quarter.
- (ii) Capital budgets and any updates and periodic reviews of performance of the Insurance Company.
- (iii) Quarterly / Half yearly / Annual financial results, as the case may be, for the company and its operating divisions or business segments.
- (iv) Minutes of meetings of Audit Committee and other committees of the Board.
- (v) The information on recruitment and remuneration of senior management personnel i.e. officers just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary / Compliance Officer, Head – Audit & Risk.
- (vi) Show cause, demand, prosecution notices and penalty notices which are materially important.
- (vii) Fatal or serious accidents, dangerous occurrences affecting business continuity.
- (viii) Any material default in financial obligations to and by the Company.
- (ix) Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- (x) Details of any joint venture or collaboration agreement.
- (xi) Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- (xii) Significant labour problems and their proposed solutions. Any significant development in Human Resources front like change in compensation structure, implementation of Voluntary Retirement Scheme etc.
- (xiii) Sale of a material nature; e.g. investments, subsidiaries, assets, which is not in normal course of business.
- (xiv) Non-compliance of any regulatory, statutory nature or listing requirements (when applicable) and shareholders service such as non-payment of dividend etc.
- (xv) organizational structure of the Insurance Company and delegation of authority,
- (xvi) corporate and management controls and systems including procedures;

- (xvii) economic features and marketing environment,
- (xviii) information and updates as appropriate on Insurance Company's products;
- (xix) information and updates on major expenditure;
- (xx) report periodically about implementation of strategic initiatives and plans;
- (xxi) all relevant information for taking informed decisions in respect of matters brought before the Board;
- (xxii) The reports of the Policyholders' Protection Committee / minutes thereof.

Further, in line with the Companies Act, 2013, following powers shall be exercised by the Board only at a meeting of the Board of Directors:

1. To make calls on shares;
2. To authorize buy-back of shares;
3. To issue securities;
4. To borrow monies;
5. To invest funds of the company;
6. To grant loans or give guarantee or provide security in respect of loans;
7. To approve financial statements and Board's report;
8. To diversify business of the company;
9. To approve amalgamation, merger or reconstruction;
10. To takeover or acquire controlling or substantial stake in another company
11. To make political contributions;
12. To appoint or remove key managerial personnel ;
13. To appoint internal auditors and secretarial auditor;

I) Agenda for the Board Meetings

The agenda for the Board Meetings along with information relevant to the agenda shall be sent in writing or electronically to the Directors at least 7 days before the Meeting. Each Board member is free to suggest the inclusion of items on the agenda. With the permission of the Chair, each Board member is also free to raise, at any Board Meeting, matters that are not on the agenda. However, with reference to any sensitive matter on the agenda, relevant information shall be made available only at the time of the Board Meeting. The Board and its Committees may conduct agenda matters through electronic documents on iPad through a software specific to conducting of Board Meetings.

J) Attendance at Board Meetings

The Board Meetings shall be attended by the Directors and on invitation of the Board by executives of the Company who can provide an insight into the agenda items being discussed. All the Executive as well as Non-Executive Directors shall endeavour to attend all meetings of the Board.

In case a Director cannot attend a specific Board Meeting, he or she shall obtain leave of absence from the Board.

However, if a Director absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board, the office of such director shall become vacant.

The quorum for the meetings of the Board shall be presence of one-third of Directors or 2 Directors, whichever is higher; provided, however, that: (i) such quorum shall include at least one HDFC Director and one Standard Life Director; and (ii) the total number of HDFC Directors present at the beginning of, and through out such meeting, shall be more than the number of Standard Life Directors present at such meeting. In the event the Chairman is not present at a meeting, then the Chairman for such meeting shall be chosen from amongst the HDFC directors present at the meeting.

K) Minutes of the Board Meeting

The minutes of all meetings of the Board shall be circulated as soon as possible to the members of the Board from the date of the Board meeting to the Directors and shall be confirmed in the next Board Meeting. The Company will be guided by Section 118 of the Companies Act, 2013 and rules thereunder.

L) Duties and Responsibilities

- (i) The Board is responsible for Review of the Compliance Certificates along with the Compliance Report of various laws, Regulations and applicable codes submitted by concern Functional Heads on Quarterly basis.
- (ii) Formulation, adoption and review of the various policies prescribed by various Statutory Authorities from time to time.
- (iii) Setting Standards of Business Conduct and Ethical Behavior for the Board of Directors and Sr. Management.
- (iv) Setting Standards of Servicing to Policy Holders and their grievance redressal mechanism.
- (v) Providing strategic guidance for implementation of business policy and Structure for Management Information System for review and taking corrective actions.
- (vi) Reviewing and regulating the risk profile of the Company through the effective Risk Management System.
- (vii) Reviewing all the Regulatory and supervisory directions submitted to it from time to time.
- (viii) Assessing the performance of Sr. Management in implementation of Board Philosophy.
- (ix) Formulating the Roles and Responsibilities of Appointed Actuary and degree of involvement in the product designing , pricing and

- determination of liabilities
- (x) Reviewing the Reports on integrity and appropriateness of the IT system of the Company.
 - (xi) Forming various Committees of Board for discharging its various duties while retaining its primary accountability.
 - (xii) Setting up sound system of internal controls and audit including Financial, operational and Compliance controls and annual review of such system for their effectiveness.
 - (xiii) Monitors the financial performance of the Company and must ensure that the financial results are prepared in accordance with the generally accepted accounting principles and regulations issued by the Insurance Regulatory and Development Authority and are reported to shareholders and regulators on a timely and regular basis.
 - (xiv) Ensuring that all material developments of the Company are disclosed to the public on a timely basis in accordance with the Standard Listing Agreement requirement, when applicable.
 - (xv) Formulating Compensation strategy and employee benefit schemes.
 - (xvi) Formulate investment strategies for the investment of the funds.
 - (xvii) Review the functioning of Whistle Blower Mechanism across the Company on periodical basis.
 - (xviii) Take help of independent outside consultants/advisors
 - (xix) To delegate the powers to committees for ensuring Compliance

In addition to the above, the Directors shall execute such other duties as defined under the Schedule IV of the Companies Act, 2013 (Enclosed as Annexure 1)

2. AUDIT COMMITTEE OF DIRECTORS

A) Role

The Company shall set up an Audit Committee in compliance with the provisions of Companies Act, 2013, which binds the constitution and functioning of the Committee.

The primary function of the Audit Committee shall be to assist the board in matters relating to applicable legal requirements with respect to independence, financial literacy, accounting or related financial expertise etc. The management of the Company has the overall responsibility to prepare financial statements in accordance with generally accepted accounting principles and any applicable regulations. The Company's Independent Auditors have the responsibility to audit these financial statements. The Audit Committee's responsibility is one of overseeing the correct preparation and provision of financial information as well as to oversee financial reporting, statement of cash flow and disclosure processes both on an annual and quarterly basis. It shall set-up procedures and processes to address all concerns relating to adequacy of checks and control mechanisms. However, the Audit Committee has no obligation to provide any expert or other special assurance as to the

Company's financial statements.

B) Membership

The members of the Audit Committee are appointed by the Board of Directors. The Audit Committee shall consist of a minimum of three directors with independent directors forming a majority. The Committee shall, unless otherwise agreed between HDFC and Standard Life, include at least one Standard Life Director and one HDFC Director and the number of HDFC Directors on the Committee shall be one more than the number of Standard Life Directors. The Chairman of the Committee shall be an Independent Director and should ideally be a professional Chartered Accountant or a person with strong financial background. The Chairman may remain present at the Annual General Meeting to respond to shareholder queries. Without prejudice to the powers of Board or members of Committee or appointment / removal of the members of the Committee or designating any invitee's to the Committee, the CEO / Managing Directors / Executive Director shall attend the Audit Committee meeting as an Invitee, for the purpose of providing any information or any clarification in relation to audit findings.

C) Operations

The Audit Committee Meeting shall be attended by;

- The members of the Audit Committee
- Internal Auditors / Statutory auditors
- Company Secretary to act as the secretary to the Committee
- Such other invitees at the discretion of the Chairman of the Committee

The meetings of the Audit Committee shall at least be held four times a year, usually preceding the Board Meeting and not more than four months shall elapse between two successive meetings. The quorum shall be either two members or one third of the members of the Committee whichever is greater, presence of an Independent Director should be necessary to form a quorum, provided, however, that: (i) such quorum shall include at least one HDFC Director and one Standard Life Director; and (ii) the total number of HDFC Directors present at the beginning of, and through out such meeting shall be more than the number of Standard Life Directors present at such meeting. The quarterly financial statements shall be reviewed by the Committee before placing the same before the Board. In addition to its members, the Committee may at its discretion require the attendance of senior management of the Company at its meetings. The Committee would be free to meet without the presence of any or all of such invitees if it so desires. The Company Secretary will maintain minutes of the meetings of the Audit & Risk Committee. The meetings can also be conducted vide teleconference / video conference,

where permitted by applicable regulations or as required otherwise.

The terms of reference of the Committee is enclosed as Annexure 2.

D) Reporting

The Audit Committee shall report to the Board of Directors of the Company. The Committee shall report its actions and any recommendations to the Board after each Committee meeting which will include through placing of its minutes of the meetings.

3. NOMINATION & REMUNERATION COMMITTEE OF DIRECTORS

A) Role

The Nomination & Remuneration Committee shall be under the chairmanship of a Non Executive Independent Director. The function of the Nomination & Remuneration Committee is to perform the duties as mentioned below in the “Terms of Reference”, including but not limited to determining and making recommendations with respect to all forms of compensation to be granted to Directors and senior management employees of the Company.

B) Membership of the Committee

The Committee shall consist of at least three Non – Executive Directors, out of which not less than one half shall be independent directors. The Chairman of the Committee shall be an Independent Director. The Committee shall, unless otherwise agreed between HDFC and Standard Life, include at least one Standard Life Director and one HDFC Director and the number of HDFC Directors on the Committee, shall be one more than the number of Standard Life Directors.

The Company Secretary will act as Secretary to the Committee.

The Chairman of the Committee may be present at the Annual General Meeting, to answer the shareholder queries.

C) Meetings of the Committee

The Committee shall meet as frequently as required to perform its functions provided that there shall be at least two meetings, of which one shall be held prior to the approval of annual financial accounts (in the month of February/March of a year) and one meeting shall be held during the second quarter of a financial year (in the month of August/September), or at such other time, as the Committee may decide. In compliance of Regulation 17(4) of the SEBI Listing Obligations and Disclosure Requirements Regulations, 2015, the Committee shall review the succession planning process of the Company at such meeting and would also meet some of the key senior management personnel during the meeting.

The Chairman of the Committee shall determine, in consultation with the Committee Members, the agenda for various meetings of the Committee, generally within the ambit of the Terms of Reference mentioned in this Charter.

The quorum for the meetings of the Committee shall be two Members of the Committee or one-third of the Members of the Committee, whichever is higher, including one Independent Director, provided, however, that: (i) such quorum shall include at least one HDFC Director and one Standard Life Director; and (ii) the total number of HDFC Directors present at the beginning of, and through out such meeting, shall be more than the number of Standard Life Directors present at such meeting. Resolutions of the Committee may also be passed by a resolution by circulation signed by a majority of the Committee Members, including an Independent Director.

Minutes of every meeting shall be maintained.

The terms of reference of Committee is enclosed as Annexure 2.

D) Reporting

The Nomination & Remuneration Committee shall report to the Board of Directors of the Company. The Committee shall report its actions and any recommendations to the Board after each Committee meeting, which will include through the placing of its signed minutes before the Board of Directors.

4. STAKEHOLDERS' RELATIONSHIP COMMITTEE

A) Role

The Company shall set-up a Stakeholders Relationship Committee. The primary function of the Stakeholders Relationship Committee is to approve the allotment of shares of the Company and transfer of shares between the shareholders as well as to resolve the grievances of security holders of the Company.

B) Membership

The Stakeholders Relationship Committee shall consist of two or more Directors. The Chairman of the Committee shall be non-executive director. The Committee shall, unless otherwise agreed between HDFC and Standard Life, include at least one Standard Life Director and one HDFC Director and the number of HDFC Directors on the Committee shall be one more than the number of Standard Life Directors.[#] The Company Secretary shall act as Secretary to this Committee.

[#]HDFC and Standard Life have separately agreed that Standard Life representative will participate as 'Observer'.

C) Operations

The Chairman shall call the Committee meeting as and when required. Minutes of every meeting will be maintained. The quorum of the meetings shall be one third of the total strength or two Directors whichever is more, provided, however, that: (i) such quorum shall include at least one HDFC Director and one Standard Life Director; and (ii) the total number of HDFC Directors present at the beginning of, and through out such meeting, shall be more than the number of Standard Life Directors present at such meeting. The meetings can also be conducted vide teleconference/video conference.

The terms of reference of Committee is enclosed as Annexure 2.

D) Reporting

The Stakeholders Relationship Committee shall report to the Board of Directors of the Company. The Committee shall report its actions and any recommendations to the Board after each Committee meeting which will include through placing of its minutes of the meetings.

As and when the standard Listing Agreement becomes applicable to the Company, the Stakeholders Relationship Committee shall also function as the Grievance Redressal Committee.

5. RISK MANAGEMENT COMMITTEE OF DIRECTORS

A) Role

Risk Management Committee shall be under the chairmanship of a Non Executive Director. The primary function of the Committee is to assist the Board of Directors in setting up a risk management strategy. The risk management function shall be under the overall guidance and supervision of the Chief Risk Officer.

B) Membership

The Risk Management Committee shall consist of two or more Non Executive Directors. The Committee shall, unless otherwise agreed between HDFC and Standard Life, include at least one Standard Life Director and one HDFC Director and the number of HDFC Directors on the Committee shall be one more than the number of Standard Life Directors.[#] The Company Secretary shall act as Secretary to this Committee.

[#]HDFC and Standard Life have separately agreed that Standard Life representative will participate as 'Observer'.

C) Operations

The members of Risk Management Committee shall meet at least once in a quarter and not more than four months shall elapse between two successive meetings. The quorum shall be either two members or one third of the members of the Committee whichever is greater, provided, however, that: (i) such quorum shall include at least one HDFC Director and one Standard Life Director; and (ii) the total number of HDFC Directors present at the beginning of, and through out such meeting, shall be more than the number of Standard Life Directors present at such meeting. Minutes of every meeting shall be maintained. The meetings can also be conducted vide teleconference/video conference.

The terms of reference of Committee is enclosed as Annexure 2.

D) Reporting

The Risk Management Committee shall report to the Board of Directors of the Company. The Committee shall report its actions and any recommendations to the Board after each Committee meeting which will include through placing of its minutes of the meetings.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

A) Role

The Corporate Social Responsibility Committee shall be set up in compliance with the provisions of the Companies Act, 2013. The primary function of the Corporate Social Responsibility Committee is to perform the duties as mentioned below in the "Terms of Reference".

B) Membership

The Committee shall consist of at least three Directors out of which atleast one shall be independent provided that the composition of Committee shall be in line with the requirements prescribed under the Companies Act, 2013. The Chairman of the Committee shall be a Non-Executive Director. The Company Secretary shall act as Secretary to this Committee.

C) Operations

The quorum of the meetings shall be one third of the total strength or two Directors whichever is more. An Independent Director shall be necessary to form the Quorum. The meetings can also be conducted vide teleconference/video conference.

The terms of reference of Committee is enclosed as Annexure 2.

D) Reporting

The Committee shall report to the Board of Directors of the Company. The Committee shall report its actions and any recommendations to the Board after each Committee meeting which will include through placing of minutes of its meetings.

7. INVESTMENT COMMITTEE

A) Role

The Investment Committee shall be set-up in compliance with the provisions of the IRDA (Investment) Regulations, 2000. The primary function of the Investment Committee is to formulate the investment policy and strategies for the investment of the policyholder and shareholder funds in accordance with the limits prescribed in the regulations.

B) Membership

The Investment Committee shall consist of a minimum of two non-executive directors, the Chief Executive Officer, the Principal Officer, Chiefs of Finance, and Investment divisions, Chief Risk Officer and the Appointed Actuary. The Company Secretary shall act as Secretary to this Committee. Composition of the Committee will be as per applicable IRDA Regulations from time to time.

C) Operations

The members of Investment Committee shall meet at least once in a quarter and not more than four months shall elapse between two successive meetings. The quorum shall be either two members or one third of the members of the Committee whichever is greater. The decisions taken by the Investment Committee shall be properly recorded and be open to inspection by the officers of the Authority. The meetings can also be conducted vide teleconference/video conference.

The terms of reference of the Committee is enclosed as Annexure 2.

D) Reporting

The Investment Committee shall report to the Board of Directors of the Company. The Committee shall report its actions and any recommendations to the Board after each Committee meeting which will include through placing of its minutes of the meetings.

8) POLICYHOLDER PROTECTION COMMITTEE

A) Role

Policyholder Protection Committee shall be under the chairmanship of a Non Executive Director. The primary function of the Committee is to assist the Board of Directors in putting in place proper procedures and effective mechanism to address complaints and grievances of policyholders.

B) Membership

The Policyholder Protection Committee shall consist of two or more Non Executive Directors and shall include an expert / representative of customers as an Invitee. The Committee shall, unless otherwise agreed between HDFC and Standard Life, include at least one Standard Life Director and one HDFC Director and the number of HDFC Directors on the Committee shall be one more than the number of Standard Life Directors.[#] The Company Secretary shall act as Secretary to this Committee.

[#]HDFC and Standard Life have separately agreed that Standard Life representative will participate as 'Observer'.

C) Operations

The members of Policyholder Protection Committee shall meet at least once in a quarter and not more than four months shall elapse between two successive meetings.

The quorum shall be either two members or one third of the members of the Committee whichever is greater, provided, however, that: (i) such quorum shall include at least one HDFC Director and one Standard Life Director; and (ii) the total number of HDFC Directors present at the beginning of, and through out such meeting, shall be more than the number of Standard Life Directors present at such meeting. Minutes of every meeting shall be maintained. The meetings can also be conducted vide teleconference/video conference.

The terms of reference of the Committee is enclosed as Annexure 2.

D) Reporting

The Policyholder Protection Committee shall report to the Board of Directors of the Company. The Committee shall report its actions and any recommendations to the Board after each Committee meeting which will include through placing of its minutes of the meetings.

9) WITH PROFITS COMMITTEE

A) Role

The primary function of the With Profits Committee is to perform the duties as mentioned below in the “Terms of Reference”.

B) Membership

The With Profits Committee shall consist of a Non Executive Independent Director, Chief Executive Officer, an Independent Actuary and the Appointed Actuary. The Company Secretary shall act as Secretary to this Committee.

C) Operations

The members of With Profits Committee shall meet at least once in a year. Presence of an Independent Director, Appointed Actuary and Independent Actuary will be necessary to form a quorum. Minutes of every meeting shall be maintained. The meetings can also be conducted vide teleconference/video conference.

The terms of reference of Committee is enclosed as Annexure 2.

D) Reporting

The With Profits Committee shall report to the Board of Directors of the Company. The Committee shall report its actions and any recommendations to the Board after each Committee meeting which will include through placing of its minutes of the meetings.

10) EXECUTIVE COMMITTEE OF DIRECTORS

A) Role

An Executive Committee, having Promoter representation has been set up to deal with various matters as mentioned below in “Terms of Reference”, including urgent matters arising between the board meetings, in those cases where it is not possible to convene a meeting of the Board.

B) Membership

The Executive Committee shall consist of two or more Non Executive Directors under the Chairmanship of Non Executive Director. The Company Secretary shall act as Secretary to this Committee.

The terms of reference of Committee is enclosed as Annexure 2.

C) Reporting

The Executive Committee shall report to the Board of Directors of the Company. The Committee shall report its actions and any recommendations to the Board after each Committee meeting which will include through placing of its minutes of the meetings.

Other Committees

The Board shall have powers to form other Committees from time to time and define their terms of reference.

PART C

I) RESPONSIBILITIES OF THE SENIOR MANAGEMENT

The Chief Executive Officer of the company and other key functionaries are responsible for the operations and day to day management of the company in line with the directions of the Board and the Committees set up by the Board. Section 34A of the Insurance Act, 1938 requires prior approval of the Authority for appointment, re-appointment or termination of the Chief Executive Officer and the Whole Time Directors. The CEO would be responsible for the conduct of the company's affair in a manner which is not detrimental to the interests of the policyholders and is consistent with the policies and directions of the Board. The Board should, therefore, carry out effective due diligence to establish that the new incumbent is 'fit and proper' before recommending the name for Authority's approval. In case the CEO resigns, the Authority should be kept informed of such resignation and the reasons therefore. The Insurance Act also prohibits the CEO of a life insurance company from being a Director on the Board of any other Indian insurance company/bank/investment company. As the appointment of the CEO is made with the prior approval of the IRDA the Board should take proactive steps to decide on the continuance of CEO well in time before the expiry of his tenure or to identify the new incumbent. The Authority requires the proposal to be submitted with the approval of the Board at least a month before the completion of the tenure of the incumbent.

II) (A) KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of the Companies Act, 2013, the Company, shall have the following whole-time Key Managerial Personnel,-

- i) Managing Director, or Chief Executive Officer or manager and in their absence, a whole-time director;
- ii) Company secretary; and
- iii) Chief Financial Officer.

(B) KEY MANAGEMENT PERSON

Pursuant to the provisions of the IRDAI Corporate Governance Guidelines,

the Company, shall have the following Key Management Person,-

- (i) Managing Director, or Chief Executive Officer or whole-time director(s);
- (ii) Functional heads one level below Managing Director/ Chief Executive Officer;
- (iii) Appointed Actuary;
- (iv) Chief Investment Officer;
- (v) Chief Risk Officer;
- (vi) Chief Compliance Officer;
- (vii) Company Secretary; and
- (viii) Chief Financial Officer.

III) APPOINTED ACTUARY

A) Appointment

Appointment of the Appointed Actuary shall be done in accordance with the procedure set by the Nomination & Remuneration Committee. Nomination & Remuneration Committee/ Board shall ensure the fulfillment of "Fit & Proper" criteria of Appointed Actuary at the time of appointment and shall review after that on time to time.

B) Role

1. The Appointed Actuary is responsible for reviewing and approving internal standards for actuarial processes. Controls and documentation as well as for assumptions, methods and models, in accordance with all applicable laws and regulations,
2. The Appointed Actuary is responsible for a report on actuarial processes and results to the Board of Directors and to Senior Management of the Company, to assist in understanding principle base reserve results and significant and unusual issues and findings.
3. The Appointed Actuary shall provide a certificate on adequacy on solvency margin

C) Powers

1. An Appointed Actuary shall have access to all information or documents in possession, or under control, of the Company for the proper and effective performance of the functions and duties of the appointed actuary.
2. The Appointed Actuary may seek any information from any officer or employee of the Company.

3. The Appointed Actuary shall attend all meetings of the management including the directors of the Company as well as Shareholders, policyholders.

D) Duties and obligations.

1. Rendering actuarial advice to the management, in particular in the areas of product design and pricing, insurance contract wording, investments and reinsurance;
2. Ensuring the solvency of the insurer at all times;
3. Complying with the duties prescribed by the Regulatory Authority from time to time.
4. Reporting to the Board in case of any irregularity, non compliance or adversity is noticed for the corrective action.

IV) TRANSPARENCY AND DISCLOSURES AT HDFCSL

There are several systems and procedures to disseminate relevant information to the stakeholders, including shareholders, analysts, suppliers, customers, employees and the society at large. The primary source of information is our corporate website www.hdfclife.com. All official news releases and presentations made to investors and analysts are posted on the website.

In addition, we also maintain other electronic platforms through which we interface with customers, suppliers, field and non-field employees.

V) DISCLOSURES

A) External Disclosures:

i) Legal Compliances

The Company shall follow a formal management policy and system of legal compliance and reporting to facilitate periodical review by the Audit Committee of compliance status of laws applicable to the Company and steps taken to rectify non-compliances, if any.

ii) Conflict of Interest & Related Party Transactions

All Directors are required to disclose their interest in other bodies corporate to the Board on an annual basis and / or as required. Directors are also required to disclose their interest in other bodies corporate as and when they become interested. Further, wherever a Director becomes interested in any contract or

arrangement, the same is required to be disclosed to the Board and the Director shall not participate or vote at the transaction in which he is interested. The Board of Directors have authorized the Audit Committee to review the key transactions and Disclosures received under the Policy on periodical basis.

Transactions with related parties shall be annexed to the financial statements for the year. Adequate care shall be taken to ensure that the potential conflicts of interest do not harm the interests of the Company at large.

The Company shall comply with the requirements prescribed under the Companies Act, 2013 with regard to the related party transactions. The Board of Directors shall formulate a Policy on Related Party Transactions covering the criteria specified under the Corporate Governance Guidelines issued by IRDAI, as amended from time to time. The Company shall have a framework for undertaking transactions with related parties. Further, all related party transactions shall be approved by the Audit Committee / Board, as may be applicable. Wherever required under the Act and depending on nature of the transaction, the approval of Shareholders will also be obtained.

Further, the related party transactions, shall also be subject to review by the Auditors, before being submitted to the Audit Committee / Board, for approval / noting, thereof.

The Shares and Convertible debentures of the Company held by the all the Directors shall be disclosed in the Annual Report of the Company.

iii) Disclosures in the Annual report:

The Company should disclose the following in its annual report:

- (i) Number of meetings held of the Board of Directors and the Committees mandated under the guidelines, in the Financial year;
- (ii) Details of the Composition of the Board of Directors and the Committees mandated, setting out name, qualification, field of specialization, status of Directorship held etc;
- (iii) Number of meetings attended by the Directors and the members of the Committee;
- (iv) Details of the remuneration paid, if any to the Independent Director;
- (v) Annual report to have certification from the Compliance Officer;
- (vi) Such other matters as prescribed under the new Companies Act, 2013 and other applicable Regulations

B) Internal Disclosures:

i) Process Compliance at HDFCSL

Business Process Management as a proactive activity shall be ideally performed in near real time whereby process design, implementation, measurement and review of business activities are co-centric to the process life cycle management framework.

Compliance risk management shall be an integral component of Business Process Management. Its goals shall be to minimize the effects of violation of or non-conformance with many rules that govern how financial services business activities are supposed to conduct business.

ii) Employee Dealing Policy

The Company has established policies and procedures for the conduct of employees' dealings in securities. Members of the Investment Committee, senior Management as well as employees in the Investment Department are expected to abide with this Policy.

iii) Code of Conduct of Directors & Employees

The Code of Conduct adopted by the Company shall be posted on the web site of the Company. The members of the Board and senior management of the Company shall submit their affirmation on compliance with the Code of Conduct for the effective period. The declaration by the Whole Time Directors to that effect shall form part of the annual report.

iv) Outsourcing Policy

Company shall lay down the Outsourcing Policy in accordance with the guidelines issued by the IRDA from time to time. Outsourcing involves transferring responsibility for carrying out an activity (previously carried on internally) to an outsourcer for an agreed charge. The outsourcer provides services to the customer based on a mutually agreed service level, normally defined in a formal contract.

All the Outsourcings shall be carried out according to the Policy adopted by the Company.

v) Whistle Blower Policy

The Whistle Blower Policy of the Company shall be drawn to

achieve the highest business and personal, ethical and legal standards. 'Whistle Blower' means the employee of HDFCSL making a protected disclosure under this policy. He/She is neither an investigator nor a finder of facts, nor does he/she determine the appropriate corrective or remedial action that may be warranted. Issues raised to the Whistleblower Committee constituted under the Policy shall be kept in utmost confidence and shall be investigated in a fair manner.

The functioning of Whistle blower mechanism shall be reviewed by Board of Directors once in two years or in between should there be a change/amendment in regulations

vi) Malpractice Matrix Policy

The Company shall lay down the Malpractice Matrix policy in an endeavor to become the most trusted Company. 'Malpractice' refers to misconduct or breach of duty in the performance of a professional service those results in a financial and reputation loss. All the employees in the company are expected to abide with this Policy.

vii) Risk Management Policy

The Company shall lay down a Risk Management Policy which will envisage within its scope an enterprise wide risk management framework covering inter-alia the following:

- Physical Security
- Technology Security
- Information Security
- Third Party Security
- Change Management
- Operational Risks

viii) Anti Money Laundering Policy

The Anti Money Laundering Policy of the Company shall be in conformity with the guidelines laid down by law from time to time. The Anti Money Laundering Policy adopted by the Company is posted on the website of the Company. 'Money Laundering' is moving illegally acquired cash through financial systems so that it appears to be legally acquired. As a measure, the Company shall adhere to the 'Know Your Customer' (KYC) Norms and the guidelines issued by the regulators from time to time.

ix) Prevention of Sexual Harassment Policy

The Company shall have in place a 'Prevention of Sexual Harassment Policy' to make work place safe and free from sexual harassment or any such conduct. The Policy shall inter-alia provide for prevention of sexual harassment, constitution of Central (Apex) Committee and Regional/ Zonal Committees, and formal procedures to inquire into the complaints and reinforce company commitment of zero tolerance to sexual harassment. The Committee will also have an external Woman Member as part of the Central (Apex) Committee.

x) Corporate Social Responsibility Policy ("CSR")

The Company shall out in place a CSR Policy which shall govern and administer the Company's Corporate Social Responsibility ('CSR') program. The Company shall also comply with the provisions of Companies Act, 2013, to the extent applicable in this regard.

xi) Apex Code of Best Practice for Indian Life Insurance

The Company's Insurance Business is based on the twin principles of trust and risk- sharing. It is very important that such a business is operated and administered with the highest degree of integrity and ethics. For a desirable framework the Company has adopted Apex Code of Best Practice for Indian Life Insurance.

xii) Reporting to IRDA

Company secretary is designated as Compliance Officer whose duty shall be to monitor continuing compliance with these guidelines.

Corporate Governance Policy will be reviewed once in two years, or in the interim, should there be a change/amendment in regulations.

C) Board Evaluation:

The new Companies Act, 2013 has prescribed provisions with regard to evaluation of the performance of the Directors/ Board of Directors. The Company shall put in place a mechanism to facilitate evaluation of performance of Directors in line with the requirements under the Act.

Further, in line with the requirements prescribed under the Act, the Independent Directors are required to hold at least one meeting a year, without the attendance of non-independent directors and members of the Management in order to transact business as may be specified in the Act from time to time.

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ANNEXURE 1

Duties of Directors

The following duties have been cast on the Directors of a Company under Section 166 of the Companies Act, 2013:

- a) A director of a company shall act in accordance with the articles of the company.
- b) A director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
- c) A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- d) A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- e) A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
- f) A director of a company shall not assign his office and any assignment so made shall be void.

In addition to the above duties cast upon the Directors of a Company, the Schedule IV prescribes additional duties, as given below, for Independent Directors:

- a. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- b. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- c. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- d. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- e. strive to attend the general meetings of the company;
- f. where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- g. keep themselves well informed about the company and the external environment in which it operates;
- h. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

- i. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- j. ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- k. report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- l. acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- m. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

ANNEXURE 2

TERMS OF REFERENCE OF THE COMMITTEES OF BOARD

I. AUDIT COMMITTEE

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending the appointment and removal of Statutory Auditor / Internal Auditor / Concurrent Auditor, fixation of audit fee and also approval for payment for any other services, including review of their performance and oversight;
3. Reviewing with Management, the annual financial statements before submission to the Board, focusing primarily on:
 - a. Any changes in accounting policies and practices,
 - b. Major accounting entries based on exercise of judgment by management,
 - c. Qualifications in draft audit report,
 - d. Significant adjustments arising out of audit,
 - e. The going concern assumption,
 - f. Compliance with accounting standards,
 - g. Compliance with regulatory authorities and legal requirements concerning financial statements,
 - h. Any related party transactions,
 - i. Matters required to be included in the Directors' Responsibility Statement to be included in the Board Report in terms of Companies Act, 2013.
4. Reviewing with the management, Statutory and Internal Auditors, adequacy of internal control systems;
5. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;
6. Reviewing and discussing with Internal Auditors / Concurrent Auditors and management on significant issues/ findings arising from the internal audit reports / concurrent audit reports and follow up action thereon;
7. Discussion with Statutory Auditors before the audit commences about nature and scope of audit. Post-audit, discussion with Statutory Auditors to ascertain any area of concern;
8. Reviewing the Company's financial policies;
9. Oversee the compliance of internal control systems;
10. To review the Financial statements and draft report, including quarterly / half-yearly financial information / annual financial statements before submission to the Board;
11. To have unrestricted access to the Company's books and records;
12. Reviewing the findings of any internal investigations by the Internal Auditors / External Agencies into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
13. Review performance of Internal Audit;

14. Ensure that the Auditors so appointed shall not enter into any other material contractual relationship with the Company;
15. Ensuring the compliance of the conditions for appointment and eligibility of Statutory Auditors of the Company as stipulated by the Regulatory Authority from time to time;
16. Review of performance of the Statutory Auditors;
17. In case of Statutory Audit, the independence of the Statutory Auditors shall be ensured;
18. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
19. Identifying and reporting of the potential risk factors with necessary remedial measures, if any;
20. Verification of Assets, Contingent and other disputed liabilities;
21. Overseeing the procedures and processes established to attend to issues relating to maintenance of books of account, administration procedures, transactions and other matters having a bearing on the financial position of the insurer, whether raised by the auditors or by any other person;
22. Any additional work other than Statutory/Internal Audit that is entrusted to the auditor or any of its associated persons or companies shall be specifically approved by the Board / Audit Committee, keeping in mind the necessity to maintain the independence and integrity of the audit relationship. All such other work entrusted to the auditor or its associates shall be specifically disclosed in the Notes to Accounts forming part of the annual accounts of the insurer;
23. Monitor the progress made in rectification of irregularities and changes in processes wherever deficiencies have come to the notice;
24. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
25. Approval of appointment of CFO (i.e Whole time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc of the candidate provided that where the incumbent is also proposed to be appointed as a Director, such appointment shall also be placed before the Nomination Committee, to the extent of Directorship;
26. Approving compliance programmes, reviewing their effectiveness on a regular basis and signing off on any material compliance issues or matters;
27. Monitoring the compliance function and the insurer's risk profile in respect of compliance with external laws and regulations and internal policies, including the insurer's Code of Ethics or Conduct;
28. To investigate any activity within its terms of reference;
29. To have direct access to seek information from any employee of the Company;
30. To obtain outside legal or other professional advice and to secure attendance of outsiders with relevant expertise, if it considers necessary; and
31. Minutes of the meetings of the Audit Committee or similar Committee, if any, constituted by the Company's subsidiary Company (Pension Company) shall also be placed before the Committee.
32. Approval or any subsequent modification of transactions of the Company with related parties;
33. Scrutiny of inter-corporate loans and investments;

34. Monitoring the end use of funds raised through public offers and related matters;
35. In consultation with the Internal Auditor, formulate the scope, functioning, periodicity and methodology for conducting the internal audit.
36. Act as a Compliance Committee to discuss the level of compliance in the Company and any associated risks and to monitor and report to the Board on any significant compliance breaches;
37. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
38. To review the functioning of the Whistle Blower mechanism;
39. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
40. Carrying out any other terms of reference as may be decided by the Board or specified/ provided under the Companies Act, 2013 or the Listing Regulations or by any other regulatory authority; and
41. Review of (1) management discussion and analysis of financial condition and results of operations; (2) statement of significant related party transactions (as defined by the audit committee), submitted by management; (3) management letters/letters of internal control weaknesses issued by the statutory auditors; (4) internal audit reports relating to internal control weaknesses; (5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; (6) statement of deviations including (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations; (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the Listing Regulations.

In addition to the above, the Audit Committee will undertake such other duties as the Board of Directors delegates to it, and will report, at least annually, to the Board regarding the Committee's examinations and recommendations.

II. NOMINATION & REMUNERATION COMMITTEE

1. To identify persons who are qualified to become directors, Key Management Persons and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and carry out evaluation of every director's performance;
2. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, Key Management Persons and other employees;
3. To ensure while formulating the policy the following:
 - a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c. Remuneration to directors, Key Management Persons and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.
4. To review the Board structure, size and composition and make any recommendations to the Board with regard to any changes deemed necessary;
5. To review and recommend, if appropriate, directors who are retiring by rotation to be put forward for re-election at the Company's annual general meeting;
6. To evaluate and review on periodical basis the "Fit & Proper criteria" for the Directors and Appointed Actuary as prescribed by the Regulatory Authority from time to time;
7. To put in place the procedures for appointment of Appointed Actuary in compliance of conditions prescribed by the Regulatory Authority for the same;
8. Succession plan for Directors, Senior Management and key position employees to be adopted, implemented and reviewed from time to time;
9. Invite any executive of the Company or other external experts to attend the meetings of the Committee, without the right to vote, whenever it deems necessary;
10. Scrutinize the declarations of intending applicants before the appointment / re-appointment/ election of Directors by Shareholders at the general meeting. The Committee could also make independent / discreet references, where necessary, well in time to verify the accuracy of information furnished by the applicant; and
11. To recommend appointment or termination of Managing / Whole time Directors / Non-Executive Directors, to the Board, subject to provisions in the Articles of Association, Shareholder resolution, and statutory and regulatory approvals.
12. To review and discuss with the Management, Company's Compensation Philosophy and Company's Compensation Discussion and Analysis (CD&A) including any reports, studies or analysis provided by external Advisors / Consultants;
13. To determine the Company's policy on specific remuneration packages and any compensation payment, for the CEO and the Whole Time Directors of the Company;
14. To decide and finalise terms of remuneration for appointment or continuation of appointment of whole time directors / Directors within the limits as may be laid

down by the Shareholders of the Company, either by way of a provision in the Articles of Association of the Company or vide any resolution passed by them, subject to the statutory and regulatory approvals, limits and conditions as may be applicable;

15. To review and approve, on an annual basis, the corporate goals and objectives with respect to the compensation for the Chief Executive Officer / Whole Time Director/s. The Committee shall evaluate at least once a year the Chief Executive Officer's / Whole Time Director's performance in light of the established goals and objectives and based upon these evaluations, shall set their annual compensation, including salary, bonus and equity and non-equity incentive compensations. The compensation structure shall be within the overall limits as laid down by the shareholders of the Company, and further subject to statutory and regulatory approvals including that of the Insurance Regulatory and Development Authority or such other body or authority as may be applicable;
16. To formulate such policies as may be required, from time to time, for extending benefits, both monetary and otherwise, to all or any class of employees of the Company;
17. To formulate one or more scheme(s) for granting of Stock Options to Employees and Directors of the Company as well as its holding company / subsidiaries, from time to time, subject to the approval of the Shareholders of the Company and within the provisions of the Companies Act, 1956 and other statutes, regulations and guidelines as may be applicable from time to time. The Committee shall have full authority, with power to delegate, with respect to the administration of such stock option plans;
18. To oversee the development of Management succession plans for CXO's including other business critical positions as defined by the Management;
19. Ensure that the remuneration packages of the Key Management Persons of the Company are as per the Remuneration Policy approved by the Board; and
20. Ensure that the proposed appointments/ re-appointments of Key Management Persons or Directors are in conformity with the Board approved policy on retirement/ superannuation.
21. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
22. Devising a policy on diversity of board of directors; and
23. Such other functions as may be required under the Listing Regulations.

III. STAKEHOLDERS' RELATIONSHIP COMMITTEE

1. To consider and resolve the grievances of security holders of the Company;
2. To appoint/remove Registrars and Share Transfer Agents, Depositories;
3. To approve/ratify allotment of shares;
4. To approve request lodged with the Company for transfer, transmission, dematerialisation, re-materialisation of shares;
5. To approve/ratify the issuance of duplicate, replaced, split, consolidated share certificates duly verified, confirmed and recommended by the Company Secretary, from time to time.

IV. RISK MANAGEMENT COMMITTEE

1. Reviewing and approving the risk management policy and associated framework, processes and practices of the Company annually;
2. Ensuring the appropriateness of the Company in taking measures to achieve prudent balance between risk and reward in both ongoing and new business activities;
3. Evaluating significant risk exposure of the Company and assessing Management's action to mitigate / manage the exposure in timely manner;
4. Adopting, implementing and reviewing the Code of Ethics and Standards for the Company;
5. Discuss and consider best practices in risk management in the market and advise the respective functions;
6. Assist the Board in effective operation of the risk management system by performing specialized analyses and quality reviews;
7. Maintain an aggregated view on the risk profile of the Company for all categories of risk including insurance risk, market risk, credit risk, liquidity risk, operational risk, compliance risk, legal risk, reputation risk, etc.
8. Advise the Board with regard to risk management decisions in relation to strategic and operational matters such as corporate strategy, mergers and acquisitions and related matters.
9. Report to the Board, details on the risk exposures and the actions taken to manage the exposures; review, monitor and challenge where necessary, risks undertaken by the Company
10. Review the solvency position of the Company on a regular basis.
11. Monitor and review regular updates on business continuity.
12. Formulation of a Fraud monitoring policy and framework for approval by the Board.
13. Monitor implementation of Anti-fraud policy for effective deterrence, prevention, detection and mitigation of frauds.
14. Review compliance with the guidelines on Insurance Fraud Monitoring Framework issued by the Authority
15. Ensuring that liabilities are backed by appropriate assets and manage mismatches between assets and liabilities to ensure they remain within acceptable monitored tolerances for liquidity, solvency and the risk profile of the entity.
16. Reviewing, approving and monitoring systems, controls and reporting used to manage balance sheet risks including any mitigation strategies.
17. Setting up the system for recognizing and rewarding the individuals adhering to the ethical culture;
18. Reviewing, investigating the instances reported for unethical behavior of employees or Senior Management Officials and taking suitable disciplinary action against such employees;
19. Coordinating activities with the Audit Committee in instances where there is any overlap with audit activities;
20. Setting the risk/reward objectives and assess policyholder expectations;
21. Quantifying the level of risk exposure and assessing the expected rewards and costs associated with the risk exposure;

22. Formulating and implementing optimal Asset Liability Management strategies and meeting risk/reward objectives. The strategies must be laid down both at product level and enterprise level;
23. Laying down the risk tolerance limits;
24. Monitoring risk exposures at periodic intervals and revising ALM strategies where required, reviewing, approving and monitoring systems, controls and reporting used to manage balance sheet risks including any mitigation strategies.
25. Regular review and monitoring of mismatch between assets and liabilities and the acceptable tolerance limits for mismatch, if any.
26. Ensuring that management and valuation of all assets and liabilities comply with standards, prevailing legislation and internal and external reporting requirements.
27. Submitting the ALM information before the Board at periodic intervals. Annual review of strategic asset allocation.
28. Reviewing key methodologies and assumptions including actuarial assumptions, used to value assets and liabilities.
29. Managing capital requirements at the Company level using the regulatory solvency requirements
30. Reviewing, approving and monitoring capital plans and related decisions over capital transactions (e.g. dividend payments, acquisitions, disposals, etc).
31. Reporting to the Board on periodical basis;
32. Assist the Board in effective operation of risk management system by performing specialized analyses and quality reviews;
33. Placing the ALM information before the Board at periodic intervals;
34. Maintaining a group-wide and aggregated view on the risk profile of the Company in addition to the solo and individual risk profile;
35. Advise the Board with regard to the risk management decisions in relation to strategic and operational matters such as corporate strategy, mergers and acquisitions and related matters;
36. Receiving reports on the above and on proactive compliance activities aimed at increasing the Company's ability to meet its legal and ethical obligations, on identified weaknesses, lapses, breaches or violations and the controls and other measures in place to help detect and address the same;
37. Supervising and monitoring matters reported using the company's whistle blowing or other confidential mechanisms for employees and others to report ethical and compliance concerns or potential breaches or violations;
38. Advising the Board on the effect of the above on the Company's conduct of business and helping the Board set the correct "tone at the top" by communicating, or supporting the communication, throughout the Company of the importance of ethics and compliance;
39. Monitoring the compliance function and the insurance company's risk profile in respect of compliance with external laws and regulations and internal policies, including its code of ethics or conduct.
40. Approving compliance programmes, reviewing their effectiveness on a regular basis and signing off on any material compliance issues or matters.
41. To consider any matter arising out of the Prevention of Sexual Harassment Policy; and

42. Minutes of the meetings of the Risk Committee or similar Committee, if any, constituted by the Company's subsidiary Company (Pension Company) shall also be placed before the Committee.

V. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

1. To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act;
2. To recommend the amount of expenditure to be incurred on the permitted or required activities referred; and
3. To monitor the Corporate Social Responsibility Policy of the Company from time to time.

VI. INVESTMENT COMMITTEE

1. To consider the following, while framing Investment policy:
 - a. Liquidity, prudential norms, exposure limits, stop loss limits in securities trading, management of all investment and market risks, management of assets-liabilities mismatch, investment audits and investment statistics, etc. and the provisions of the Insurance Act, 1938 and Insurance Regulatory and Development Authority (Investment) Regulations, 2000,
 - b. Adequate returns on Policyholder's and Shareholders' funds consistent with the protection, safety and liquidity of such funds,
 - c. Funds of the insurer shall be invested and continued to be invested in instruments which enjoy a rating as prescribed from time to time by regulations, keeping in mind the safety and liquidity of the policyholders' funds are assured.
2. To recommend any changes in the Company Investment and Lending Policy for approval by the Board;
3. To note / ratify matters arising out of the Investment Policy;
4. To review Asset Mix of Conventional Product Portfolios;
5. To review Portfolio Yield & Modified Duration in Conventional Portfolio & Unit-linked Portfolios;
6. To review Sectoral Allocation of Equities for Conventional & Unit-linked Portfolios;
7. To review Fund Performance for Conventional & Unit Linked Funds;
8. For assessment of credit risk and market risk, the members of the Committee shall not be influenced only by the credit rating but should independently review their investment decisions and ensure that support by the internal due diligence process is an input in making appropriate investment decisions.
9. In respect of investment in fixed income securities, ensure that independent credit appraisals have been carried out without depending solely on external credit agencies;
10. Put in place an effective reporting system to ensure compliance with the Policy set out by it, apart from Internal / Concurrent Audit mechanisms, for a sustained and on-going monitoring of Investment Operations;
11. Furnish a report to the Board on the performance of Investments atleast on a quarterly basis and provide analysis of its Investment portfolio and on the future outlook to enable the Board to look at possible policy changes and strategies;
and
12. To review Rating Exposure of Unit-Linked & Conventional Portfolios.

VII. POLICYHOLDER PROTECTION COMMITTEE

1. Putting in place proper procedures and effective mechanism to address complaints and grievances of policyholders;
2. Ensure compliance with the statutory requirements as laid down in the regulatory framework;
3. Review of the mechanism at periodic intervals;
4. Review the status of complaints at periodic intervals of the policyholders;
5. Provide details of insurance ombudsmen to the policyholders;
6. Ensure adequacy of disclosure of “material information” to the policyholders. These disclosures shall, for the present, comply with the requirements laid down by the Authority both at the point of sale and at periodic intervals;
7. Provide the details of grievances at periodic intervals in such formats as may be prescribed by the Authority;
8. The Policyholder Protection Committee may invite the external experts to attend the meetings of the Committee, without the right to vote, whenever it deems necessary; and
9. To frame policies and procedures to protect the interest of the Policyholders and for ensuring compliance with the advertisement and disclosure norms prescribed by the Regulatory Authorities.
10. Adopt standard operating procedures to treat the customer fairly including time-frames for policy and claims servicing parameters and monitoring implementation thereof.
11. Establish effective mechanism to address complaints and grievances of policyholders including mis-selling by intermediaries.
12. Put in place a framework for review of awards given by Insurance Ombudsman/Consumer Forums.
13. Analyze the root cause of customer complaints, identify market conduct issues and advise the management appropriately about rectifying systemic issues, if any.
14. Review all the awards given by Insurance Ombudsman/Consumer Forums remaining unimplemented for more than three months with reasons therefor and report the same to the Board for initiating remedial action, where necessary.
15. Review the measures and take steps to reduce customer complaints at periodic intervals.
16. Ensure compliance with the statutory requirements as laid down in the regulatory framework.
17. Ensure adequacy of disclosure of “material information” to the policyholders. These disclosures shall comply with the requirements laid down by IRDAI both at the point of sale and at periodic intervals.
18. Review of Claims Report, including status of Outstanding Claims with ageing of outstanding claims.
19. Reviewing Repudiated claims with analysis of reasons.
20. Status of settlement of other customer benefit payouts like Surrenders, Loan, Partial withdrawal requests etc.
21. Review of unclaimed amounts of Policyholders, as required under the Circulars and guidelines issued by the Authority.

VIII. WITH PROFITS COMMITTEE

1. Approve the asset share methodology including the deductions for expenses and crediting of investment return to the asset share.
2. Prepare a report summarising the Committee's view to be sent to IRDA along with Actuarial Report and Abstract.

IX. EXECUTIVE COMMITTEE

1. To act on behalf of the Board on urgent matters arising between regular Board meetings in those cases where it is not possible to convene a meeting of the Board and bring such matters to the immediate attention of the Board, provided that matters that lie within the remit of any other existing committee of the Board shall be referred to that committee;
2. Agreeing and recommending the Company's Business Plan to the Board;
3. Approve long term objectives, including overall business and commercial strategy, annual operating budgets of the Company, and the review of these;
4. Matters representing a major change of policy or involvement of a material nature in a new area of business;
5. In relation to any capital or securities issuance, re-organisation, structuring, and/or re-structuring proposal or transaction, including through IPO, merger or amalgamation, or in relation to an acquisition transaction, defining milestones/major activities, and review progress thereof; appointment of any merchant banker, intermediary, professional, advisor or any similar person or entity, reviewing terms of their appointment, or their removal; providing guidance and consultation including resolving any doubt or question, including on any back-up plans, etc.;
6. Act on any other matter delegated by the Board;
7. In relation to the proposed IPO of the Company, do / undertake the following:
 - a. Appointment of intermediaries (Registrar, legal advisors, BRLMs, etc., as applicable);
 - b. Appointment of Compliance Officer (under Listing regulations);
 - c. Approve the Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus;
 - d. Approve the issue agreement, registrar agreement, advertisement agency agreement and engagement letter(s);
 - e. Appointment of various intermediaries (share escrow agent, cash escrow agent, public issue banks, bankers to the issue, etc);
 - f. Approve the syndicate, share escrow, cash escrow and underwriting agreements, as the case may be;
 - g. Approve IPO issue price band;
 - h. Approve IPO issue period;
 - i. Finalize issue price of shares;
 - j. Approval of basis of allotment;
 - k. Approve allocation to anchor investor; and
 - l. Approve Allotment / Transfer of shares pursuant to the IPO.
- m. To decide on the size and number of Equity Shares to be transferred in the Offer, other terms and conditions of the Offer (including any reservation for eligible employees, any other reservations or firm allotments as may be permitted), timing, pricing, and to accept any amendments, modifications, variations or alterations thereto;
- n. At its discretion, invite the existing shareholders of the Company to participate in the Offer, to offer for sale Equity Shares held by them at the same price as in the Offer;

- j. To appoint and enter into arrangements with the merchant bankers, underwriters, syndicate members, brokers, advisors, escrow collection banks, registrars, refund banks, public offer account banks, legal counsel, advertising agency and any other agencies or persons or intermediaries, including any successors and replacements thereof and to negotiate, finalise and amend the terms of their appointment, including but not limited to negotiation, finalization, execution and delivery of the merchant bankers' mandate letters, the offer agreement with the merchant bankers and the registrar's agreement;
- k. To negotiate, finalise, settle, execute and deliver or arrange the delivery of the syndicate agreement, underwriting agreement, share escrow agreement, cash escrow agreement, agreement with the advertising agency and all other documents, deeds, agreements, memorandum of understanding and other instruments whatsoever with the registrar, legal counsel, auditors, stock exchanges, merchant bankers and any other agencies/ intermediaries in connection with Offer, with the power to authorise one or more officers of the Company to negotiate, execute and deliver all or any of the aforesaid documents, including any amendments, modifications, variations or alterations thereto;
- l. To approve the restated consolidated and standalone financial statements of the Company;
- m. To finalise, settle, approve and adopt the draft red herring prospectus, the red herring prospectus, the prospectus, the preliminary and final international wrap for the Offer, the bid cum application form and the abridged prospectus, together with any addenda, corrigenda or supplements thereto (collectively referred as "**Offering Documents**") and take all such actions as may be necessary for filing of these documents including incorporating such alterations/ corrections/ modifications as may be required;
- n. To withdraw the draft red herring prospectus or the red herring prospectus or not proceed with the Offer at any stage in accordance with applicable laws;
- o. To make applications, in consultation with the merchant bankers, or seek clarifications, if necessary, from the Insurance Regulatory and Development Authority of India (the "**IRDAI**"), the Department of Industrial Policy and Promotion, the Reserve Bank of India, SEBI or to any other statutory or governmental authority in connection with the Offer, and wherever necessary, incorporate such modifications/ amendments/ alterations/ corrections as may be required in such applications and/or the Offering Documents;
- p. To open and operate bank account(s) of the Company in terms of the cash escrow agreement for handling of refunds for the Offer and to authorise one or more officers of the Company to execute all documents/ deeds as may be necessary in this regard;
- q. To approve a suitable policy on insider trading as required under applicable laws, regulations and guidelines or any other policy which may be required under the Companies Act, 2013, and the listing regulations and any other applicable laws, rules, regulations and guidelines;
- r. To seek, if required, the consent of the Company's lenders and lenders of its subsidiaries, if any, parties with whom the Company has entered into various commercial and other agreements, and any other consents that may be required in connection with the Offer, if any;
- s. To issue advertisements as it may deem fit and proper in accordance with applicable laws;

- t. To approve any corporate governance requirement or policy or requirements prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the Corporate Governance Guidelines for Insurers in India dated May 18, 2016 issued by the IRDAI that may be considered necessary by the Board or the committee or as may be required under applicable laws, regulations or guidelines in connection with the Offer;
- u. To open and operate a bank accounts in terms of Section 40(3) of the Companies Act, 2013 and the cash escrow agreement, and to authorise one or more officers of the Company to execute all documents/ deeds as may be necessary in this regard;
- v. To determine and finalise the bid opening and closing dates (including for bids by anchor investors), the floor price and price band for the Offer, any revision to the price band for the Offer, and the final Offer price, approve the basis for allocation and confirm allocation and transfer of the Equity Shares to various categories of persons as disclosed in the Offering Documents, in consultation with the merchant bankers and do all such acts and things as may be necessary and expedient for, and incidental and ancillary to, the Offer;
- w. To issue receipts/ allotment letters/ confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more Indian stock exchange(s), with power to authorise one or more officers of the Company to sign all or any of the aforestated documents;
- x. To make applications for listing of the shares in one or more Indian stock exchange(s) for listing of the Equity Shares of the Company and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s);
- y. To do all such deeds and acts as may be required to dematerialise the Equity Shares of the Company and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with National Securities Depository Limited, Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, as may be required in this connection with power to authorise one or more officers of the Company to execute all or any of the aforestated documents;
- z. To authorise and approve the incurring of expenditure, including the payment of fees, commissions, remuneration and expenses in connection with the Offer;
- aa. To do all such acts, deeds, matters and things and execute all such documents, etc. as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, determine the anchor investor portion and allocation to anchor investors and finalise the basis of allocation and to transfer the Equity Shares to the successful allottees as permissible under law;
- bb. To approve or take on record the transfer of Equity Shares in the Offer;
- cc. To settle all questions, difficulties or doubts that may arise in regard to the Offer as it may, in its absolute discretion deem fit;

- dd. To take such action, give such directions, as may be necessary or desirable as regards the Offer and to do all such acts, matters, deeds and things, including but not limited to the transfer of Equity Shares against the valid applications received in the Offer, as are in the best interests of the Company;
- ee. To execute and deliver any and all other documents or instruments and to do or cause to be done any and all acts or things as it may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by committee shall be conclusive evidence of the authority of the committee in so doing; and
- ff. To delegate any of the above powers of the committee to any of the Directors/ Employees of the Company.