



CANARA HSBC LIFE INSURANCE COMPANY LIMITED
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Policy on Succession Planning for the Board and Senior Management

Owned by: Corporate Governance
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Version History

Release Date	Version	Revision Description	Approved By
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**"), mandate that the board of directors of every listed company shall satisfy itself that plans are in place for orderly succession for appointments to the board of directors and senior management.

The Insurance Regulatory and Development Authority of India (Corporate Governance for Insurers) Regulations, 2024 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") mandate that the nomination and remuneration committee shall be responsible for the succession planning of the insurer, including its implementation in a smooth manner.

Succession planning is the process of determining the need for filling positions at the Board, senior management, and other key positions. It includes identifying candidates and developing them to be prepared for the designated roles in order to fill potential vacancies.

Canara HSBC Life Insurance Company Limited ("Company") recognizes that succession planning is a continuous process rather than a one-time event. There are certain positions in the Company that are key to Company's current and future growth. It is, therefore, important that these positions are manned by skilled and best possible incumbents and those positions whenever fall vacant are filled well in time to avoid any leadership gaps. The Company has therefore put in place this Policy on Succession Planning for the Board and Senior Management ("Policy").

This Policy applies to succession planning at the level of the board of directors of the Company ("Board") and Senior Management (*defined below*), and may also be made applicable to any other position as advised by the Nomination and Remuneration Committee of the Board ("NRC").

"Senior Management" is defined as the officers and personnel of the Company who are members of its core management team, excluding the Board, 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) and shall specifically include the functional heads, by whatever name called and persons identified and designated as key managerial personnel, other than the Board, by the Company.

2. Objectives

The objectives of the Policy are, *inter alia*, as under:

- 2.1. To ensure that the business of the Company is not affected on account of interruptions caused due to resignation, superannuation, or exit due to any other reason of any Board member or member of Senior Management.
- 2.2. To identify the competency requirements of positions at Board and Senior Management level, assess potential candidates and develop required competency through planned development and learning initiatives.
- 2.3. To ensure timely and high-quality replacements for vacancies caused at Board level and in Senior Management.

- 2.4. To identify the key job incumbents in Senior Management positions and recommend whether the concerned individual be granted an extension in term/service or be replaced with an identified internal or external candidate or recruit other suitable candidate(s).
- 2.5. To ensure the systematic and long-term development of individuals in the Senior Management level to replace as and when the need arises due to deaths, disabilities, retirements, separations and other occurrences.

3. Implementation process

3.1. Succession Plan for positions at Board level

- 3.1.1. The NRC shall be responsible for ensuring timely replacement for positions of any director on the Board (“**Director**”) and shall recommend to the Board, candidates to be appointed as Directors.
- 3.1.2. In the event of a vacancy in the position of Managing Director & Chief Executive Officer, the NRC shall submit recommendations to the Board after confirming that the candidate complies with the applicable IRDAI Regulations and any requirements stipulated in the Articles of Association of the Company.
- 3.1.3. For other vacancies on the Board, the NRC shall identify and recommend candidates with the necessary qualifications, expertise and attributes.
- 3.1.4. The NRC shall undertake a process of due diligence to determine the suitability of the person for re-appointment/ continuation as a Director on the Board, based upon qualification, expertise, track record, integrity and fit and proper criteria as prescribed under the IRDAI Regulations.
- 3.1.5. During succession planning, the NRC shall also take into account aspects such as Board composition being in accordance with the requirements of applicable law and other corporate policies of the Company including the Policy on Board Diversity.

3.2. Succession Plan for positions at Senior Management level

- 3.2.1. The Chief People Officer (“**CPO**”) shall, along with the Chief Executive Officer (“**CEO**”), periodically review and consider the list of senior management positions to determine the competency requirements, including the attributes, qualification and expertise required for each of the positions.
- 3.2.2. The CPO and CEO shall formulate and adopt a succession plan for filling of such vacancies, if any in these positions, by identifying and shortlisting potential candidates from within the Company, that match the stated attributes, qualification and expertise (including the requirements prescribed under IRDAI Regulations, where applicable). Support from professional search firms may be sought for this exercise.

3.2.3. In case of non-availability, external candidates matching the stated attributes, qualification and expertise may be considered.

3.2.4. The potential candidates identified under the succession plan shall be categorized as follows:

- Immediate: ready to take the role immediately or in very short term with minimum input if the opportunity arises;
- Mid-term: can be groomed in medium term to take over the role with appropriate coaching/ mentoring; and
- Long-term: Company intends to invest in this talent with a larger vision of grooming them for higher responsibilities.

3.2.5. Potential candidates may also be categorized as 'interim succession candidates', in order to officiate in the vacant position till such time a candidate is identified and appointed by the Board, on the recommendation of the NRC.

3.2.6. All appointments to any position in senior management will be subject to review by the NRC and its recommendation to the Board.

4. Confidentiality

All persons responsible for or otherwise involved in the process of succession planning, shall ensure confidentiality of discussions and decisions around the same.

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 in this Policy, if any (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.