

BACKGROUND:

Regulation 46(2) (d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) requires every listed company to publish a code of conduct for its Board of Directors and Senior Management on its website.

This code of conduct (“Code”) has been prepared in accordance with the Listing Regulations and shall apply to the Board of Directors and certain members of the Senior Management of SBI Life Insurance Company Limited (the “Company”).

This Code is a guidance to help Directors on the Board & Senior Management team of the Company to live up to Company’s ethical standards. The rules and principles set forth in this Code are general in nature and the compliance with the Code shall be ensured read with other applicable policies and procedures of the Company.

This Code may be reviewed by the Board of Directors from time to time to keep in pace with the regulatory environment and any amendments to this Code, shall be approved by the Board of Directors.

APPLICABILITY:

The Directors both executive and non-executive, are obliged to carry out their duties in an honest, fair, diligent and ethical manner, within the scope of the authority conferred upon them and in accordance with the laws, rules, regulations, agreements, guidelines, standards and internal policies and procedures.

The Board of Directors of the Company is entrusted with the fiduciary responsibility of oversight of the affairs of the Company. As Directors of the Company, they have a duty to make decisions and implement policies in the best interests of the Company and its stakeholders.

This code of conduct is applicable to:

- The Board of Directors.
- Senior Management team comprising of members of Management one level below the Executive Directors, including all functional heads.

HONEST AND ETHICAL CONDUCT:

The Directors & Senior Management team are required to act in accordance with the highest standards of personal and professional integrity, honesty, ethical and legal conduct, when acting on behalf of the Company or in connection with the Company’s business or operations and at social events.

An honest conduct is considered as such when a conduct is free from fraud or deception. We consider ethical conduct to be conduct conforming to the accepted professional standards of conduct and include ethical handling of actual or apparent conflicts of interests between personal and professional relationships. The Directors and the Senior Management shall:

- Act honestly, fairly, ethically, with integrity and loyalty and conduct themselves in a professional & courteous and respectful manner;
- Act in the best interests of the Company and in a manner to enhance and maintain the reputation of the Company, and fulfil their fiduciary duties to the stakeholders of the Company;
- Act in good faith, with responsibility, due care, competence, diligence and independence;
- Treat their colleagues and other associates of the Company with dignity and shall not harass any of them in any manner.

CONFLICT OF INTEREST:

The Directors and Senior Management are expected to avoid and disclose any activity or association that creates or appears to create a conflict between the personal interests and the Company's business interests. A Conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company.

Relationships with prospective or existing suppliers, contractors, customers, competitors or regulators must not affect the independent and sound judgment on behalf of the Company. General guidelines to better understand several of the most common examples of situations that may cause a conflict of interest are listed below. Directors & the Senior Management are required to disclose to the Board any situation that may be, or appear to be, a conflict of interest. When in doubt, Disclosure is the best way out.

The scenarios/situations covered in the scope of conflict of interest are mentioned as per the following:

- ❖ Outside Employment
- ❖ Board Memberships
- ❖ Family Members and Close Personal Relationships
- ❖ Gifts
- ❖ Investments
- ❖ Diversion of Business
- ❖ Use of Company's Assets
- ❖ Confidentiality
- ❖ Others

a) Outside Employment:

Executives Directors and Senior Management shall not work for or receive payments for services from any competitor, customer, distributor or supplier of the Company without approval of the Board. Any outside activity must be strictly separated from the company's employment and should not harm job performance at the Company. The Executive Directors and the Senior Management shall devote themselves exclusively to the business of the Company and shall not accept any other work or assignment (part-time or otherwise).

b) Board Memberships:

Acceptance of Directorship on the Boards of other Companies, which compete, with the Company amounts to conflict of interest. Helping the community by serving on Boards of non-profit or welfare organizations is encouraged and does not require prior approval.

c) Family Members and Close Personal Relationships:

Directors and Senior Management shall not use personal influence to make the Company do business with a company/institution in which his or her relatives are interested. As a general rule, Directors and Senior Management shall avoid conducting Company's business with a relative or with an entity in which a relative is associated in any significant role. In case of conflicts, disclosure shall be made to the Board of Directors and a prior approval shall be obtained.

d) Gifts (Gifts are not always physical objects – they might also be services, favors or other items of value):

The Directors and Senior Management shall not accept lavish gifts or gratuities or any offer, payment, promise to pay, or authorization to pay any money, or anything of value that could be interpreted to adversely affect business decisions or likely to compromise their personal or professional integrity. Gift items of nominal value, such as small promotional items bearing another company's name, business meals, gifts received because of personal relationships and not because of official position, mementos received because of attending a widely held gatherings as panellist /speaker and other customary gifts are allowed. Acceptance of gifts is allowed only if it is in line with the internal guidelines laid down by the Company.

Gifts on behalf of the Company, some business situations call for giving gifts. These gifts shall be legal, reasonable. Directors and Senior Management shall not pay bribes. It is understood that gift giving practices vary among cultures and countries. Directors and Senior Management shall not provide any gift if law or the policy of the recipient's

organization prohibits it. For example, the associates of many government entities around the world are prohibited from accepting gifts.

e) Investments:

Directors and Senior Management may not allow their investments to influence, or appear to influence, their independent judgment on behalf of the Company. This could happen in many ways, but it is most likely to create the appearance of a conflict of interest if a Director or Senior Management has a significant investment in a competitor, supplier, customer, or distributor and his decisions may have a business impact on this outside party.

f) Diversion of Business:

Directors and Senior Management shall not divert business opportunities of the Company, by exploiting for their own personal gain. However, the Directors and Senior Management can pursue such business opportunities once they are fully disclosed to the Company and the Company declines to pursue such opportunities.

g) Use of Company's Assets:

The assets of the Company shall be used for legitimate business purposes and shall not be used for personal purposes. Incidental personal use, if reasonable, does not amount to violation of the code.

h) Confidentiality:

Directors and Senior Management should maintain the confidentiality of information entrusted to them by the Company.

The Company's confidential information shall not be inappropriately disclosed or used for the personal gain or advantage of the Director/ Senior Management or anyone other than the Company.

Confidential information includes any information relating to the Company's business, customers, suppliers, employees etc., which is not available in the public domain and to which the Director/Senior Management has access or they possess such information because of their position in the Company.

i) Others:

It would be impracticable to attempt to list all possible conflict of interest situations and it is possible that other such situations, which are not enumerated above, may arise. All such situations, which arise any questions or doubts, may please be brought to the notice of the Board for appropriate decision.

LEGAL COMPLIANCE:

It is the general obligation of the Directors to conduct the business and operations of the Company in accordance with the laws, rules, regulations, agreements, guidelines; standards including accounting standards governing its operations in the geographies the Company operate. The Directors and Senior Management shall acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to perform their obligations diligently. The Directors and Senior Management shall also comply with the internal policies and procedures of the Company to the extent applicable to them including but not limited to compliance with Prohibition of Insider Trading policy of the Company.

CORPORATE DISCLOSURE POLICY:

It is the Company's policy to ensure continuous, timely and adequate disclosure of Company's information. The Company is committed to full, fair, accurate, timely and understandable disclosure in reports and documents it files with or submits to the regulatory authorities and in other public communications. The Directors and Senior Management shall provide only public information to the analyst/research person/large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest. The Directors and Senior Management must maintain the confidentiality of information relating to the affairs of the Company until and unless authorized or legally required to disclose such information; and shall not use confidential information for their personal advantage.

COMPETITION AND FAIR DEALING:

The Directors and Senior Management are obligated to deal fairly and honestly with each other, the Company's associates and with the Company's customers, suppliers, competitors and other third parties. Directors and Senior Management shall not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation or any other unfair dealing or practice. The Company is committed to free and open competition in the marketplace.

Directors and Senior Management shall avoid actions that could reasonably be construed as being anti-competitive, monopolistic or otherwise contrary to laws governing competitive practices in the marketplace, including antitrust laws. Such actions include misappropriation and/or misuse of a competitor's confidential information or making false statements about the competitor's business and business practices.

SOCIAL MEDIA USAGE:

No one should:

- disclose the Company's confidential information on social media sites,
- make defamatory or harassing statements about Company or its Directors; Promoters, Shareholders, Employees, Vendors, Customers and Distributors;
- use or reproduce Company's name, logo, trademark, website link or any other information pertaining to the Company.

ACCOUNTS & RECORD KEEPING:

The Company shall continue to observe the most stringent standards in the keeping of our financial records and accounts. The Company's responsibilities to its stockholders require that all transactions be fully and accurately recorded in its books and records in compliance with all applicable laws. All required information shall be accessible to Company's auditors and other authorized persons and government authorities/agencies.

ACKNOWLEDGEMENT:

The Directors and Senior Management shall read and fully understand this code of conduct and comply with the policies procedures and principles contained therein.

It is the duty and obligation of every Director and Senior Management person to comply with this code of conduct and he/she shall acknowledge and affirm ongoing compliance with the code on an annual basis. The format of the same is enclosed as **Annexure I**. Any violation of the code shall be reported to the Chairman of the Board and to the Compliance Officer of the Company. This code of conduct shall be posted on the website of the Company.

ADDITIONAL REQUIREMENT FOR INDEPENDENT DIRECTORS:

In addition to the compliance of this code, Independent Directors are also required to adhere to the code of conduct (in line with Schedule – IV of the Companies Act, 2013 read with reg 17 (5) (a) and (b) of Listing Regulations) meant for Independent Directors of the Company. Independent Director's duties including duties of Director's as per Companies Act are enclosed as **Annexure II**.

DEFINITIONS:

- **Board or Board of Director** shall mean Board of Directors of the Company.
- **Senior Management** shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.
- **Unpublished Price Sensitive Information** shall mean any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
 - Financial Results,
 - Dividend,
 - Change in capital structure,

- mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - changes in key managerial personnel.
- **Insider** shall mean any person who is connected person or in possession of or having access to unpublished price sensitive information (UPSI).
- **Relative** shall mean anyone who is related to another, if they are member of HUF; husband or wife; or one person is related to other in such a manner as may be prescribed under section 2(77) of the Companies Act, 2013.
- **Executive Director** shall mean any person who is a full-time employee of the company (i.e. whole-time director) or who is responsible for the day-to-day operations of the company (i.e. managing director).
- **Non-executive Director** shall mean a person who is not an executive director and not interested in the company's day-to-day operations. He or she is usually involved in planning and policymaking and expected to oversee the performance of the executive directors and the management.

Annexure I

Annual compliance reporting under Code of Business Conduct and Ethics (“Code”) for Directors & Senior Management

I, Mr/Ms _____, <Designation> of SBI Life Insurance Company Limited, hereby affirm compliance with the Code of Conduct and Ethics for the financial year ended March 31, 20__ that

- a) I do not have a Conflict of Interest.
- b) I have received and read Code of Conduct and Ethics and affirm the compliance of the same.
- c) I do not have any material, financial & commercial transaction with the Company, which may have potential conflict of interest with the Company

Date:-
Place:

**Name of the Employee/Director
Designation**

Annexure II

Duties of the Directors/Independent directors as per Schedule IV to the Companies Act (read with Reg 17 (5) (a) and (b) of Listing Regulations)

Duties of directors as per Section 166 of the Companies Act, 2013:

- ❖ Subject to the provisions of this Act, a director of a company shall act in accordance with the articles of the Company.
- ❖ 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.
- ❖ A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- ❖ 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.
- ❖ 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.
- ❖ A director of a company shall not assign his office and any assignment so made shall be void.
- ❖ If a director of the company contravenes the provisions of this section such director shall be punishable with fine which shall not be less than one lakh rupees but which may extend to five lakh rupees.

Independent Director shall:

- ❖ Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Corporation;
- ❖ 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 Corporation
- ❖ Strive to attend all meetings of the Board of Directors and/or of the Board committees of which he is a member;

- ❖ Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- ❖ Strive to attend the general meetings of the company;
- ❖ 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;
- ❖ Keep themselves well informed about the company and the external environment in which it operates;
- ❖ Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- ❖ 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;
- ❖ 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;
- ❖ Report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- ❖ Act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- ❖ 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.
