



**CANARA HSBC LIFE INSURANCE COMPANY LIMITED**  
**CIN : L66010DL2007PLC248825**

**Code of Conduct for Members of the Board and Senior Management**

**Owned by: Corporate Governance**

**Version 3**

**Release Date: 26<sup>th</sup> March 2025**

**Version History**

<b>Release Date</b>	<b>Version</b>	<b>Revision Description</b>	<b>Approved By</b>
03/03/2010	1.0	Initial Version	Board/BRC
28/03/2011	1.1	No change	Board/BRC
25/08/2011	1.2	No change	Board/BRC
09/08/2012	1.3	Minor change to bring more clarity	Board/BRC
29/07/2013	1.4	Minor changes to bring consistency	Board/BRC
13/08/2014	1.5	No change	Board/BRC
28/11/2014	1.6	Change in Corporate Values	Board/BRC
11/08/2015	1.7	No change	Board/BRC
09/08/2016	2.0	Minor changes to align with the Corporate Governance Guidelines 2016	Board/BRC
10/05/2017	2.1	Minor changes	Board/AC
18/05/2018	2.2	Minor changes	Board/ AC
15/05/2019	2.3	Minor changes	Board/ AC
05/06/2020	2.4	Minor changes	Board/ AC
26/04/2021	2.5	Minor changes	Board/ AC
26/04/2022	2.6	Minor changes	Board/ AC
02/05/2023	2.7	No change	Board/AC
27/05/2024	2.8	No change	Board/AC
20/03/2025	3.0	Re-stated Code of Conduct to comply with the SEBI LODR Regulations	AC
26/03/2025	3.0	Re-stated Code of Conduct to comply with the SEBI LODR Regulations	Board

## 1. Preamble

- 1.1. The business of life insurance involves a fiduciary relationship between the insurer and the life assured, where 'promise to pay' is the cornerstone of every contract of insurance. An insurer and its employees are therefore expected to carry out business with highest levels of integrity, transparency and commitment, so as to enjoy the confidence of customers and general public at all times.
- 1.2. With the regulatory focus shifting from 'rules based' to 'principles based' supervision, compliance with applicable laws and regulations should be seen as a minimum standard for achieving the above objective. In addition to the legal and regulatory requirements, Canara HSBC Life Insurance Company Limited (the "**Company**") proactively stipulates and implements strict codes of conduct covering areas like personal and professional conduct/ ethics, conflicts of interest, transparency, customer centricity etc. by pre-empting potential concern/ conflict situations so that it has measures and controls internally to ensure and demonstrate its values and standards.
- 1.3. Insurance Regulatory Development Authority of India ("**IRDAI**") has stipulated the Insurance Regulatory Development Authority of India (Corporate Governance for Insurers) Regulations, 2024 which *inter alia* require the board of directors of insurance companies to prescribe standards of business conduct applicable for its directors and Senior Management (*defined below*).
- 1.4. Further, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), require the Company to formulate and adopt a code of conduct for its directors and senior management, and such code of conduct shall suitably incorporate the duties of independent directors as laid down in the Companies Act, 2013, as amended ("**Companies Act**"), duly approved by its board of directors.
- 1.5. Accordingly, this Code of Conduct for Board Members and Senior Management of the Company ("**Code of Conduct**" or "**Code**") has been approved and adopted by the board of directors of the Company ("**Board**" or "**Board of Directors**").
- 1.6. LODR Regulations define senior management as follows:

"**Senior Management**" shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.

## 2. Objectives

- 2.1. The Board of Directors is entrusted with the fiduciary responsibility of oversight of the affairs of the Company and has a duty to make decisions and implement policies in the best interests of the Company and all stakeholders.
- 2.2. Directors as well as Senior Management 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 applicable laws and internal policies and procedures.

- 2.3. The objective of this Code of Conduct is to set forth ethical standards, principles, and expectations that will guide the behavior of directors and senior management in their professional responsibilities. It aims to promote transparency, integrity, accountability, and compliance with applicable laws, while fostering a culture of trust, respect, and ethical decision-making.
- 2.4. By adhering to this Code, the directors of the Company ("**Directors**") and Senior Management reinforce their commitment to upholding the values and reputation of the Company in all their actions and interactions.
- 2.5. This Code should be seen as a reference guide incorporating the minimum requirements to be adhered to under the corporate governance and ethics framework.

### **3. Applicability**

- 3.1. The Code is applicable to the following persons:
  - a) Directors of the Company; and
  - b) Senior Management of the Company
- 3.2. This Code is in addition to and not in derogation with any other laws, rules and regulations, and all other applicable policies and procedures adopted by the Company that governs the conduct of Directors and Senior Management.

### **4. Statement of the Code/ Guidance**

#### **4.1. Honest and ethical conduct:**

- 4.1.1. The Directors and Senior Management shall uphold the highest standards of integrity, honesty, ethics, and conduct in a manner that is in compliance with all applicable laws, in connection with all activities/ duties related to the Company.
- 4.1.2. The Directors and the Senior Management shall:
  - Act honestly, fairly, ethically, with integrity, professionalism, courtesy, and respect.
  - Act in Company's best interests, maintain and enhance its reputation, and fulfill their fiduciary duties to stakeholders.
  - Act in good faith, with responsibility, competence, diligence and independence.
  - Treat colleagues and other associates with dignity.

#### **4.2. Conflict of interest:**

- 4.2.1. The Directors and Senior Management are expected to avoid and if unavoidable/ unintentional, disclose any situation that creates or appears to create a conflict between their personal interests and the Company's interests.
- 4.2.2. Relationships with suppliers, contractors, customers, competitors, or Regulators should not compromise their independence and judgment. Directors and Senior Management shall report any real or possible conflicts to the Board.
- 4.2.3. Directors and Senior Management shall not use personal influence in connection with business of the Company, with another entity in which his or her relatives are interested. In case of conflicts, proper disclosures shall be made and a prior approval

shall be obtained in accordance with Company policies and applicable law.

4.2.4. Directors and Senior Management shall not accept/ give lavish gifts or gratuities or any offer, payment, or anything of value that could be interpreted 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 and other customary gifts may be allowed.

4.2.5. Members of Senior Management shall always adhere to the procedures mentioned under the Gift, Entertainment & Anti-Bribery Policy of the Company.

4.2.6. Directors and Senior Management shall not allow their investments and outside interests to influence their independent judgment on behalf of the Company.

4.3. **Outside Employment:**

4.3.1. Whole-time Directors and Senior Management members shall not work for or receive payments for services from any competitor, customer, distributor or vendor of the Company. Any outside activity must be strictly separated from the Company's employment and should not harm their performance of duties towards the Company. They shall devote themselves exclusively to the business of the Company and shall not accept any other work or assignment (part-time or otherwise).

4.3.2. Acceptance of directorship by Whole-time Directors and Senior Management on the Boards of other companies shall be in strict compliance of the Outside Directorship Policy of the Company.

4.4. **Use of Company's Assets:**

4.4.1. 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 this Code.

4.5. **Confidentiality:**

4.5.1. 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 to or which they possess because of their position in the Company.

4.5.2. Directors and Senior Management shall maintain confidentiality of information entrusted to them/ accessible to them as part of discharge of their duties and obligations towards the Company. Company's confidential information shall not be inappropriately disclosed or used for the personal gain.

4.5.3. No Director or Senior Management shall:

- disclose Company's confidential information on social media sites;
- make defamatory or harassing statements about Company or its stakeholders; or
- use or reproduce Company's name, logo, trademark, website link or any other information pertaining to the Company.

**4.6. Compliance with applicable laws:**

**4.6.1.** Directors and Senior Management shall conduct business and operations of the Company in accordance with applicable laws, including the Companies Act, LODR Regulations and the regulations and circulars prescribed by the IRDAI. They shall acquire appropriate knowledge of the legal requirements relating to their duties to enable them to perform their obligations diligently and shall also comply with all policies and procedures of the Company to the extent applicable to them, including but not limited to compliance with the [Company's Policy on Prohibition of Insider Trading.

**4.7. Accounting practices and disclosures:**

**4.7.1.** The Company shall continue to observe most stringent standards in the keeping of its books of accounts and other financial and business records. All transactions shall be fully and accurately recorded in 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.

**4.7.2.** It is the Company's policy to ensure timely and adequate disclosure of Company's information and the Company is committed to fair, accurate, timely and understandable disclosure.

**4.8. Competition and fair dealing:**

**4.8.1.** Directors and Senior Management shall be obligated to deal fairly and honestly with each other, and with the Company's customers, suppliers, competitors and other third parties. They shall not take any unfair advantage through unfair dealing or practice.

**4.8.2.** 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 anti-competitive or contrary to laws governing competitive practices.

**5. Acknowledgement and affirmation to compliance:**

**5.1.** The Directors and Senior Management shall read and fully understand this Code of Conduct and comply with the policies procedures and principles contained therein.

**5.2.** It shall be their duty to, on a yearly basis provide certification by 30<sup>th</sup> April every year of having read and understood the contents of hereof and also an affirmation of ongoing compliance with this Code of Conduct, in the format provided in **Annexure 1**.

**5.3.** In case of appointment of a new Director or members of Senior Management, such person shall within 30 days of his/ her appointment provide this certification.

**5.4.** Failure to read and certify acceptance to abide by the requirements hereof, does not exempt a Director or member of Senior Management from his/ her responsibility to comply with this Code of Conduct and abide by applicable laws and regulations.

**5.5.** This Code of Conduct shall be posted on the website of the Company.

## **6. Additional requirement for independent directors:**

- 6.1. Independent Directors of the Company shall also adhere to the duties of independent directors as laid down in the Companies Act. Pursuant to Regulation 17(5) of the LODR Regulations, Independent Directors' duties including duties of Directors as per the Companies Act are enclosed hereto as **Annexure 2**.

## **7. Review and Amendment(s)**

- 7.1. The Code of Conduct will be approved by the Board and reviewed annually by the Board on recommendation of the Audit Committee. Changes/ amendments, if any, in this Code (including on account of amendments or changes in applicable law or regulations, if any) will be approved by the Board on the recommendation of the Audit Committee.
- 7.2. In case any amendments or clarifications are issued by the relevant regulatory authorities which are not consistent with the provisions laid down under this Code, then such amendments clarifications, etc. shall prevail and necessary changes will be made in the immediate next meeting of the Audit Committee and Board.

**Acknowledgement & confirmation**

I have received, read and understood the 'Code of Conduct for Members of the Board and Senior Management'. I understand that there may be additional policies or laws specific to my role/ job with the Company that I may have to adhere to.

I hereby affirm compliance with 'Code of Conduct for Members of the Board and Senior Management' for the financial year \_\_\_\_\_.

I also confirm that I shall continue to abide by the 'Code of Conduct for Members of the Board and Senior Management' and other applicable laws, regulations and policies in discharge of my role/responsibilities with Canara HSBC Life Insurance Company Limited.

Date:  
Place:

**Name of the Director/ Senior Management  
Designation**

**Duties of Directors as per Section 166 of the Companies Act, 2013**

- i. Subject to the provisions of the Companies Act, the Director shall act in accordance with the articles of the Company.
- ii. The Director 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.
- iii. The Director shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- iv. The Director 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.
- v. The Director 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.
- vi. The Director shall not assign his office and any assignment so made shall be void.
- vii. If the Director contravenes the provisions of this section such Director shall be punishable with fine which shall not be less than as prescribed under law.

**Duties of Independent directors as per Section 149(8) read with Schedule IV to the Companies Act, 2013**

The independent Directors of the Company shall:

- i. Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- ii. 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;
- iii. Strive to attend all meetings of the Board and/or of the Board committees of which he is a member;
- iv. Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- v. Strive to attend the general meetings of the Company;
- vi. 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;
- vii. Keep themselves well informed about the Company and the external environment in which it operates;
- viii. Not unfairly obstruct the functioning of an otherwise proper Board or committee of the



Board;

- ix. 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;
- x. 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;
- xi. Report concerns about unethical behaviour, actual or suspected fraud or violation of this Code of Conduct or ethics policy;
- xii. Act within their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- xiii. 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.

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