



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

**Policy on Board Diversity**

**Owned by : Corporate Governance Function**

**Version no. 1.0**

**Release Date: 11<sup>th</sup> April 2025**

**Version History**

<b>Release Date</b>	<b>Version</b>	<b>Revision Description</b>	<b>Approved By</b>
11/04/2025_	1.0	Initial version	NRC/ Board

## **1. Preamble**

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("LODR Regulations") require the nomination and remuneration committee to devise a policy to promote diversity on the board of directors.

The importance of diversity at board level, in terms of skill set, professional experiences, varied perspective etc., is increasingly getting recognised in today's business and governance landscape. Studies have shown that diversity at board level has direct correlation to better financial performance, innovation and better judgement in the board room, leading to effective decision making.

Canara HSBC Life Insurance Company Limited ("Company") recognizes the importance of board diversity and has approved and adopted this Policy on Board Diversity ("Policy"), in line with the LODR Regulations, the Companies Act, 2013 and rules thereunder, each as amended ("Companies Act"), the Insurance Regulatory and Development Authority of India (Corporate Governance for Insurers) Regulations, 2024, as amended, and other applicable regulations and circulars issued by the Insurance Regulatory and Development Authority of India ("IRDAI") (such regulations and circulars issued by the IRDAI, collectively, the "IRDAI Regulations").

This Policy has been devised by the nomination and remuneration committee ("NRC") of the Board of Directors of the Company ("Board") and shall be applicable to the Board.

## **2. Objectives**

The primary objective of this Policy is to ensure that the Board nomination process focuses on selection of directors based on varied experience, industry knowledge, skill sets, and gender representation with no discrimination, in order to enhance Board effectiveness whilst ensuring fiduciary obligations toward the shareholders, taking into account the Company's goals and strategic objectives.

## **3. Policy Statement**

- The Company believes that a diverse and inclusive Board is essential for effective governance and strategic decision-making. It aims to leverage the unique perspectives, skills, and experiences of directors, to drive innovation and sound judgement in the Board room.
- The Board is committed to fostering an environment where differences in experience, cultural and geographical background, age, ethnicity, race, and gender are not only respected but actively sought out.
- The Board recognizes that a diverse Board enhances the quality of deliberations and decisions, ultimately contributing to the long-term success of the Company.
- Accordingly, the Board shall strive to include directors from various backgrounds, as well as those with different qualifications and professional experiences and shall not discriminate basis physical ability, provided the director is able to discharge duties effectively.

- The Board shall also have an optimum combination of executive, non-executive, and independent directors in compliance with the requirements prescribed under applicable law, including the LODR Regulations and the IRDAI Regulations.

#### **4. Role of the Nomination and Remuneration Committee (NRC)**

- Identify and recommend diverse candidates: The NRC is responsible for identifying potential candidates for Board positions and recommending their appointment to the Board. While shortlisting candidates, the NRC shall ensure that selections are based on merit while also considering the benefits of diversity of perspectives appropriate to the business of the Company or its goals and strategic objectives.
- No discrimination: The NRC shall ensure that no person is discriminated against on the grounds of religion, race, gender, nationality, cultural background, age, or any other personal or physical attribute which does not impact such person's ability to perform as a director.
- Ensure gender diversity: The NRC shall ensure that there are woman directors on the Board, including woman independent director, in accordance with the requirements of applicable law.
- Promote varied expertise: The NRC shall strive to bring diversity to the Board in all aspects of experience and professional knowledge and expertise in areas such as finance, accounting, economics, management, insurance, actuarial, underwriting, regulatory matters, corporate governance or any other discipline related to the business of the Company or its goals and strategic objectives.
- Fit and proper criteria: The NRC shall ensure that candidates being recommended for appointment to the Board meet the fit and proper criteria as prescribed under the IRDAI Regulations.

The final recommendation will be based on merit and contribution that the selected candidate could bring to the Board.

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

The Policy will be approved by the Board on recommendation of the NRC. NRC shall also undertake an annual review of the Policy. Changes/ amendments, if any, in this Policy (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 NRC.

In case any amendments or clarifications are issued by the relevant regulatory authorities which are not consistent with the provisions laid down under this Policy, then such amendments clarifications, etc. shall prevail and changes will be incorporated in the Policy in the immediate next meeting.

#### **6. Disclosure**

The details of the Policy will be disclosed on the website of the Company. The necessary disclosure, if any, about the Policy will also be made as per the requirements of the LODR Regulations and the Companies Act.