



LIFE INSURANCE CORPORATION OF INDIA, CENTRAL OFFICE,  
'YOGAKSHEMA', JEEVAN BIMA MARG, MUMBAI- 400021

# **DIRECTORS' QUALIFICATION, NOMINATION, APPOINTMENT, REMUNERATION, EVALUATION AND BOARD DIVERSITY POLICY**

**JULY 2021**

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## **Directors' Qualification, Nomination, Appointment, Remuneration, Evaluation and Board Diversity Policy.**

### **1. Formation:**

Framed under Sections 4 and 19B and other applicable provisions of the LIC Act, 1956, and Regulation 19 read with Schedule II, Part D (A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 updated from time to time. Provisions of SEBI (LODR) Regulations, 2015 will become applicable upon listing of Corporation's Shares on the Stock Exchange(s).

### **2. SCOPE OF APPLICATION**

This policy is applicable only to the Directors on the Board of the Corporation.

### **3. EFFECTIVE DATE**

This Policy shall be effective from the date of approval by the Board, unless specified otherwise.

### **4. DEFINITIONS**

- i. "Board of Directors" or "Board" means the collective body of the Directors appointed or nominated or deemed as such under section 4 of the LIC Act, 1956.
- ii. "Corporation" means Life Insurance Corporation of India established under the LIC Act, 1956.
- iii. "Companies Act" means the Companies Act, 2013.
- iv. "Director" means a Director appointed or nominated or deemed as such under section 4 of the LIC Act, 1956.
- v. "Independent Director" means an Independent Director referred to in clause (g) of sub-section (2) of section 4 of the LIC Act, 1956.
- vi. "Key Managerial Personnel" (KMP) shall mean Whole Time Chairperson, Chief Executive Officer & Managing Director, Managing Directors, CFO, Company Secretary, Appointed Actuary, Chief Investment Officer, Chief Risk Officer, Executive Director (Audit)/ Chief Audit Officer, Executive Director (Marketing)/ Chief Marketing Officer and Chief Compliance Officer.
- vii. "Nomination and Remuneration Committee" means the Committee constituted under section 19B of the LIC Act, 1956 and Regulation 19 (1) and (2) of the SEBI (LODR), Regulations, 2015 (to be applicable upon listing of Corporation's shares on the Stock Exchange (s))
- viii. "Senior Management" shall mean officers/personnel of LIC of India 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/ Managing Directors, i.e., all officials in the cadre of ZM (S), all Zonal Managers-

in-charge of zones and officials independently heading functions of the Corporation and shall specifically include Company Secretary and Chief Financial Officer”.

## **5. Board of Directors**

### **5.1 Composition:**

Section 4(2) of the LIC Act, 1956, provides the composition of the Board of Directors of the Corporation which shall consist of the following directors not exceeding eighteen, of whom at least one shall be a woman, namely:-

- (a) Chairperson of the Board, to be appointed by the Central Government, who shall –
  - (i) during the initial period be a whole time director of the Corporation and
  - (ii) after the initial period, be from amongst the non-executive directors nominated or to be nominated by the Central Government;
- (b) after the initial period, a Chief Executive Officer and Managing Director, who shall be a whole time Director of the Corporation to be appointed by the Central Government;

Provided that where no Chief Executive Officer and Managing Director is appointed before expiry of the initial period, the individual holding office as Chairperson shall be deemed to have been appointed as the Chief Executive Officer and Managing Director on and from the date of such expiry;

- (c) Managing Directors, not exceeding four, to be appointed by the Central Government, who shall be Whole-time Directors of the Corporation;
- (d) an officer of the Central Government not below the rank of a Joint Secretary to the Government of India, to be nominated by the Central Government;
- (e) an individual to be nominated by the Central Government, who has special knowledge or practical experience in actuarial science, business management, economics, finance, human resources, information technology, insurance, law, risk management, or any other field the special knowledge or practical experience of which would be useful to the Corporation in the opinion of the Central Government or who represents the interests of policyholders;
- (f) where the total holding of members other than the Central Government in the paid-up equity capital of the Corporation is—
  - (a) not more than ten per cent., one individual;
  - (b) more than ten per cent., two individuals,who shall be elected by and from amongst such members and in such manner as may be specified by regulations, to be appointed by the Board; and
- (g) such number of independent directors, not exceeding nine, to be recommended by the Nomination and Remuneration Committee and appointed by the Board.

## 5.2 Appointment / Nomination of Directors

**(i) Appointment of Directors under Section 4(2) (a), (b), (c), (d) and (e) of the LIC Act, 1956**

In terms of Section 4 (2) (a), (b), (c), (d) and (e) of the LIC Act, 1956, the Chairperson (being the whole time director during the initial period and from amongst the Non-Executive Director nominated or to be nominated by the Central Government after the initial period) / CEO & MD, four Managing Directors, One Government Nominee Director and one Professional Nominee Director shall be appointed / nominated by the Central Government on the Board of the Corporation. Upon receipt of Central Government's Notification for appointment / nomination of aforesaid directors, the same shall be submitted to Board for noting. The term of such Directors on the Board will be decided by Central Government. Directors under Section 4 (2) (a), (b), (c) and (e) of the Act shall hold office for such term not exceeding 5 years as the Central Government may specify and will be eligible for re-appointment.

**(ii) Appointment of Directors under Section 4(2) (f) of the LIC Act, 1956:**

The minority Shareholder Directors shall be elected by such shareholders and thereafter appointed by the Board in terms of Section 4(2) (f) of the LIC Act, 1956. The manner / procedure of election of such Directors shall be as prescribed in Section 49(2)(n) of the LIC Act, 1956.

**(iii) Qualifications of Independent Directors (Section 4 (2) (g)) of the LIC Act, 1956:**

An Independent Director shall possess appropriate skills, experience and knowledge in one or more fields of Business, Finance, Accounting, Law, Management, Sales, Marketing, Administration, Research, Corporate Governance, Technical operations or other disciplines related to the Corporation's business. Further, an Independent Director shall meet the criteria of Independence as prescribed under Section 149 (6) of the Companies Act 2013, shall not be disqualified to be a Director of the Corporation under Section 4A of the LIC Act, 1956.

**(iv) Qualifications of Directors nominated / appointed under Clause (e) and (f) of Section 4 (2) of the LIC Act, 1956:**

a) The Professional Nominee Directors nominated by Central Government under Section 4(2) (e) shall apart from meeting qualifications prescribed under Section 4 (2) (e), shall also meet the qualifications / criteria as laid down / followed by Central Government.

b) Minority Shareholder Directors appointed under Section 4 (2) (f) of the LIC Act, 1956 shall have the following qualifications:

- Such Directors shall not be disqualified to act as Directors as per Section 4A of the LIC Act, 1956

- Such Directors will also have the positive attributes as provided under Para 5.2 (v) of this policy for Independent Directors.

**(v) Nomination of Independent Directors by NRC:**

NRC will ensure that candidates for Independent Directors possess the qualifications with business, finance, accounting, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the business of the Corporation.

In evaluating the suitability of Independent Directors, the NRC shall take into account following factors:

- a) The candidate fulfills the criteria of Independence given under Section 149 (6) of the Companies Act, 2013 as per the declaration given by him / her;
- b) Educational and professional background of the candidate;
- c) Skills, expertise and competencies possessed by the candidate as per his / her profile;
- d) Shall not be disqualified under Section 4A of the LIC Act, 1956 as per “**Annexure C**” and
- e) Shall give his / her written consent to act as a Director;

Apart from the above, NRC will also ensure that the candidate for Independent Director possesses following positive attributes:

Positive Attributes:

- a) Experience of management in a diverse organization / Business;
- b) Interpersonal and communication skills;
- c) Leadership skills;
- d) Having continuous professional development to refresh knowledge and skills.
- e) Commitment to high standards of ethics, personal integrity and probity;

- (vi) Consent to act as Director:** Every person who has been appointed to hold the office of Director shall, on or before the appointment, furnish to the Corporation a consent in writing to act as such on the format prescribed under “**Annexure B**”.

**5.3 Maximum Term/ Tenure of Independent Director:** Independent Director shall hold office for a term of four consecutive years on the Board of the Corporation and shall be eligible for one further term of four consecutive years. No Independent Director shall hold office for more than two consecutive terms of 4 years each. Notwithstanding anything mentioned above, the first three Independent Directors shall hold office for such term as the Board may decide, not exceeding six months, and shall be eligible for appointment for one further term of four consecutive years.

**5.4 Declaration of Independence by Independent Director:** The Independent Director shall at the first meeting of the Board in which he / she participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances

which may affect her/his status as an Independent Director, give a declaration that he / she meets the criteria of independence as provided in sub-section 6 of section 149 of the Companies Act, 2013 as given under “**Annexure D**”, and that he is not aware of any circumstance or situation, which exists or may reasonably be anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence.

**5.5 Re-appointment of Independent Director:** The re-appointment of Independent Director shall be on the basis of report of performance evaluation “**Annexure E**”.

**5.6 Resignation or removal of Independent Director:** A director appointed under section 4 (2) (f) and (g) of the LIC Act, 1956 may resign his / her office by giving a notice in writing to the Corporation, and the resignation shall take effect from the date, if any, specified by the Director or the date when such notice is received by the Corporation, whichever is later. Provided that the director shall specify in such notice the reasons for his / her resignation and shall affirm that there is no material reason other than those specified. The members at a general meeting may, by resolution passed by a simple majority, remove a director appointed under clause (f) or clause (g) of sub-section (2) of section 4, after giving him / her a reasonable opportunity of being heard. Provided that an independent director appointed for a second term under sub-rule (1) shall be removed only by passing a special resolution and after giving him / her a reasonable opportunity of being heard.

An Independent Director who resigns or is removed from the Board of the Corporation shall be replaced by a new Independent Director in the immediate next Board Meeting or within three months from the date of such resignation or removal, whichever is later. If the Corporation fulfils the requirement of Independent Directors on its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new Independent Director shall not apply.

**5.7 Separate Meetings of Independent Directors:** The Independent Directors of the Corporation shall hold at least one meeting in a financial year without the attendance of Non-Independent Directors and members of management. All the Independent Directors shall strive to be present at such meeting. The meeting shall review and assess the quality, quantity and timelines for flow of information between Management and the Board. Independent Directors may also comply with the provisions for evaluation of Non-Independent Directors, if any, given under SEBI (LODR) Regulations, 2015 (to be applicable upon listing of Corporation's shares) by using the similar evaluation sheet as given under “**Annexure E**”.

**5.8 Regularization of Directors appointed under Section 4 (2) (f) and (g) of LIC Act, 1956 at the AGM:**

In terms of Section 4(4) of the LIC Act, 1956, Directors appointed by the Board under Section 4 (2) (f) and (g) of the LIC Act, 1956 shall hold office upto the date of next AGM or the last date on which the AGM should have been held, whichever is earlier, and shall hold office beyond such date only if his / her appointment is approved at the AGM.

## **6. BOARD DIVERSITY STATEMENT**

As may be seen under Section 4 of the LIC Act, 1956, different categories of Directors such as Chairperson, CEO & MD, Managing Directors, Government Nominee Director, Professional Director nominated by GoI, Woman Director, Minority Shareholders Directors, Independent

Directors, etc. are provided on the Board of the Corporation which evidences / ensures adequate diversity on the Board.

In the process of attaining a diverse Board based on the aforementioned norms, the following shall also be ensured:

- a. The total number of directors shall be in accordance with the LIC Act 1956 as amended from time to time.
- b. The Board shall have an optimum number of Executive and Non- Executive Directors and such number of Independent Directors not exceeding 9, to be recommended by the Nomination and Remuneration Committee and appointed by the Board and shall have at least one Woman Director in terms of the LIC Act, 1956 & Regulation 17 (1)(a) of SEBI (LODR) Regulations 2015
- c. The Corporation, in compliance with the SEBI (LODR) Regulations, 2015 (To be applicable upon listing of Corporation's Securities with Stock Exchanges) shall not appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five years, unless a Special Resolution is passed to that effect, in which case the Explanatory Statement annexed to the notice for such motion shall indicate the justification for appointing such a person.
- d. The Board composition shall always comply with the LIC Act, 1956.

#### **7. Sitting Fees / Other Remuneration:**

Whole time Chairperson, CEO & MD, Managing Directors and officer of the Central Government appointed on the Board of the Corporation would not be entitled for sitting fees.

Directors nominated or appointed under clauses (e) or (f) or (g) of sub-section 2 of Section 4 of the LIC Act, 1956 shall be paid such fees not exceeding such limit as may apply in respect of sitting fees payable to a director of a company under the Companies Act, 2013. The Sitting fees payable to the said Directors would be at the rate of Rs. 80,000/- per Board Meeting and Rs. 60,000/- per Board Committee Meeting.

Directors will be entitled to be reimbursed the expenses on their travel, transport and stay in connection with attending meetings of the Corporation and / or attending trainings organized by the Corporation which would be as follows:

- i. Travel by Air by Business Class or by Air conditioned First Class by Train;
- ii. Actual expenses of lodging and Boarding charged by the 5 star hotel;
- iii. Actual transport expenses and
- iv. Actual incidental expenses incurred by the Director.

#### **8. Evaluation of Directors appointed under Section 4 (2) (e), (f) and (g) of the LIC Act, 1956**

In terms of provisions of section 19B (2) (iii) of the LIC Act, 1956 the Nomination and Remuneration Committee shall every year carry out evaluation of performance of the Director nominated under clause (e)) and Directors appointed under Clause (f) and (g) of Section 4 (2) of the LIC Act, 1956. The format for evaluation sheet shall be as given in "**Annexure E**" to this policy.

**9. Remuneration of the key managerial personnel and other employees:**

As per the LIC Act, 1956 the pay scales and other service conditions of the regular employees of the Corporation including the Key Managerial Personnel would be determined by the Central Government. The pay and service conditions of the Personnel on deputation or contractual assignment would be as decided by the Board / delegated authority.

**10. Nomination and Remuneration Committee [NRC]:**

a. **Constitution:** As per Sub-Section (1) of Section 19B of the LIC Act, 1956, the Board shall constitute a Nomination and Remuneration Committee of the Board, consisting of three or more directors from amongst directors other than those appointed either under sub-clause (i) of clause (a) or under clause (b) or under clause (c) of sub-section (2) of section 4 of the LIC Act, 1956, out of whom not less than one-half shall be independent directors at any time when the number of independent directors in office is sufficient to constitute such proportion of the membership of the Committee. The Chairperson may be appointed as a member of the Nomination and Remuneration Committee but shall not chair the Committee.

b. **Quorum of NRC:** The quorum for a meeting of the nomination and remuneration committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance (whenever there are sufficient number of Independent Directors in office).

**c. Role of NRC:**

1) formulate the criteria for determining qualifications, positive attributes and independence of a director to be appointed under clause (f) or clause (g) of sub-section (2) of section 4 of the Act and recommend the same to the Board;

2) in accordance with the criteria referred to in clause (1), identify individuals who are qualified to be appointed as such a director:

Provided that while identifying individuals, the Committee shall have due regard to the requirements under the proviso to sub-section (1) of section 19C of the Act regarding qualifications of Audit Committee Members.

3) give its recommendations to the Board regarding appointment and removal of such an individual, and carry out evaluation of his / her performance; and

4) recommend to the Board a policy relating to the sum payable as sitting fees to a director nominated or appointed under clauses (e) or (f) or (g) of sub-section (2) of section 4 of the Act, subject to such fees not exceeding such limit as specified in clause (iv) of sub-section (2) of section 19B of the Act.

**11. Declarations to be obtained from Directors:**

**The following declarations are to be periodically obtained from the Directors as set out in Annexures of this policy:**

- a) Annexure A: Personal Details of Directors
- b) Annexure B: Consent to act as a Director of Corporation



- c) Annexure C: Disqualification to be Director
- d) Annexure D: Declaration from Independent Directors
- e) Annexure E: Performance Review of all Directors
- f) Annexure F: Annual Declaration from all Directors
- g) Annexure G: FORM OF DEED OF COVENANTS WITH A DIRECTOR
- h) Annexure H: Disclosure of concern or interest in any body corporate (including Shareholding interest) in pursuance to sub-section (1) of Section 4B of LIC Act, 1956
- i) Annexure I: Disclosure of details of Relatives
- j) Annexure J: Committee positions held by the Director in other companies
- k) Annexure K: Disclosure to the Board of Directors regarding number of shares and convertible instruments held by Directors in LIC of India
- l) Annexure L: Declaration on Related Party Transactions.
- m) Annexure M: Compliance with General Code of Conduct and Ethics formulated by the Board of Directors.
- n) Annexure N: Annual Declaration of Holding in Securities (Shares of LIC of India)

**12. Review of Policy:** The Policy shall be reviewed annually or at such earlier intervals, as deemed necessary. Consequent upon any changes in law/rules/regulation/regulatory guidelines, etc., such changes shall be deemed to be a part of the policy until the policy is reviewed and approved afresh. Notwithstanding anything contained in this Policy, in case of any contradiction of the provisions of this policy with any existing legislations, rules, regulations, or laws, the provisions of such law, legislation, rules, regulations or enactment shall prevail over the Policy.

**Annexure A**

**Personal Details of Directors**

a)	Full Name	
b)	Sex (M/F)	
c)	Father's Name	
d)	Age and Date of Birth	
e)	Educational Qualifications	
f)	Relevant background and experience	
g)	Present occupation (if service, mention designation and name of the organization and brief write up on experience and activities)	
h)	Previous occupation (if retired, indicate the name of the office from which retired)	
i)	Religion	
j)	Category: SC/ ST/ OBC/ General	
k)	Permanent Address	
l)	Present Address	

Place:  
Date:

Signature:  
Name:  
Designation:  
DIN:



**Annexure B  
Consent to act as a Director of a Corporation**

To

------(Name of the Corporation)

------(Address of the Corporation)

**Subject:** Consent to act as a director.

I....., hereby give my consent to act as Director of ..... (name of the Corporation), pursuant to sub-section (2)(f) and (g) of section 4 of the LIC Act, 1956.

Sr No.	Particulars	Details
1.	Director Identification Number (DIN), if any	
2.	Name (in full)	
3.	Father's Name (in full)	
4.	Address	
5.	E-mail id	
6.	Mobile no	
7.	Income-tax PAN	
8.	Aadhar Number	
9.	Occupation	
10.	Date of birth	
11.	Nationality	
12.	No. of companies in which I am already a Director and out of such companies the names of the companies in which I am a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager	
13.	Particulars of membership No. and Certificate of practice No. if the applicant is a member of any professional Institute. Specifically state NIL if none.	

**Declarations**

1. I have no direct or indirect financial or other interest as is likely to prejudicially affect the exercise of performance of function of the Director of LIC of India as provided in Sub Section (5) of Section 4 of the LIC Act, 1956.
2. I am not disqualified to act as a Director in terms of the provisions of Section 4A of the LIC Act, 1956.

3. I confirm that I have not been a director of a company which has not filed financial statements or annual returns for any continuous period of three financial years or has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more in connection with any of the companies/ body corporate given in Form MBP-1 dated ..... Submitted to LIC of India and that at present, I am free from any disqualification from being a Director of the Corporation
4. My total number of Directorships in all the Companies does not exceed the threshold limits prescribed under Regulation 17A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. I confirm that I possess the Experience of management in a diverse organization / Business, possess Interpersonal and communication skills, Leadership skills, have continuous professional development to refresh knowledge and skills and Committed to high standards of ethics, personal integrity and probity;

Signature:.....  
Designation:.....

Date:

Place:

Attachments:

1. Proof of identity;
2. Proof of residence;

**Annexure C**

**Disqualification to be Director, as per Section 4A of the LIC Act, 1956**

An individual shall not be eligible to be or remain a director if,—

- (a) he is of unsound mind and stands so declared by a competent court;
- (b) he is an undischarged insolvent;
- (c) he has applied to be adjudicated as an insolvent and his application is pending;
- (d) he has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence:

Provided that if an individual has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be a director;

- (e) an order disqualifying him to be a director has been passed by a court or the National Company Law Tribunal constituted under section 408 of the Companies Act, and the order is in force;
- (f) he has not paid any calls in respect of any shares of the Corporation held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of such call;
- (g) he attracts any disqualification for being a director of a company under the provisions of sub-section (2) of section 164 of the Companies Act, subject to such exceptions thereto as the Central Government may by notification specify;
- (h) he is a salaried government official, other than an individual nominated director under clause (d) of sub- section (2) of section 4;
- (i) he is an insurance agent or an intermediary or an insurance intermediary;
- (j) he is an employee of the Corporation, other than the Chief Executive or a Managing Director, or of its subsidiary or associate company;
- (k) he is a director of a subsidiary or an associate company of the Corporation and is other than the Chief Executive or a Managing Director;
- (l) he is an employee or a director or a promoter of any insurer carrying on life insurance business anywhere in the world, other than the Corporation or its subsidiary or associate company, or of any holding company, subsidiary or associate company of such an insurer;
- (m) he absents himself from all the meetings of the Board held during a period of twelve months, with or without seeking leave of absence of the Board:

Provided that the disqualifications referred to in clauses (d), and (e) shall continue to apply even if an appeal or petition has been filed against the order of conviction or disqualification.

**Declaration:** I don't attract any of the disqualifications stated above in Annexure C.

Place:  
Date:

Signature:  
Name:  
Designation:  
DIN:

**Annexure D**

To  
The Board of Directors  
LIC of India  
Yogakshema,  
Jeevan Bima Marg,  
Mumbai - 400021

**Independent Directors' Declaration in terms of the LIC Act, 1956, Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Sir,

I, ..... hereby give declarations that:

1. I meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 (1) (b) and Regulation 25 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which exist or may be reasonably anticipated, that could impair or impact my ability to discharge duties with an objective independent judgement and without any external influence, viz.,:
  - a. I am not a promoter or member of promoter group of LIC of India or its Subsidiary or Associate Company or member of the promoter group of the listed entity;
  - b. I am not related to Promoters or Directors in LIC of India, its Subsidiary or Associate Company;
  - c. I have or had no pecuniary relationship, other than remuneration as director or having transaction not exceeding ten percent of my total income with the LIC of India, its subsidiary or associate company or their promoters, or directors, during the two immediately preceding financial years or during the current financial year.
  - d. None of my relatives has or had any pecuniary relationship or transaction with LIC of India, its 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;
  - e. Neither me nor my relatives –
    - i. Hold or has held the position of Key Managerial Personnel or is or has been employee of LIC of India or its Subsidiary or Associate Company in any of the three preceding financial years;
    - ii. is or has been an employee or proprietor or a partner, in any of the three preceding financial years, of –
      1. a firm of auditors or company secretaries in practice or cost auditors of LIC of India or its Subsidiary or Associate Company; or
      2. any legal or a consulting firm that has or had any transaction with LIC of India, its subsidiary or Associate Company amounting to 10% or more of the gross turnover of such firm;
    - iii. Holds 2% or more of the total voting power of LIC of India; or
    - iv. Is a Chief Executive or Director, by whatever name called, of any non-profit organisation that receives 25% or more of its receipts from LIC of India, any of its promoters, Directors or its Subsidiary or Associate Company or that holds two percent or more of the total voting power of LIC of India;
    - v. Is a material supplier, service provider or customer or a lessor or lessee of LIC of India.
  - f. None of my relatives –



- i. Is holding any security of or interest in LIC of India its subsidiary or associate company during the two immediately preceding financial years or during the current financial year:  
(Provided that the relative may hold security or interest in the Corporation of face value not exceeding fifty lakh rupees or two percent of the paid up capital of the Corporation, its subsidiary or associate company);
  - ii. Is indebted to the Corporation, its subsidiary or associate company or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
  - iii. Has given a guarantee or provided any security in connection with the indebtedness of any third person to the Corporation, its subsidiary or associate company or their promoters, or directors of such company, during the two immediately preceding financial years or during the current financial year; or
  - iv. Has any other pecuniary transaction or relationship with the Corporation, or its subsidiary, or associate company amounting to two percent or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i), (ii) or (iii) of clause f;
- g. I 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.
- h. None of my relatives, for the purposes of sub-clauses (ii) and (iii) of clause (d) of sub-section (6) of section 149,-
- (i) is indebted to the company, its holding, subsidiary or associate company or their promoters, or directors; or
  - (ii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for an amount of fifty lakhs rupees, at any time during the two immediately preceding financial years or during the current financial year.

Place:  
Date:

Signature:  
Name:  
Designation:  
DIN:

**Annexure E**

**Performance Review of .....Executive / Non-Executive / Independent Directors of the Corporation during the meeting held on.....**

**GENERAL INFORMATION**

I.	Name of Director	
II.	Age (Date of Birth)	
III.	Category of Director	
IV.	Tenure in LIC of India / Since When	
V.	Date of Completion of Tenure	

VI.	Committee Memberships	
	Name of the Committee	Member / Chairman

**ANNUAL PERFORMANCE EVALUATION (FY 2021-2022)**

**1. Position of Attendance in Board / Committee Meetings during the Review Period (from April ..... till March.....)**

Name of Board / Committee	Number of Meetings held	Number of Meetings attended

**2. Constructive and Active Participation in Meetings and exercising duties with due /reasonable care, skill and diligence and exercise of independent judgement**

- Grade: A (Excellent)
- Grade: B (Good)
- Grade: C (Average)

**3. Level of Contribution in Meetings deliberations in respect of matters falling under Director's expertise area**

Grade: A (Excellent)  
Grade: B (Good)  
Grade: C (Average)

4. Quality of Director's knowledge and familiarity with the business / operations of the Corporation

Grade: A (Excellent)  
Grade: B (Good)  
Grade: C (Average)

5. Whether the Director unfairly obstructs the functioning of an otherwise proper Board / Committee

Yes  
No

6. Director's ability to act within his Authority and in good faith to promote Corporation's objects, assists in protecting legitimate interests of the Corporation, Stakeholders, Employees, community and for protection of environment

Grade: A (Excellent)  
Grade: B (Good)  
Grade: C (Average)

7. Director's contribution to help protect Corporate Governance as well as compliance spirit during deliberations in the meetings.

Grade: A (Excellent)  
Grade: B (Good)  
Grade: C (Average)

8. Level of not disclosing Corporation's confidentiality including commercial secrets, Meetings' decisions / deliberations, Corporation's strategic plans, Unpublished Price Sensitive Information, etc.

Grade: A (Excellent)  
Grade: B (Good)  
Grade: C (Average)

9. Level of Disclosure of interest, transparency during deliberations in meetings, not involving in situations in which he may have direct / indirect interest that conflicts or possibly may conflict with Corporation's interests

Grade: A (Excellent)  
Grade: B (Good)  
Grade: C (Average)

10. Director's contribution to conduct himself with integrity and does not achieve or attempts to achieve any undue gain or advantage directly or indirectly from Corporation.

Grade: A (Excellent)

Grade: B (Good)  
Grade: C (Average)

11. Quality of conducting Meetings as chairman of committee(s), if any

Grade: A (Excellent)  
Grade: B (Good)  
Grade: C (Average)

12. Whether attended the General Meetings including Annual General Meeting of the Corporation.

Yes  
No  
Not Applicable

13. Relationship with other Directors of the Board

Grade: A (Excellent)  
Grade: B (Good)  
Grade: C (Average)

14. Whether the Director fulfills the criteria of the independence as specified in the Companies Act, and SEBI (LODR) Regulations,

15. Whether the Director is Independent from the Management

16. Comments justifying the evaluation and on the Performance of Shri.....

.....  
.....  
.....  
.....  
.....  
.....  
.....

Place	Chairperson
Date	Board of Directors / NRC / Independent Directors' Committee

Annexure F

Annual Declaration from the proposed/ existing Directors

Name of the Corporation: Life Insurance Corporation of India

Declaration and Undertaking by Director (with enclosures as appropriate as on .....)		
<b>I.</b>	<b>Personal details of Director</b>	
a.	Full Name	
b.	DIN	
c.	Date of Birth	
d.	Educational qualifications	
e.	Relevant Background, Knowledge and Experience	
f.	Permanent Address	
g.	Present Address	

**Directors' Qualification, Nomination, Appointment, Remuneration, Evaluation and Board Diversity Policy**

h.	E-mail Address/Telephone Number	
i.	Permanent Account Number under the Income Tax Act and name and address of Income Tax circle	
j.	Any other information relevant to Directorship of the Corporation	
<b>II.</b>	<b>Relevant relationships of Director</b>	
a.	List of relatives, if any, who are connected with the insurer ( Refer Section 2(77) of the Companies Act, 2013)	
b.	List of entities, if any, in which he/she is considered as being interested (Refer Section 184 of the Companies Act 2013)	
<b>III.</b>	<b>Records of professional achievements</b>	
a.	Relevant professional achievements	
b.	Whether the director was associated as director or officer with any entity that was wound up or that was penalized for violation of any law.	
<b>IV</b>	<b>Proceedings, if any, against the Director</b>	

**Directors' Qualification, Nomination, Appointment, Remuneration, Evaluation and Board Diversity Policy**

a.	If the director is a member of a professional association/ body, details of disciplinary action, if any, pending or commenced or resulting in conviction in the past against him/her or whether he/she has been banned from entry of at any profession/occupation at any time.	
b.	Details of prosecution, if any, pending or commenced or resulting in conviction in the past against the director and/or against any of the entries listed at II(b) above for violation of economic laws and regulations	
c.	Details of criminal prosecution, if any, pending or commenced or resulting in conviction in the last five years against the director	
d.	Whether the director attracts any of the disqualifications envisaged under Section 164 (2) (a) and (b) of the Companies Act, 2013?	
e.	Has the director or any of the entities at II (b) above been subject to any investigation at the instance of Government department or agency?	

**Directors' Qualification, Nomination, Appointment, Remuneration, Evaluation and Board Diversity Policy**

f.	Has the director at any time been found guilty of violation of rules/regulations/legislative requirements of customs/excise/income tax/foreign exchange/other revenue authorities? If so, give particulars	
g.	Whether the director has at any time come to the adverse notice of a regulator such as SEBI, RBI, MCA? If so, give particulars.	
h.	Any other explanation/information in regard to items I to III above and other information considered relevant for judging him/ her fit and proper compliance for directorship	
<b>V</b>	<b>Directorships or senior executive positions held by the director in other corporate bodies</b>	

**Undertaking**

I confirm that the above information is, to the best of my knowledge and belief, true and complete. I undertake to keep the insurer fully informed, as soon as possible, of all events which take place subsequent to my appointment which are relevant to the information provided above.

I also undertake to execute the deed of covenant required to be executed by the directors of the Corporation.

Place:

Signature of the Director

Date:



**Annexure G**

**FORM OF DEED OF COVENANTS WITH A DIRECTOR**

THIS DEED OF COVENANTS is made this \_\_\_\_ day of \_\_\_\_\_ between Life Insurance Corporation of India, having its registered office at Mumbai (Hereinafter called the 'Corporation') of the one part and Mr/Ms \_\_\_\_\_ of \_\_\_\_\_ (hereinafter called the 'Director') of the other part.

**WHEREAS**

A. The Director has been appointed as a Director on the Board of the Corporation (hereinafter called 'the Board') and is required as a term of his/her appointment to enter into a Deed of Covenants with the Corporation.

B. The Director has agreed to enter into this Deed of Covenants, which has been approved by the Board, pursuant to his said terms of appointment.

**NOW IT IS HEREBY AGREED AND THIS DEED OF COVENANTS WITNESSETH AS FOLLOWS:**

1) The Director acknowledges that his/her appointment as Director on the Board of the Corporation is subject to applicable laws and regulations and the provisions of this Deed of Covenants.

**2) The Director covenants with the Corporation that:**

i) The Director shall disclose to the Board the nature of his/her interest, direct or indirect, if he/she has any interest in or is concerned with a contract or arrangement or any proposed contract or arrangement entered into or to be entered into between the Corporation and any other person, immediately upon becoming aware of the same or at meeting of the Board at which the question of entering into such contract or arrangement is taken into consideration or if the Director was not at the date of that meeting concerned or interested in such proposed contract or arrangement, then at the first meeting of the Board held after he/she becomes so concerned or interested and in case of any other contract or arrangement, the required disclosure shall be made at the first meeting of the Board held after the Director becomes concerned or interested in the contract or arrangement.

ii) The Director shall disclose by general notice to the Board his/her other Directorships, his/her memberships of bodies corporate, his/her interest in other entities and his/her interest as a partner or proprietor of firms and shall keep the Board apprised of all changes therein.

iii) The Director shall provide to the Corporation a list of his/her relatives as defined in the Companies Act, 2013 and to the extent the Director is aware of Directorships and interests of such relatives in other bodies corporate, firms and other entities.

iv) The Director shall in carrying on his/her duties as Director of the Corporation:

- a) use such degree of skill as may be reasonable to expect from a person with his/her knowledge or experience;
- b) in the performance of his/her duties, take such care as he/she might be reasonably expected to take on his/her own behalf and exercise any power vested in him/her in good faith and in the interest of the Corporation;
- c) shall keep himself/herself informed about the business, activities and financial status of the Corporation to the extent disclosed to him/her;
- d) attend meetings of the Board and Committees thereof (collectively for the sake of brevity hereinafter referred to as ' Board ') with fair regularity and conscientiously fulfill his/her obligations as Director of the Corporation;
- e) shall not seek to influence any decision of the Board for any consideration other than in the interests of the Corporation;
- f) shall bring independent judgment to bear on all matters affecting the Corporation brought before the Board including but not limited to statutory compliances, performance reviews, compliances with internal control systems and procedures, key executive appointments and standards of conduct;

- g) shall in exercise of his/her judgment in matters brought before the Board or entrusted to him/her by the Board be free from any business or other relationship which could materially interfere with the exercise of his/her independent judgment; and
- h) shall express his/her views and opinions at Board meetings without any fear or favour and without any influence on exercise of his/her independent judgment;
- v) The Director shall have:
  - a) fiduciary duty to act in good faith and in the interests of the Corporation and not for any collateral purpose;
  - b) duty to act only within the powers as laid down by the Corporation's and by applicable laws and regulations; and
  - c) duty to acquire proper understanding of the business of the Corporation.
- vi) The Director shall:
  - a) not evade responsibility in regard to matters entrusted to him/her by the Board;
  - b) not interfere in the performance of their duties by the whole-time Directors and other officers of the Corporation and wherever the Director has reasons to believe otherwise, he/she shall forthwith disclose his/her concerns to the Board; and
  - c) not make improper use of information disclosed to him/her as a member of the Board for his/her or someone else's advantage or benefit and shall use the information disclosed to him/her by the Corporation in his/her capacity as Director of the Corporation only for the purposes of performance of his/her duties as a Director and not for any other purpose.
- 3) The Corporation covenants with the Director that:**
  - i) the Corporation shall apprise the Director about:
    - a) Board procedures including identification of legal and other duties of Director and required compliances with statutory obligations;
    - b) control systems and procedures;
    - c) voting rights at Board meetings including matters in which Director should not participate because of his/her interest, direct or indirect therein;
    - d) corporate policies and procedures;
    - e) insider dealing restrictions;
    - f) constitution of, delegation of authority to and terms of reference of various committees

constituted by the Board;

g) appointments of Senior Executives and their authority;

h) remuneration policy,

i) deliberations of committees of the Board, and

j) communicate any changes in policies, procedures, control systems, applicable regulations of the Corporation, delegation of authority, Senior Executives, etc. and appoint the compliance officer who shall be responsible for all statutory and legal compliance.

ii) the Corporation shall disclose and provide to the Board including the Director all information which is reasonably required for them to carry out their functions and duties as a Directors of the Corporation and to take informed decisions in respect of matters brought before the Board for its consideration or entrusted to the Director by the Board or any committee thereof; The Corporation shall provide training on an on-going basis to enable the directors to discharge their role effectively.

iii) the disclosures to be made by the Corporation to the Directors shall include but not be limited to the following:

a) all relevant information for taking informed decisions in respect of matters brought before the Board;

b) Corporation's strategic and business plans and forecasts;

c) organizational structure of the Corporation and delegation of authority,

d) corporate and management controls and systems including procedures;

e) economic features and marketing environment,

f) information and updates as appropriate on Corporation's products;

g) information and updates on major expenditure;

h) periodic reviews of performance of the Corporation; and

i) report periodically about implementation of strategic initiatives and plans;

iv) the Corporation shall communicate outcome of Board deliberations to Directors and concerned personnel and prepare and circulate the draft minutes of the meeting of Board to Directors in a timely manner and to the extent possible within fifteen days of the date of conclusion of the Board meeting; and

v) advise the Director about the levels of authority delegated in matters placed before the Board.

- 4) The Corporation shall provide to the Director periodic reports on the functioning of internal control system including effectiveness thereof.
- 5) The Corporation shall appoint a compliance officer who shall be a Senior Executive for reporting to the Board/respective Committees of the Board and be responsible for setting forth a framework on compliance responsibility and for implementation thereof. He/she shall also monitor adherence to the applicable laws and regulations and policies and procedures including but not limited to directions of Insurance Regulatory and Development Authority and other concerned statutory and governmental authorities.
- 6) The Director shall not assign, transfer, sublet or encumber his/her office and his/her rights and obligations as Director of the Corporation to any third party provided that nothing herein contained shall be construed to prohibit delegation of any authority, power, function or delegation by the Board or any committee thereof subject to applicable laws and regulations of the Corporation.
- 7) The failure on the part of either party hereto to perform, discharge, observe or comply with any obligation or duty shall not be deemed to be a waiver thereof nor shall it operate as a bar to the performance, observance, discharge or compliance thereof at any time or times thereafter.
- 8) Any and all amendments and/or supplements and/or alterations to this Deed of Covenants shall be valid and effectual only if in writing and signed by the Director and the duly authorized representative of the Corporation.
- 9) This Deed of Covenants has been executed in duplicate and both the copies shall be deemed to be originals.

IN WITNESS WHEREOF THE PARTIES HAVE DULY EXECUTED THIS AGREEMENT ON THE DAY, MONTH AND YEAR FIRST ABOVE WRITTEN.

**For the Corporation**

Witness:

**Director Name:**

Signed and delivered

Witness:

Annexure H

Form 1

Notice of Interest by Director

[Pursuant to Rule 6 of Life Insurance Corporation (General) Rules, 1956]

To  
The Board of Directors,  
LIC of India,  
Yogakshema,  
Jeevan Bima Marg,  
Mumbai - 400021

Dear Sir(s)

I, ....., son/daughter/spouse of  
....., resident of .....,  
being a director of the Corporation hereby give notice of my interest or concern in the following  
bodies corporate:—

S No	Name of the body corporate	Nature of interest or concern/ change in interest or concern	Shareholding	Date on which interest or concern arose / changed

**Note:** "Body corporate" includes a company, a body corporate as defined under clause (11) of section 2 of the Companies Act, a firm, a financial institution or a scheduled bank or a public sector enterprise established or constituted by or under any Central Act or State Act, and any other incorporated association of persons or body of individuals.

Place:

Date:

Signature

Managing Director/Director/Chairperson/ Chief Executive

**Annexure I**

**Disclosure of details of Relatives**

<b>_Sr. No.</b>	<b>Relationship</b>	<b>Full Name</b>	<b>Occupation of Relative</b>	<b>PAN Number / other identification number</b>	<b>Entities in which the relative is a self-proprietor / partner or Member/ Director of a Pvt Company</b>	<b>Entities in which the director together with his relative(s) holds more than 2% of the paid up share capital of a public limited company of which the director is also a director.</b>
1	Self					
2	Spouse					
3	Father (including step father)					
4	Mother (including step mother)					
5	Son (including step son)					
6	Son's wife					
7	Daughter					

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8	Daughter's husband					
9	Brother (including step brother)					
10	Sister (including step sister)					

Place:

Date:

Signature:

Name:

Designation:

DIN:



**Annexure J**  
**Committee positions held by the Director in other companies**

(To be furnished by the Directors for reporting the appointment / cessation as a member / Chairman in committees of Board of other companies)

To  
The Board of Directors,  
LIC of India,  
Yogakshema,  
Jeevan Bima Marg,  
Mumbai - 400021

I hereby give notice that as on date I am a member / Chairman of the Audit Committee and / or Stakeholders' Relationship Committee of Public Limited Companies mentioned below:

Sr No	Name of Company	Audit Committee / Stakeholders' Relationship Committee	Chairman / Member	Date of Appointment	Date of cessation

Place:  
Date:

Signature:  
Name:  
Designation:  
DIN:

**Annexure K**

Disclosure to the Board of Directors regarding number of shares and convertible instruments held by ..... Directors in LIC of India

To  
The Board of Directors,  
LIC of India,  
Yogakshema,  
Jeevan Bima Marg,  
Mumbai - 400021

I hereby give notice that as at March 31<sup>st</sup>, ..... I hold the shares and convertible instruments as follows:

**Part A  
Particulars of shareholding in LIC of India**

<b>Sr No</b>	<b>Number of shares held and aggregate value</b>	<b>Date of acquisition</b>

**Part B  
Particulars of Bonds / Debentures/ Convertible instruments issued by LIC of India**

<b>Sr No</b>	<b>Number of convertible instruments and aggregate value</b>	<b>Date of acquisition</b>

Place:  
Date:

Signature:  
Name:  
Designation:  
DIN:

**Annexure L**

**Declaration on Related Party Transactions**

It is hereby declared that the Related Party Transactions in the nature of various insurance services availed / being availed / to be availed, if any, from LIC of India by myself and / or my relatives, are entered / would be entered, in the routine manner, in the ordinary course of business, on an arm's length basis and in line with the applicable policies / guidelines/ regulations on the subject, for the time being in force. This declaration for FY ..... is submitted for the purpose of obtaining necessary approval of the Audit Committee Meeting of LIC of India.

Place:

Signature:

Date:

Name:

Designation:

DIN:

**Annexure M**

To  
The Board of Directors,  
LIC of India,  
Yogakshema,  
Jeevan Bima Marg,  
Mumbai - 400021

Dear Sir,

In compliance with the provisions of Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I....., Director of LIC of India do hereby affirm compliance with the General Code of Conduct and Ethics formulated by the Board of LIC of India for its Directors, Officers and Employees.

Place:  
Date:

Signature:  
Name:  
Designation:  
DIN:

**Annexure N**

**Annual Declaration of Holding in Securities (Shares of LIC of India)  
(to be given by the Designated Person annually as on March 31)**

The Compliance Officer,

LIC of India, Mumbai.

**I. Statement of Shareholdings / Securities of Designated Person**

Name & Residential Address	PAN No	Holding		Folio No / Client ID & DP ID
		No of Securities held as on April 01, ..... / Date of Joining	No of Securities held as on March 31, .....	

**II Details of Securities held by Immediate Relatives**

Name & Residential Address	PAN No	Holding		Folio No / Client ID & DP ID
		No of Securities held as on April 01, ..... / Date of Joining	No of Securities held as on March 31, .....	

\*PAN and Residential Address to be mandatorily filled in

\*\*LIC's shares, if any, as on April 1, 2020 and March 31, 2021 to be mandatorily filled in

\*\*\*Names and PAN of spouse is mandatory. Details of parents, siblings and children shall be provided if they are either dependent financially or consults the designated person in taking decisions relating to trading in securities.

**III Additional Details**

Phone, mobile and cell numbers used by / in the name of the Designated Person	
Educational Institution from which the Designated Person has graduated	
Names of Past Employers of Designated Person, if any	

I declare that the above information is correct and further I or my immediate relative, if any, have complied with SEBI (Prohibition of Insider Trading) Regulations, 2015 w.r.t. derivative transactions also.

Place:

Date:

Signature:

Name:

Designation:

DIN:

Note: A "Nil" Report shall be furnished in case no securities are held by the Designated Person or his/ her immediate relative.