

Directors' Report

To,
The Members of
SBI Life Insurance Company Limited

The Directors are pleased to present the 23rd Annual Report of SBI Life Insurance Company Limited ("SBI Life" or "the Company") along with the audited financial statements for the financial year ended March 31, 2023.

1. Financial Performance and State of Companies Affairs

The Company witnessed a growth and consistent performance in FY 2023. The key parameters of the Company are as follows:

(₹ billion)

Business Performance	FY 2023	FY 2022
Gross Written Premium (GWP)	673.16	587.60
- New Business Premium (NBP)	295.89	254.57
- Renewal Premium (RP)	377.27	333.02
Annualised Premium Equivalent (APE)	168.15	142.98
Individual Rated Premium (IRP)	152.19	128.72
Total Protection NBP (Individual + Group)	36.36	30.52

The Company has maintained its private market leadership in Individual Rated Premium with 22.3% private market share. The Gross Written Premium (GWP) has increased by 15% to ₹ 673.16 billion due to increase in New Business Premium (NBP) by 16% to ₹ 295.89 billion and Renewal Premium by 13% to ₹ 377.27 billion.

Individual Rated premium (IRP) has increased by 18% to ₹ 152.19 billion and APE has increased by 18% to ₹ 168.15 billion.

The Protection New Business Premium has increased by 19% to ₹ 36.36 billion due to increase in credit life business by 23%.

(₹ billion)

Profitability and Financial Performance	FY 2023	FY 2022
Assets under Management (AUM)	3,073.39	2,674.09
Net worth	130.16	116.21
Indian Embedded Value (IEV)	460.44	396.25
Value of New Business (VoNB)	50.67	37.04
New Business Margin (VoNB Margin)	30.1%	25.9%
Profit/(Loss) after taxation (PAT)	17.21	15.06
Earnings per equity share (EPS) Basic/Diluted	17.19/17.18	15.06/15.04

- Assets under Management grew by 15% ₹ 3.1 trillion with debt-equity mix of 71:29.
- The Company's profit after tax has increased by 14% to ₹ 17.21 billion
- Indian Embedded Value stands at ₹ 460.44 billion with growth of 16%
- Value of New Business grew by 37% to ₹ 50.67 billion leading to an increase in value of new business margin from 25.9% to 30.1%.

Key ratios	FY 2023	FY 2022
Operating expense ratio	5.1%	5.1%
Commission ratio ⁵	4.5%	3.7%
Total cost ratio*	9.6%	8.8%
Claim Settlement ratio (Individual)	97.05%	97.05%
Solvency ratio	2.15	2.05
Persistency ratio (premium basis)^		
13 th month	85.52%	85.18%
37 th month	74.51%	72.15%
61 st month	55.60%	49.48%
Return on equity	14.0%	13.7%

⁵Commission ratio = Commission (including rewards)/Gross Written Premium (GWP)

*Total Cost = Operating expenses + Commission + Provision for doubtful debt + Bad debts written off

^Persistency ratio based on regular premium/limited premium payment under Individual category

- The operating expense ratio (Operating Expense to GWP) stands at 5.1%.
- The commission ratio has increased from 3.7% to 4.5% mainly due to increase in commission on first year premium and single premium.
- Individual death claim settlement ratio stands at 97.05%
- Solvency ratio of the Company stands at 2.15 as against the regulatory requirement of 1.50 indicating the strong and stable financial health of the Company.
- 13th month persistency ratio stands at 85.52%. Further, the 37th month and 61st month persistency (based on premium considering Regular Premium/Limited Premium payment under individual category) has shown strong growth by 236 bps and 612 bps respectively due to our focus on improving the quality of business and customer retention.
- Return on equity has increased from 13.7% to 14.0%.

• **Distribution reach**

The robust distribution network is key to success of the Company which ensures that products and services provided by the Company reaches target customers in the cost-efficient manner. The Company aims at targeting underpenetrated market through expansion of its distribution reach by opening up of new offices, quality recruitments and new business partnerships.

As at March 31, 2023, the Company has 992 offices, 2,08,774 Insurance Advisors (IAs) and 58,723 Certified Insurance Facilitators (CIFs) across the country.

• **Distribution Mix**

During the year, the Company has collected New Business Premium of ₹ 295.89 billion, comprising of ₹ 178.30 billion from 'Bancassurance' which represents company's largest distribution network, ₹ 54.89 billion from Retail Agency and ₹ 62.69 billion from other distribution channel which includes direct sales, sales by corporate agents, brokers, micro agents, common service centres (CSC), insurance marketing firms (IMFs) and Web aggregators.

The Company's direct sales primarily comprise sale of group products, as well as standardised individual products sold through online offerings.

2. Industry and Company Outlook

The world outlook has changed significantly since 2021. After navigating the COVID-19 pandemic, the global economy faces several challenges including continuing supply chain bottlenecks, the Ukraine-Russia conflict, an energy crisis and high inflation.

As per Swiss Re report, India is one of the fastest growing insurance markets in the world, and it is estimated to be the sixth largest by 2032. Further, it is estimated that total insurance premiums will grow on average by 14% annually in nominal local currency terms (9% per annum in real terms) over the next decade.

The recent regulatory developments and digitalisation should support insurance market sector growth. A series of regulations are being introduced to improve insurance penetration, increase capital inflow, improve valuation, and facilitate the entry of small, specialised and niche players.

Reinvention will be a central strategic driver for insurers and there will be growing opportunities to expand portfolio across health and wealth protection products, leading to further industry convergence. Prevention-oriented products and services will become increasingly popular for insurers.

The key areas on which insurers need focus as they prepare for the future:

- **Grow and innovate** by reimagining the role of insurance in customers' lives, as well as the technology needed to serve them wherever they are.
- **Modernise technology** to streamline legacy systems and transform claims and underwriting.
- **Invest in the future workforce** by optimising talent, planning for new ways of working and using human and machine capabilities for the best result.
- **Imagine the metaverse** and how that can transform the way insurance companies run their internal processes and engage with their clients.
- **Promote sustainability** across every aspect of the business.

In coming years, the insurance industry will be poised for strong growth owing to the positive changes in the macroeconomy and competitive dynamics. The most crucial change may be changes in customer behaviours and technological landscape. The Company is well positioned to capitalise on the emerging opportunities, backed by a favourable regulatory environment and government policy support in order to increase the insurance penetration with the help of its expansive and robust distribution network.

Regulatory update:

IRDAI (Payment of Commission) Regulations, 2023

Commission includes remuneration, reward by whatever name called paid by an Insurer to an Insurance Agent, Intermediary, Insurance Intermediary as applicable.

IRDAI removed the maximum commission limits specified in the erstwhile regulations.

The Regulations prescribed that the total amount of commission payable shall not exceed the EoM limits

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specified under IRDAI (Expense of Management of Insurers transacting Life Insurance Business) Regulation, 2023.

IRDAI (Expenses of Management of Insurers transacting Life Insurance Business) Regulations, 2023

"Expenses of Management" includes (i) all expenses in the nature of operating expenses of life insurance business, (ii) commission to insurance agents, and intermediaries' /insurance intermediaries, and (iii) commission and expenses on inward reinsurance (which are charged to Revenue Account). The definition excludes any charges, such as GST.

The EOM Regulations provides that the expenses of management (EOM) should not exceed the limits specified in respect of various segments of business during a financial year. IRDAI has allowed an Insurer to incur "Additional Allowable Expenses" over and above the EOM limit towards:

- Expenses incurred towards Rural sector, PMJJBY and other schemes notified, up to 15% of the incremental premium over the previous year
- Insurance Awareness and Insure-tech expenses
- Head office expenses for Indian insurers having branch outside India or having International Financial Service Centre Insurance (IFSC) or Insurance Office (IIO).

The Company is required to monitor expenses of management of the Participating policies on an overall or aggregate basis. Where the Company has exceeded the overall limits of expenses of management, excess of such expenses shall be borne by the Shareholders.

Further, the Company is required to monitor expenses of management of Non-participating and Linked policies on overall or aggregated basis, the excess of such expenses shall be borne by the shareholders.

Board approved business plan to be put in place specifying projected capital requirement, solvency margin and expenditure projections.

Use & file (U&F) procedure for life insurance products & riders

IRDAI expanded the scope of Use & File procedure for Life Insurance product allowing launch of new products from allowing certain specified modifications previously.

Board approved Product Management Committee (PMC) to be constituted which shall review and approve the products/rider in line with Board Approved Products Management & Pricing Policy, under Use & File procedure.

IRDAI has specified category wise conditions for filling new products/riders under Use & File along with procedures for modifying existing products and riders

This amendment will facilitate industry in responding faster to the emerging needs, in terms of designing and pricing of Insurance Products.

Revision of premium rates of Pradhan Mantri Jeevan Jyoti Bima Yojana (PMJJBY) and Pradhan Mantri Suraksha Bima Yojana (PMSBY) and Revised enrolment and claim forms for PMJJBY and PMSBY

Department of Financial Services, Ministry of Finance has revised the premium rates of PMJJBY scheme from ₹ 330 per annum to ₹ 436 per annum.

3. COVID 19

The Company conducts experience analysis (including death due to Covid) on regular basis to monitor the emerging experience and undertakes various measures in order to mitigate any potential risks arising out of the experience.

4. Dividend & Dividend Distribution Policy

The Board of Directors of the Company at its meeting held on March 8, 2023 has declared an interim dividend of ₹ 2.50 per equity share with face value of ₹ 10 each (previous year ended March 31, 2022, interim dividend of ₹ 2.00 per equity share with face value of ₹ 10 each). The total interim dividend pay-out amounts to ₹ 2.50 billion. No final dividend is recommended for the year ended March 31, 2023 and the said interim dividend declared is to be confirmed as final dividend.

In terms of Regulation 43A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the Dividend Distribution Policy of the Company is disclosed on the website <https://www.sbilife.co.in/en/about-us/investor-relations>

The Company has uploaded the details of unpaid and unclaimed dividend on the Company's website: <https://www.sbilife.co.in/en/about-us/investor-relations>

5. Capital and Shareholding

During the year there was no fresh capital infusion by the promoter in the Company. The authorised share capital and paid up share capital of the Company stands at ₹ 20.00 billion and ₹ 10.01 billion respectively. The shareholding pattern during the year under review is in compliance with the statutory requirement. The shareholding pattern is provided as a part of Form No. MGT-9 which is annexed to this Report and under Schedule – 5A which forms part of the Financial Statement.

During the year, the Company has allotted 5,24,197 Equity shares on exercise of certain stock options granted under SBI Life Employees Stock Option Scheme 2018 ('the Scheme' or 'ESOS 2018').

6. Deposits

During the year under review, the Company has not accepted any deposits from the public as per Section 73

of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (as amended).

7. Awards & Recognitions

The Company has received various awards during the year across brand management, technology, CSR initiatives etc. Brief highlight of some of the major awards are mentioned below:

- Gold Award in Environment Protection Initiative of the Year at Integrated Health & Wellness (IHW) Annual Awards
- Golden Peacock Awards for Risk Management
- Silver Honour for Multichannel Marketing Category for 'Papa Hai Na: Sumit ke Papa campaign' at Adgully DIGIX Awards 2022
- Silver Honour for Financial Immunity Survey 2.0 at Adgully DATAMATIX Awards 2022
- Most Innovative Risk Management Strategy of the Year and Risk Management Team of the Year (Runner-up) at 4th CRO Leadership Summit and Awards 2022
- Most Trusted Private Life Insurance Company of the Year at 2nd edition of Navabharat BFSI Conclave and Awards 2022
- Overall Achievement (Life Insurance) and Highest Growth (Life Insurance) by ASSOCHAM 14th Global Insurance Summit and Awards 2022
- Gold Medal- Team of the Year and Silver Medal- Best Induction Training Program at TISS LEAPVAULT CLO Awards 2022
- Amiable Insurer in Life Insurance-Large Category at The Economic Times Insurance Summit
- Best Life Insurance Company of the Year' (1st Runner Up) and Best Strategies for Insurance Spreading (2nd Runner Up) at 3rd Emerging Asia Conclave & Awards 2021

As we work to deliver performance with purpose, we are proud that numerous organisations have recognised our efforts and achievements. These awards demonstrate the Company's commitment to achieve excellence, across all spheres of its activities and operations.

8. Products

SBI Life has a wide range of products catering to various customer needs in the life, health, pension & micro-insurance segments. These products are customer centric, simple to understand and have competitive features.

To maintain its competitive edge in the market, the Company has reviewed and modified following existing products (individual and group) during the financial year 2022-23:

1. SBI Life – Smart Swadhan Plus
2. SBI Life – New Smart Samridhhi

3. SBI Life – Smart Annuity Plus
4. SBI Life – Swarna Jeevan Plus
5. SBI Life – Saral Jeevan Bima
6. SBI Life – Smart Platina Plus
7. SBI Life – Saral Pension

The product SBI Life – Smart Swadhan Plus and SBI Life – Saral Jeevan Bima were modified to add new distribution channel.

The product SBI Life – New Smart Samridhhi was modified to increase the range of sum assured offered, reduce the minimum entry age and to pass on the benefit of current economic scenario to customers by enhancing the benefits under the product.

The products, SBI Life – Smart Annuity Plus, SBI Life – Swarna Jeevan Plus, the standard Individual Immediate annuity product SBI Life – Saral Pension and SBI Life – Smart Platina Plus were mainly modified in view of the changing interest rate scenario.

The Company also launched five new products considering the business requirement

The following new products were launched during the financial year 2022-23:

1. SBI Life – Smart Annuity Plus
2. SBI Life – Retire Smart Plus
3. SBI Life – Smart Lifetime Saver
4. SBI Life – Group Micro Shield – SP
5. SBI Life – Group Micro Shield

SBI Life Smart Annuity Plus is an Individual, Non-linked, Non-Participating general annuity product, offers immediate/deferred annuities to individual(s), who wish to purchase annuity through product conversion or who wish to get regular income throughout their lifetime.

SBI Life Retire Smart Plus is an Individual, Unit Linked, Non-Participating pension savings product, offers range of fund options.

SBI Life – Smart Lifetime Saver is an individual, Non-Linked, Participating (PAR) Whole of Life Insurance savings product, offers guaranteed and non-guaranteed benefits throughout the term of the policy.

SBI Life - Group Micro Shield – SP and SBI Life - Group Micro Shield are Non-linked, Non-participating, long term and one-year renewable Group term micro life insurance products respectively.

9. Customer and Partner Service Enablement for business growth

The Company strives continuously to achieve and reach new heights of performance by bringing new ideas with an intention to improve, customise and stay relevant. Therefore, in the present digital world, it is very essential to empower both, the company and its stakeholders digitally.

Focus on building robust work systems, continual process improvements and thrust on digitisation and automation

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continues with an aim to enhancing customer experience, improving efficiencies, reducing costs and maximise value creation to all stakeholders.

The technologies like Artificial Intelligence (AI) and Machine Learning (ML) have helped in the implementation of automation of tasks which have large amount of data and are repetitive in nature. This has helped reduce the time in processing of activities and helped in reducing manual work.

The Company has also played its part in preservation of the environment by sourcing 99% of its Individual applications and processing ~ 49% of its servicing requests digitally thereby reducing paper use and our overall carbon footprint.

These process improvements and efficiencies developed have been benchmarked and have stood tall against the industry best practices. Our winning of some of the most reputed performance excellence awards including the Indian Merchant Chamber's Ramkrishna Bajaj National Quality Award 2022, the recognition of 5 of our processes as best practices in the IMC MQH Best Practices competition 2022 and winning of the Golden Peacock innovative service trophy for the surrender prevention tool are an acknowledgement of the progress made. Further, all of our Central and branch operations are ISO 9001:2015 certified.

The details of major activities undertaken by various departments are highlighted below:

- **Growing Capacity and Process Efficiency**

We are happy to report that, in the year under review, your company has been able to handle significant transaction volumes with utmost efficiency.

During the year, 21.97 Lakhs Individual Policies were issued with an increase of 14%

Lives covered under Group Insurance Products as below:

- During the year, 1.84 crores lives covered under Group insurance policies with an increase of 35%.
- As on March 31, 2023, the total active lives for servicing under all Group products has reached 4.36 crores with an increase of ~ 26% in active lives over FY 22.
- Under Pradhan Mantri Jeevan Jyoti Bima Yojana (PMJJBY), we ended FY 2023 by covering over 1.53 crore new lives and increasing the total active lives covered to more than 3.42 crore.

Renewal Premium of ₹ 37,727 Cr has been collected in FY 2023 registering a growth of 13% over FY 2022. Individual renewal business contributes 96.5% of the total renewal business.

Benefits net of reinsurance is ₹ 30,090 Cr in FY 2023.

13.58 Lakh incoming telephonic interactions and 19.59 Lakh customer queries were handled.

- **Customer Engagement, Retention & Persistency management**

The financial strength and stability of an Insurance Company lies in the strength of its renewals. Improvement in collection reflects our customers' trust on our Brand. Higher Customer retention leads to continued growth & profitability.

It gives an insight into what the customer feels about the product, the company and its services rendered. This is also an important parameter in assessing the persistency. This also gives the company a view of how long the customer might stay with the company and keep on paying their premiums regularly.

All three key facets which help improve customer stickiness, loyalty and persistency are focused upon

- Customer Engagement
- Renewal collections and persistency
- Controlling exits through surrender and lapse control

Customer Engagement

We have taken various measures to ensure a long-term relationship with customers and mechanisms devised to enhance the Customers' overall experience and engagement such as personalised product videos, ongoing engagement calls, enhanced customer communication through various communication system, awareness campaign etc.

Customer Retention

Retention of policies needs to be tracked continuously and very closely with an aim to prevent exits at all stages. Policies which are not getting paid on the due date or within the grace period and policies which are moving into lapsed status on account of non-payment of premium are very important from a customer retention perspective. The customer retention is ensured by implementing lapsation control and surrender prevention measures through revival campaign, customer awareness campaign.

Customer Support & Service Delivery

The customer support and service delivery is ensured via optimised touchpoints such as customer contact care, self-service channels, smart care customer portal, WhatsApp service, Chabot, intermediaries assisted services etc.

Claims settlement

In an era with little differentiation in terms of product offerings, we have been able to use our efficiency and simplified claims processes to effectively differentiate our services from the competitors.

Owing to the continual process improvements, we have been able to register a total claim settlement ratio of 98.39% (against 97.20% in FY 22). Individual claim settlement ratio stands at 97.05%.

During the year, we have launched the Bima Sahayak program, an initiative aimed at assisting our claimants in getting their claims settled in the minimum possible time without requiring to submit multiple requirements. This initiative has been recognized as a best practice by the Indian Merchant Chamber under their MQH Best Practices competition 2022.

- **Process Quality Excellence & Risk Mitigation**

Robust Quality assurance framework has been put in place to monitor the quality of data and processes across the spectrum of functions and transactional systems to ensure accuracy and mitigate operational risks.

Process Quality

- Monitor key financial transactions to ensure correctness of payments and prevent financial loss due to data errors and/or application logic gaps
- Monitor other key operational processes for quality and consistency of execution and generate proactive alerts about gaps found
- Monitor accuracy of automated processes in the Policy Management System (PMS)
- Develop automated and tech tools to improve the efficiency, effectiveness and scalability of the quality monitoring processes

Data Quality

- Monitoring Framework to continuously monitor the correctness, integrity and consistency of data and records generated by the core policy management system and the peripheral transactional systems.

- **Grievance Redressal**

Improvement of the effectiveness and efficiency of the grievance redressal mechanism has been a constant focus of the Company along with an endeavour to ensure approachability and quick, fair, equitable & satisfactory resolution of customer queries and complaints.

Despite a significant increase of over 14.26% in the number of new policies issued in FY 2023, the ratio of customer grievances to issuance has been maintained at levels which are amongst the best in the industry. For FY 2023 it stood at 0.20%, a marginal increase of 0.01% over FY 2022.

Many steps to empower the employees and improve the Query/Complaint handling skills thus enabling

them to provide efficient and effective resolutions have been taken in the year. The key initiatives are:

- Constantly upgrading our Portals and Digital Tools for Customer Relationship Management (CRM) such as CRM Next to improve our processes
- A web-based, real-time integration of Parivartan Module with our CRM Next Module has also been established.
- Integration of CRM Module with the SBI CRM
- Integration of CRM with Bima Bharosa Portal

- **Onboarding**

Revamping of Insta PIV

Insta PIV has been enhanced to include a new user interface incorporating multiple features such as audio – voice over, face detection and Liveliness check, Proximity to camera, Product Benefit & customer's Personal description, option to enter dis-agreement comments on important screens, consent of the customer is recorded in every screen, Interactive PDFs are available in 14 languages etc.

Increased adoption of e Insurance Accounts (eIA)

Dematerialisation of policies is beneficial to both the customer and organisation. The customer is able to get quick access to their policy document on their fingertips without having to wait for the actual physical delivery of their document. The Company has popularised this digital initiative and has increased eIA adoption from 12.96% in FY 2022 to 60.93% in FY 2023.

- **Payout Processing**

Integration of Payout Modules

Several policy payouts were integrated into the systems to ensure smooth and faster settlements with efficiency and accuracy. This has helped us to manage increased volumes. Also, enhancements were done in the existing payout systems to ensure better risk mitigation.

10. Information Technology

As per the recent trends, FY23 has seen major enhancements in the digital footprints and improved agility in the IT landscape. Some of the highlights include the Voice BOT for renewal calling, Robotic Process Automation (RPA), end point posture checks for Virtual Desktop Infrastructure (VDI) & Virtual Private Network (VPN) and augmented capacity of compute, storage and bandwidth to support ever growing business volumes.

The improved digital tools and intuitive popularised have played a significant role in enhancing the experience of, both, our internal and external customers. We have progressively enhanced the capacity and capabilities of our technology infrastructure that has consistently

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improved the availability of systems and applications for the business.

Some of the improvements implemented during the year under review are listed below:

A. Infrastructure

• **Wide Area Network (WAN)**

SD-WAN technology implementation has been started to replace tradition WAN connectivity with software defined WAN technology to reap benefit of new WAN technology to extend best application performance to branch users. This will also help in adoption of cloud in future.

• **Security Initiatives**

a. **Security Operation Centre (SOC):**

During the year the company have further strengthened the existing, state of art, SOC to monitor 24x7 all critical IT devices, websites, mobile applications and other domains, owned or used by the company.

SOC monitors all applications and related infrastructure devices for security alerts - technology based on machine learning/ artificial intelligence, data analytics, threat intelligence, anticipation and analytics with threat hunting, network behaviour and user behaviour. SOC has the capability to quickly identify and detect cyber threats.

Brand protection services for Internet facing websites, mobile application and social media handles are in operation. Dark Web is monitored for SBI Life contents with Intelligence Feed and action based on Incident.

Deception & decoy technology is providing a layer of protection to stop attackers who have penetrated the network level up to traps (decoy) IT asset

b. **Database Activity Monitoring (DAM):**

DAM is implemented in all the databases to monitor the access and the queries that executed by the users/applications.

c. **Source Code Review:**

Source code review tool is implemented and integration with development team end systems carried out to ensure the codes moved to production are without any code level vulnerabilities.

d. **Mobile Device Management (MDM):**

Upgraded Unified Access Gateway environment for enhanced protection for

Mobile devices and application hosted over MDM

e. **Data Classification Tool:**

Data Classification tool is implemented to classify the files with appropriate label as per data governance policy.

f. **Endpoint Protection and Remediation:**

Antivirus, extended detection and response, website whitelist and device control policies are configured to safe guard company information asset.

g. **Cert-in compliance:**

Integrated all IT systems clock with Cert-in NTP clock server for having uniform time synchronism as per Cert-in guidelines.

h. **Email**

The company built strong and dedicated-email infrastructure with multi-mode of access such as webmail, client and mobile app. upgradation of the email system to the newest version has improved the security posture, speed of operations and provide improved features to end users.

B. Process Area

• **Customer Relationship Management (CRM) system:**

"CRM Next" is the core system providing 360-degree view of the customer, leading to better service across all touch-points. The application is upgraded to the latest version to take advantage of the additional features and led to improved customer service.

• **Aadhaar Masking Integration with all applications as per UIDAI and IRDAI regulations:**

In order to ensure the compliance with IRDA regulations, an 'AI' based Aadhaar number masking solution has been implemented and integrated with all the applications through which KYC documents are being collected.

• **Services for Digital Assignment - IRDAI Sandbox:**

The Company participated in a digital assignment project for loan offerings from other financial institutes against the company policies in partnering with CAMS.

• **Outbound Voice BOT for renewal calling:**

An AI based voice BOT has been introduced in FY23 for calling customers for renewal premium payment due reminders and the calling dispositions are updated in CRM for further follow-ups. The BOT also enables the customers to get a call back from the Contact Centre, in case the customers need any further assistance in paying their premium.

- **Account Aggregator Services:** Financial data aggregation is crucial to providing the best customer experience and service possible. Financial data aggregators provide the ability to provide more personalised services to the customers, fostering a more comprehensive and convenient system. The Company has successfully gone live in utilizing financial information from other financial institutes as FIU (Financial Information User) and providing financial information to other entities as FIP (Financial Information Provider)

- **WhatsApp BOT:** In line with journey of increased offerings on WhatsApp, a WhatsApp BOT for intermediaries has been introduced in this financial year to get real time updates on on-boarding statuses, pending requirements, etc.

The existing functionalities such as campaign for policy servicing and customer engagement has been further enhanced.

- **Bank Account Verification of customers:** Using penny drop service, the bank account details of the customer are verified during on-boarding and while doing payout. This is to ensure that the correct details are available for policy payouts.
- **Surrender Retention tool:** To help the front-line staff deal with queries on the policy fund growth and prevent surrender of the policy, a tool has been implemented. The tool provides the illustration with benefits that customer will gain by continuing the policy.
- **Online Integration of eIA Account:** e-Insurance Account number generation is provided on a real-time basis thus improving the TAT of processes linked to it.
- **QR code reader for death certificate:** This functionality is to scan the QR code available on the death certificates to verify the details that are mentioned on the death certificate. The functionality is made available in the image viewer application for the users to view the details that are fetched using the QR code scanner on real-time basis.
- **TPA Integration:** Real time intimation to TPA for various medicals to be conducted for respective clients through API based integration with TPA This helps in reducing the medical TAT.
- **Integration of early death claim model:** Improved Risk score version implemented in the New Business work flow for better risk management.

- **Robotic Process Automation, (RPA):** Utilisation of latest technology and solutions is an ongoing process to improve efficiency and efficacy. 380 tasks have been automated. We will continue to automate more processes in the coming years.

- **Mobile Solutions:**

Continuing the thrust from the previous year to adopt 'Go Digital', more than 99% of the Individual New Proposals are sourced through our Mobile Application – mConnect. Additional feature 'Account Aggregator' has been integrated with mConnect App to get account statement from respective banks during the proposal sourcing journey

- **Digital offering for our partners/distributors**

We have a ready set of digital platform bouquet including mobility and API (**Application Program Interface**) and it has been made available for quick integration and on-boarding of partners for new business and renewal premiums.

C. Business Intelligence and Reporting

The Company has various reporting and analytics platforms for strategic decision making and actionable for a wide range of users for real time activity tracking, repository and dashboard viewing etc. During the year following are the key implementations.

Analytics & Machine learning

- Re-trained Cross sell/Up sell Propensity model
- Re-trained Surrender & persistency models
- Real-time customer risk scoring based on industry benchmarks
- Real-time processing of fraudulent claim investigation model

D. Resilient Operations

To bring resilience to the company, especially after Covid, initiatives were taken to support the applications and to ensure continuity

- Upgraded Application Programme Interface (API) platform to latest technology for robust security, performance boost and scalability.
- Space management automated in all databases were ensured a minimum of 20% additional space to make them more resilient.
- Centralised application monitoring system along with dashboards has been setup to provide high visibility of any untoward incident that may lead to disruption of services. This has provided in-depth analysis and helped resolve before incidents take place.

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Initiated automation projects for quality assurance/ testing of the applications to help reduce the TAT in testing.

11. Investments

Equity markets gave good returns for the year amidst increased volatility across both domestic and international markets. Nifty was flat in FY 23 and gave a mild negative return of 0.6% for the year. Uncertainty in equity markets came with Federal Reserve rate hikes, massive inflation in developed markets, banking sector crises in US and Eurozone and some declining growth fundamentals as well. Higher imports as a result global crude oil, and commodity prices that shot up due to the Russia-Ukraine War and weaker exports growth amidst slowing growth in the DM regions widened the current account deficit. INR weakened by 8% to 82.18 owing to a stronger dollar as the Federal Reserve continued on its path of monetary tightening hiking by 500 bps.

Yield on 10-year Government of India Bond rose by 48 bps in the year from 6.83% to 7.31%. Markets reacted to the monetary policy tightening by RBI of around 250 bps amidst rising inflation and steady growth. The 10 Y bond yield touched 7.6% in the first half of FY 23, but yields later eased with policy tightening coming to an end, and oil price eased from \$115//bbl in May 2022 to \$80/bbl by December 2022.

The Assets under Management (AuM) of the Company has increased by 15% from ₹ 2,674.09 billion as on March 31, 2022 to ₹ 3,073.39 billion as at March 31, 2023. The debt equity mix of the AuM as on March 31, 2023 is 71:29.

The AuM was made up of ₹ 1440.83 billion of traditional funds (including shareholders') and ₹ 1,632.56 billion of unit linked funds. The unit linked portfolio majorly comprises of equity funds, bond funds and NAV guaranteed funds.

12. Persistency

Persistency is a critical indicator of business viability and brand success. During the FY 2023, the Company has witnessed 13% growth in Renewal Premium collection at ₹ 377.27 billion, which contributed to 56% of Gross Written Premium. The Company has continued to focus on renewals and has undertaken initiatives to improve persistency of its existing policies. The collection efficiency has helped improve the 13th month regular premium persistency to 85.52% and the 61st month regular premium persistency to 55.60% for Individual policies thus establishing the efficacy of our customer engagement and retention interventions. The independent Renewal Vertical is focusing on collection of renewal premiums and servicing policyholders. We shall continue to accord prime importance to this area.

13. Particulars of Employees

SBI Life is one of the most trusted private Life insurance brand with more than 22 years of operations. SBI Life family has grown from 18,515 employees as on March 31, 2022 to 20,787 employees as on March 31, 2023 which depicts a growth of 12%. While the average age of employees is 36 years 6 months, the average tenure is 5 years 2 months.

In terms of Section 136(1) of Companies Act, 2013 the Report and the Accounts are sent to the Members excluding the statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The statement containing aforesaid details may be obtained by the Members by writing to the Company Secretary at the Registered Office of the Company.

14. Employees Stock Option Scheme

The SBI Life Employee Stock Option Plan 2018 ('ESOP 2018') and SBI Life Employees Stock Option Scheme 2018 ('the Scheme' or 'ESOS 2018') has been approved by the shareholders of the Company in the Annual General Meeting (AGM) held on September 27, 2018 based on the recommendation of the Board Nomination & Remuneration Committee ('NRC') and Board of Directors ('Board') in their meetings held on August 31, 2018.

The maximum number of stock options granted to eligible employees in accordance with ESOP 2018 shall not exceed 30,000,000 shares. During any one year, no Employee shall be granted Options equal to or exceeding 1% of the issued share capital of the Company at the time of Grant of Options unless an approval from the Shareholders is taken by way of special resolution in a General Meeting. Further, the maximum number of Options in aggregate granted to an employee under this Plan shall not exceed 1,00,00,000 Options. The Exercise Price shall be determined by the Board Nomination & Remuneration Committee in concurrence with the Board of Directors of the Company on the date the Options are granted and provided in the letter of grant.

During the year ended March 31, 2023 the NRC in its meeting held on July 27, 2022 has approved the grant of 7,80,140 Employee Stock Options ('Options') to the eligible employees under ESOS 2018.

No employee was granted options during one year amounting to five percent or more of options granted during that year. Similarly, no employee was granted options during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant.

During the year ended March 31, 2023, the Company has not granted any loan to its employees for purchasing shares of the Company.

The Scheme is in compliance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. Further, there are no changes in the scheme. The disclosures pursuant to the SEBI SBEB Regulations have been placed on website of the Company at <https://www.sbilife.co.in/en/about-us/investor-relations>.

The disclosures pursuant to SEBI SBEB Regulations, Guidance Note on accounting for employee share based payments, disclosure of diluted EPS in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by ICAI or any other relevant accounting standard have been disclosed in the Notes to Accounts which form part of financial statements in the Annual Report.

15. Prevention of Sexual Harassment of Women at the Workplace

The Company has an Internal Complaints Committee (ICC) to investigate and inquire into sexual harassment complaints in line with The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. The Company has in place a policy for Prevention of Sexual Harassment, which purports the Company's zero-tolerance towards any form of prejudice, gender bias and sexual harassment at the workplace.

During the FY 2022-23, the Company had undertaken training on e-Shiksha empowered, our digital platform, on awareness and sensitisation with respect to sexual harassment at workplace. The Company organised workshop and awareness program for the members of ICC to equip them for effectively dealing with investigation, inquiry and disciplinary proceedings in connection with sexual harassment complaints as per policy and also to develop skills necessary for enquiries and documentation procedures while dealing with such cases. Further, the Company's Policy on Prevention of Sexual Harassment of Women at Workplace along with the details of Internal Complaints Committee at each Region is accessible to all employees on the Company's intranet, e-bandhan.

During the year FY 2022-23, 8 sexual harassment cases were filed. All 8 cases were disposed-off during the year and appropriate actions were taken within timelines in FY 2022-23. Having an adept POSH policy has enabled us in employer branding by creating employee value proposition, permeating a sense of safety amongst employees, retaining vital talent and promoting inclusively.

The details are mentioned in the Business Responsibility and Sustainability Report, which is hosted on the Company's web-link: <https://www.sbilife.co.in/en/about-us/investor-relations>.

16. Risk Management

SBI Life has implemented Corporate Governance and risk culture by which the company is directed and controlled in the interest of shareholders and other stakeholders to sustain and enhance the value. Risk management at SBI Life is an integral part of the responsibilities

of management and covers all aspects, including strategic planning. Risk Strategy and Risk Vision of the Company is outlined in the Risk Management Policy. The Risk Management policy specifies the process for identification, assessment, and analysis of the Company's risk exposures; develop risk management strategies and its monitoring.

Risk appetite statements at the corporate level are reviewed and monitored by the Risk Management Committee of the Board. Further assessment of Key Risks of the Company is conducted annually and submitted to the Risk Management Committee of the Board for review.

SBI Life has robust risk management framework which includes Operational Risk Management, Fraud Monitoring, Data Governance, Information Security, Business Continuity and Regional Risk Unit to drive the enhanced risk culture across the organisation.

The Company also carries out an ICAAP (Internal Capital Adequacy Assessment Process) activity, which details the assessment of material risks, estimation of capital requirement and adequacy for maintaining solvency requirements.

Risk Management at SBI Life is certified/aligned with the following ISO Standards:

1. Enterprise Risk Management – ISO 31000:2018 (Statement of Compliance)
2. Business Continuity Management System (BCMS) - ISO 22301:2019 (Certified)
3. Information Security Management System (ISMS) - ISO 27001:2013 (Certified)

Sound risk management practices and business continuity management practises followed by the Company enables it to continue core business operations at an acceptable level in case of any crisis scenario.

SBI Life Risk Management has won the following accolades and awards:

1. 'Golden Peacock Award for Risk Management for the year 2021.' This is the third time that the Company has won this prestigious award.
2. 'Most Innovative Risk Management Strategy of the Year' award at 4th CRO Leadership Summit and Awards, 2022.
3. "CRO of the Year" award at 4th CRO Leadership Summit and Awards, 2022.
4. 'Recognition' under the category of "Risk Management Team of the Year" at 4th CRO Leadership Summit and Awards, 2022.

More information on the risk management practices adopted by the Company is available in the 'Enterprise Risk Management' section appended to this report and 'Management Report' section of the Annual report.

Directors' Report (Contd.)

17. Internal Audit and Compliance Framework

Internal Audit:

The Company has in place a robust internal audit framework. The Inspection and Audit (I & A) Department undertakes risk based audit approach and it commensurate with the nature of the business and the size of its operations. The internal audit plan covers Information System Audit, different process audit as well as transaction based audits at the Head office, Regional Offices and across various branches of the Company.

The audits are carried out by the internal audit team of the Company and also by the outsourced audit firms. The approach of the audit is to verify compliance with the regulatory, operational and system related controls. Key audit observation and recommendations are reported to the Board Audit Committee of the Company. Implementation of the recommendations is actively monitored.

I & A has designed Offsite Monitoring System (OMS) with an objective to identify deviations at an early stage and sharing the same with concerned process owners for immediate corrective action. Exception reports are developed and operational for around 90 scenarios. The frequency to extract and analyse a particular set of data through these exception reports is based on the criticality of the process. Frequency is defined as Quarterly, half yearly and yearly. The OMS review enables the process owners to identify gaps, if any, at an early stage, ensuring timely resolution of the issues. The utility is also shared with the users for a proactive and real time assessment at user level, itself.

The branch inspection checklist was rationalised to match with the scope of current roles of Branches. The policy transactions with critical functions such as New Business Quality is reviewed at quarterly frequency, underwriting process and policy service transactions are reviewed at half yearly frequency, through offsite data analytics.

Concurrent Audit:

In accordance with Insurance Regulatory and Development Authority of India (Investment) Regulations, the Company has also engaged professional chartered accountants firm to carry out concurrent audit of investment operation as per IRDAI investment regulations/guidelines and guidance note on Internal/ Concurrent Audit of Investment functions of Insurance Companies, issued by the Institute of Chartered Accountants of India. Any significant findings in the concurrent audit are presented to the Audit Committee and reviewed by Board Investment Sub-Committee and Board Investment Committee.

Compliance:

The Board Audit Committee of the Company has laid down governing principles to oversee the compliance framework of the Company. The Committee discusses the level of compliance in the Company and any associated

risks and reports the same to the Board. The Company has also formulated various internal policies and procedures to define framework for the working of various functions to ensure compliance. The Compliance function identifies and communicates regulatory requirements to relevant functions in a timely manner and monitors critical compliance risks based on suitable monitoring mechanism. The Compliance function works in liaison with the regulators and provides clarifications to various functions on applicable laws, regulations and circulars issued by the regulatory authorities. A compliance certificate signed by the Managing Director & CEO is placed at the Board Audit Committee on a quarterly basis.

The Company has also formulated various internal policies and procedures relating to working of various functions to ensure compliance.

18. Internal Financial Controls

The Companies Act, 2013 requires the Board of Directors, to lay down adequate and effective internal financial controls with reference to the Financial Statements and include it in the Board report. The Company has aligned its internal financial control system with the requirements of the Companies Act 2013, on lines of globally accepted risk based framework as issued by Committee of Sponsoring Organizations (COSO). The internal control framework is intended to increase transparency and accountability in an organization's process of designing and implementing a system of internal control. The framework requires the Company to identify and analyse risks and manage appropriate responses. The key components of the internal financial control framework include:

Entity level controls:

Entity Level Controls (ELCs) operates at an organisation level. The Company has defined a set of entity level policies and controls. The ELCs set up by the Company includes various policies and procedure in place such as Anti Money Laundering and Counter-Financing of Terrorism policy, Business Continuity Management policy, IT and Information Security policy, Risk Management Policy, Whistle blower Policy etc.

Process level controls:

The Company has defined a set of process level controls across its business and support functions such as premium, reinsurance, claims management, agency management, fixed assets etc. The control type covers key operating controls, financial reporting controls & IT controls have been done to ensure compliance with COSO framework.

Review controls:

The Company's internal financial control framework is based on 'three lines of defence model'. The Company has laid down standard operation procedures and policies to guide the business operations. The Company has a well-defined delegation of power with authority limits for

approving revenue and capital expenditure. Statutory, Concurrent and Internal Auditors including internal audit department of the Company undertake rigorous testing of the control environment of the Company.

The Company has a Chief Audit Officer with a dedicated internal audit team which is commensurate with the size, nature & complexity of operations of the Company.

The Company also undergoes an independent internal / concurrent audit by specialised third party professional consultants to review function specific regulatory compliances as well as internal controls.

The Audit Committee reviews reports submitted by the Management and audit reports submitted by the internal auditors and statutory auditors. Suggestions for improvements are considered and the Audit Committee follows up on corrective actions. The Audit Committee also meets the Company's Statutory Auditors to ascertain their views on the adequacy of internal control systems and keeps the Board of Directors informed of its major observations, if any periodically.

Auditor's Report

There were no qualifications, reservations, adverse, remarks or disclaimers on Internal Financial Controls made by the Statutory Auditors in their report for the financial year ended March 31, 2023.

19. Related Party Transactions

The Company has Policy on materiality of Related Party Transactions and on dealing with Related Party Transactions to regulate the transactions with its related parties. As per the policy, all related party transactions require approval of the Board Audit Committee. Further, as per Rule 6A of the Companies (Meeting of Boards and its Powers) Rules 2014, the Audit Committee may grant omnibus approval for related party transaction proposed to be entered into by the Company subject to terms and conditions mentioned in the said Rule.

All the Related Party Transactions entered during the financial year were on arm's length basis and in ordinary course of business. All related party transactions are placed before the Audit Committee of the Board for its approval. During the year, there were no material contracts or arrangements or transactions with related parties that need to be disclosed as per Section 188(1) of the Companies Act, 2013.

M/s. S.K. Patodia & Associates, Chartered Accountants, reviewed the related party transactions for the year ended March 31, 2023 and their certificate is placed at the meeting of the Board Audit Committee, along with details of such transactions.

All Related Party Transactions as required under Accounting Standards AS-18 are reported in Note 43 of Schedule 16(C) – Notes to Accounts of the Financial Statements of the Company.

The policy on materiality of Related Party Transactions and on dealing with Related Party Transactions, has been hosted on the website of the Company can be viewed at <https://www.sbilife.co.in/en/about-us/investor-relations>

20. Ind AS Implementation

IRDAI ("Authority") vide its circular dated January 21, 2020 has withdrawn its erstwhile circular dated June 28, 2017 on implementation of Ind AS from FY 2020-21 and dispensed with the requirement of quarterly submission of Proforma Ind AS financial statements on account of proposed amendments in IFRS 17 by International Accounting Standard Board (IASB).

IASB has notified the amended IFRS 17, with global date of implementation starting from January 1, 2023. The Institute of Chartered Accountants of India ('ICAI') has issued exposure draft of amendments in Ind AS 117 on February 8, 2022. The amended Ind AS 117 is under process of notification. The IRDAI (the Authority) vide its communication dated July 14, 2022 on Ind AS implementation in Insurance Sector has conveyed its broad approach on Ind AS implementation and necessary steps to be initiated by the insurers. The authority advised insurers to set up steering committee for Ind AS implementation.

Ind AS implementation (specifically Ind AS 117) will have major change in current accounting and reporting practice. The Ind AS implementation will also impact the business, operational, regulatory and IT systems. The roadmap/strategy for Ind AS implementation involves initial Gap and impact assessment to identify financial and other impacts, building the initial work plan and implementation roadmap, formulating accounting policies, system and process requirements and execution of implementation plan and monitoring.

As per the directions of Authority, the Company has constituted Steering Committee headed by President & CFO and members from cross-functional areas such as actuarial, investment, information technology. The Company has engaged knowledge partner for Ind AS GAP and impact assessment. The process of Ind AS GAP and impact assessment is in progress. The Knowledge partner has conducted various training session on different aspects of IFRS 17/Ind AS 117. Further, the concerned team members have also attended the IFRS 17 training session organised by Institute of Chartered Accountant of India (ICAI) and Institute of Actuaries of India (IAI). The final dates for Ind AS implementation are yet to be announced by the Authority.

Directors' Report (Contd.)

21. Board of Directors and Key Management Person

Change in Directors and Key Managerial Person (KMPs) during the year:

Name of the Director/KMPs	Nature of change	With effect from
Mr. Ashwini Kumar Tewari	Ceased as Nominee Director, State Bank of India	July 14, 2022
Mr. Swaminathan Janakiraman	Appointed as Nominee Director, State Bank of India	July 20, 2022
Ms. Seema Trikannad	Superannuation as Executive Vice-president & Chief of Human Resources & Management Services	October 31, 2022
Mr. Subodh Kumar Jha	Appointed as Executive Vice-president & Chief of Human Resources & Management Services	November 01, 2022
Mr. Veeraraghavan Srinivasan	Appointed as Deputy Chief Executive Officer	December 27, 2022

*Key Management Persons as per Corporate Governance Guidelines for Insurers in India, 2016

Key Managerial Personnel

Mr. Mahesh Kumar Sharma, Managing Director & Chief Executive Officer; Mr. Sangramjit Sarangi, President & Chief Financial Officer and Mr. Vinod Koyande, Company Secretary are designated as "Key Managerial Personnel" of the Company, under the provisions of Section 203 of the Companies Act, 2013.

Further, in accordance with Corporate Governance Guidelines ("CG Guidelines") issued by IRDAI the Company has sixteen (16) Key Management Persons including above mentioned Key Managerial Personnel.

Declaration by Directors

All Independent Directors have registered themselves in the Independent Director Databank and have submitted declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 along with Rules framed thereunder and Regulation 16 of the Listing Regulations. The Company has also received declarations from all its Directors as per Section 164 of the Companies Act, 2013, confirming they are not disqualified from being appointed as Directors of the Company. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

The Independent Directors have confirmed that their names have been added in the data bank maintained by the Indian Institute of Corporate Affairs for Independent Directors, in accordance with rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Pursuant to Rule 6 of the said Rules, every Independent Director whose name is included in the data bank shall pass an online proficiency self-assessment test. However, the Director who has fulfilled the criteria prescribed in Rule 6(4) of the said Rules, is exempted from passing the

online proficiency self-assessment test. In view of the same, none of the Independent Directors were required to take the proficiency self-assessment test.

The said declarations along with annual disclosures were noted by the Board of Directors at its Meeting held on April 26, 2023. Further, based on these disclosures and confirmations, the Board is of the opinion that the Directors of the Company are distinguished persons with integrity and have necessary expertise and experience to continue to discharge their responsibilities as the Director of the Company.

'Fit and Proper' criteria

In accordance with Guidelines for Corporate Governance issued by IRDAI, the Directors of insurers have to meet the 'Fit and Proper' criteria. Accordingly, all the Directors of the Company have confirmed compliance with the 'Fit and Proper' criteria, prescribed under the Corporate Governance Guidelines issued by the IRDAI.

Directors & Officers Liability Insurance

Regulation 25 (10) of the SEBI (Listing Obligations & Disclosures Requirement) Regulations 2015 requires the Companies to take Directors & Officers Liability Insurance (D & O Insurance) for all its Independent Directors. The Company has taken D & O Insurance for all its Board of Directors and Members of the Senior Management for such quantum and risks as determined by the Board.

Common Directorships

Pursuant to Section 48A of the Insurance Act, 1938, the Company has obtained the necessary approval from IRDAI for Directors having common directorship with State Bank of India (being corporate agent of the Company).

Meetings

During the year, ten Board Meetings were convened and held, the details of which are given in the report on Corporate Governance, which is forming a part of this Board Report. The intervening gap between the said Board Meetings was within the period prescribed under the Companies Act, 2013. The details of the Board and Committee Meetings, and the attendance of Directors thereat, forms part of the Corporate Governance Report, which is annexed to this Directors' Report.

Secretarial Standards

During the FY 2023, the Company complies with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

Remuneration Policy

The Company has adopted a Remuneration Policy for the Directors, KMPs and employees in Senior Management, pursuant to the provisions of Section 178 of the Companies Act, 2013 and the Listing Regulations, the Remuneration Policy was approved by the Board of Directors on the recommendations of the Board Nomination & Remuneration Committee. The detail of

the said policy is annexed as **Annexure I** which forms part of this Report.

22. Corporate Governance

The Corporate Governance philosophy of the Company is to comply with not only the statutory requirements but also to voluntarily formulate and adhere to a strong set of Corporate Governance practices which includes code of business conduct, corporate ethics, values, risk management, etc.

Through governance mechanism, the Board along with its Committee discharge its fiduciary responsibilities towards all its stakeholders by ensuring transparency, accountability, fairness and independence in its decision making.

The Report on Corporate Governance is annexed and forms part of this Annual Report.

23. Corporate Social Responsibility

The Company constituted the Corporate Social Responsibility Committee (CSR) of the Board of Directors in accordance with the provisions of Section 135 of the Companies Act 2013 read with the Companies (Corporate Social Responsibility) Rules 2014, which drives the CSR program of the Company.

The CSR Committee of the Board confirms that, the implementation and monitoring of CSR policy, is in compliance with CSR objectives and Policy of the Company.

The brief outline of CSR Policy, including overview of the program proposed to be undertaken, the composition of the CSR Committee, average net profits of the Company for the past three financial years, prescribed CSR expenditure and details of amount spent on CSR activities during the financial year have been disclosed in **Annexure II** to this report, as mandated under the said Rules. Further, the Corporate Social Responsibility Policy of the Company as approved by the Board has been hosted on the website of the Company at <https://www.sbilife.co.in/en/about-us/corporate-social-responsibility>

24. Particulars of Loans, Guarantees or Investment

In line with the clarification given by the Ministry of Corporate Affairs under the Removal of Difficulty Order dated 13 February 2015, the provisions of Section 186 of the Companies Act 2013 relating to loans, guarantees and investments do not apply to the Company.

25. Subsidiary, Joint Ventures and Associate Companies

The Company does not have any Subsidiary, Joint Ventures or Associate Company.

26. Rural and Social Sector Obligations

As per the regulatory requirements, the Company has met its Rural and Social Sector obligations for FY 2023. As against the minimum requirement of 20%, the Company has issued 31.87% policies in the rural sector which affirms the Company's approach towards life insurance inclusion. Further, 10,99,727 new lives covered (7.04% of total new lives covered in preceding year) by the Company are from the underprivileged social sector as against the regulatory requirement of at least 5% of total lives covered in preceding year. Consequently, the Company has met the minimum social and rural regulatory norms.

27. Management Report

Pursuant to the provisions of Regulation 3 of the Insurance Regulatory and Development Authority (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations 2002, the Management Report is placed separately and forms part of the Annual Report.

28. Statutory Auditors

In view of the applicability of Section 139 of the Companies Act 2013, Comptroller and Auditor General of India (C&AG) appoints Statutory Auditors of the Company. Accordingly, C&AG appointed M/s S.K. Patodia & Associates, Chartered Accountants and M/s S.C. Bapna & Associates, Chartered Accountants, as joint statutory auditors of the Company for FY 2023.

Statutory Audit and other fees paid to Joint Statutory Auditors for FY 2023 as below:

(₹ in 000's)	
Particulars	Amount
Joint Statutory Audit Fees	7,300
Other Certification Fees	2,258

29. Statutory Auditors' Report

The Statutory Auditors' Report (including annexure thereof) to the Members does not contain any qualification, reservation, adverse remark, or disclaimer hence do not call for any further comments u/s 134 (3) (f) of the Companies Act 2013. There were no reportable frauds identified by the statutory auditors during the FY2023.

30. Comments of the Comptroller and Auditor General of India on the accounts of the Company

The Comptroller & Auditor General of India (C&AG) have conducted a supplementary audit u/s 143(6)(b) of the Companies Act, 2013 of the accounts of the Company for the year ended March 31, 2023. The C&AG vide their report no. GA/CA-I /Accounts /SBI Life/2022-23/ DIS-94163 dated July 17, 2023 have stated that there is nothing significant which would give rise to any comment upon or supplement to Statutory Auditors' Report.

Directors' Report (Contd.)

The Report of C&AG is being placed with the report of Statutory Auditors of the Company.

31. Secretarial Auditors' Report

In terms of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has with the recommendations of Audit Committee and approval of Board of Directors appointed M/s N. L. Bhatia & Associates, Practicing Company Secretaries as the Secretarial Auditor of the Company for the FY 2023.

The Auditor has not made any qualification, reservation or adverse remark or disclaimer in his report for FY 2023. The Report of the Secretarial Auditor for the FY 2023 is enclosed as **Annexure III** to the Board Report.

32. Cost records and cost audit

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company as the Central Government has not prescribed the maintenance of cost records under Section 148 of the Act for the services rendered by the Company.

33. Annual Return

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act 2013 (as amended by the Companies (Amendment) Act, 2017), read with Rule 12 of the Companies (Management and Administration) Rules, 2014 an extract of the Annual Return (in form MGT 9) (**Annexure IV**) is hosted on the website of the Company and can be viewed at <https://www.sbilife.co.in/en/about-us/investor-relations> with the information available up to the date of this report, and shall be further updated as soon as possible but no later than sixty days from the date of the Annual General Meeting.

34. Material Events, Changes and Commitment affecting Financial Position of the Company

No material events, changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which the financial statements relate and the date of this report.

35. Other Events

IRDAI vide its order no. IRDAI/F&I/ORD/MISC/119/6/2023 dated June 2, 2023 passed in terms of section 52B (2) of the Insurance Act, 1938 has ordered to transfer the life insurance business of Sahara India Life Insurance Company Limited ('SILIC') involving policy liabilities and policyholders' investment/assets to SBI Life

Insurance Company Limited ('SBI Life' or 'the Company'). On appeal filed by SILIC against the said IRDAI order, the Securities Appellate Tribunal (SAT or Tribunal) vide its order dated June 13, 2023 has granted stay on the effect and operation of the said IRDAI order. Subsequently, the IRDAI filed an appeal with Hon'ble Supreme Court against the stay order passed by SAT. The Hon'ble Supreme Court has heard this matter on July 17, 2023. The Company is awaiting further directions from the Authority in this regard.

36. Significant and Material Orders Passed by Regulators or Courts or Tribunals impacting the Going Concern Status and Operations of the Company

In FY 2023, no significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operation in future.

37. Director's Responsibility Statement

In terms of Section 134(3) (c) read with 134(5) of the Companies Act, 2013 and the Corporate Governance Guidelines, your Directors confirm that;

- a) in the preparation of the annual accounts for the year ended March 31, 2023, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- b) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2023 and of the profit of the Company for the year ended on that date;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the accounts for the current financial year ended March 31, 2023 on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

38. Particulars of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

A. Conservation of Energy

In view of the nature of business activity of the Company, the information relating to the conservation of energy, as required under Section 134 (3) and Rule 8 (3) of Companies (Accounts) Rules, 2014, is not applicable to the Company.

B. Technology Absorption

Sr. No.	Particulars	Remarks
Research & Development (R&D)		
1.	Specific areas in which R & D carried out by the Company	Progressive Web Apps (PWA's): PWA make the apps device and OS agnostic, leading to better user experience. This eliminates the need to write separate codebase and consider OS-specific functionality which is indeed less time-consuming and more budget friendly. Gives App like experience when used in mobiles.
2.	Benefits derived as a result of the above R&D	In the year under review, we have been able to roll out a number of initiatives based on the R&D done in Digilab. A few noted ones are provided below: - PWA is implemented in Smart Care and Smart Advisor and is in progress for mConnect . Benefits of PWA: Short loading time, Good performance in poor network conditions, Small size, App like features, avoid app aggregators, Instant updates, Adapts to various operating systems and screen sizes (Mobile and PC's)
3.	Future plan of action	We will continue to work with the new technologies available and find ways to improve the experience for our stakeholders in technology area
4.	Expenditure on R & D: (a) Capital (b) Recurring (c) Total (d) Total R & D expenditure as a percentage of total turnover	In-house development.
Technology absorption, adaption and innovation		
1.	Efforts, in brief, made towards technology absorption, adaptation and innovation	Video based PIVC and Face Matching: For High Risk Profile Proposal, Video based consent is enabled in Insta PIVC Screen. The customers are required to smile in the video on this system for validation.
2.	Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.	Key benefits are system as ensured that customer is alive at the time of taking the policy in order to avoid fraudulent business
3.	In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished: (a) Technology imported (b) Year of import (c) Has technology been fully absorbed? (d) If not fully absorbed, areas where this has not taken place, reasons there for and future plans of action.	Nil

C. Foreign Exchange Earnings and Outgo

Details of foreign exchange earnings and outgo required under above Rules are as under:

Particulars	₹ in billion)	
	FY 2023	FY 2022
Foreign Exchange Earnings	0.13	2.41
Foreign Exchange Outgo	0.13	0.03

Directors' Report (Contd.)

39. Investor relations

The Company has always valued its customer relationships and it is the Company's belief that all stakeholders should have access to complete information regarding its position to enable them to accurately assess its future potential. The Company disseminates information on its operations and initiatives on a regular basis. The Company's website (www.sbilife.co.in) serves as a key awareness facility for all its stakeholders, allowing them to access information at their convenience. It provides comprehensive information on the Company's strategy, financial performance, operational performance and the latest press releases.

The Company publishes financial results on a quarterly basis. The financial results of the Company are prepared and posted on the website of the Company for the current as well as previous years. Further, the quarterly results and earnings update are also posted on the website of the Company. Every quarter, the Managing Director & CEO along with the Senior Management officials of the Company participate on a call with the analysts/shareholders. The Company's investor relations personnel respond to specific queries and play a proactive role in disseminating information to both analysts and investors. All information which could have a material bearing on the Company's share price is released through as per regulatory requirements.

40. Business Responsibility and Sustainability Report

Business Responsibility & Sustainability Report as stipulated under Regulation 34 of the Listing Regulations form part of the Annual Report and has been hosted on the website of the Company <https://www.sbilife.co.in/en/about-us/investor-relations/annual-reports>

41. Integrated Reporting

The Securities Exchange Board of India had recommended top 500 listed entities to voluntarily prepare their Annual Report adopting the principles of Integrated Reporting prescribed by the International Integrated Reporting Council.

In view of the above, The Company has voluntarily adopted the principles and has prepared its 5th Integrated Report for FY 2023 which forms part of this Annual Report.

42. IRDAI License

The Insurance Regulatory and Development Authority of India (IRDAI) have renewed the annual license of the Company to continue the Life Insurance Business. The license is in force as on March 31, 2023.

43. Other Information

A. Economic Capital:

The annual assessment of Economic Capital of SBI Life was carried out as on March 31, 2023. As part of this exercise, we have quantified the capital requirements relating to various risks such as Insurance Risks (Mortality risk, Morbidity

Risk, Longevity Risk, Persistency Risk, Expense Risk, Catastrophe Risk) and Non- Insurance Risks (Market Risk, Operational Risk, Default Risk). As at March 31, 2023, Solvency ratio on Economic Basis is 3.12. The Solvency Ratio on Economic Basis has been estimated as, the ratio of excess of economic assets over economic liability to Total Economic Capital Requirement.

B. Solvency Margin:

The Directors are pleased to report that the assets of the Company are higher than the liabilities of the Company and the assets are more than sufficient to meet the minimum solvency margin level of 1.50 times, as specified in section 64 VA of the Insurance Act, 1938 read with the IRDAI (Assets, Liabilities, and Solvency Margin of Life Insurance Business) Regulations, 2016. The Company has a strong solvency ratio of 2.15 as on March 31, 2023 (Previous year ended March 31, 2022: 2.05) as against the Regulatory requirement of 1.50.

C. IRDAI Directions

a) IRDAI has issued directions under section 34 (1) of the Insurance Act, 1938 to refund the excess commission paid to corporate agents amounting to ₹ 2,752,948 thousand (previous year ended March 31, 2021: ₹ 2,752,948 thousands) vide order no. IRDA/Life/ORD/Misc/083/03/2014 dated March 11, 2014, to the members or the beneficiaries. The said IRDAI order has been set aside by the Securities Appellate Tribunal (SAT) vide its order dated January 29, 2020. The SAT has remitted the matter to IRDAI with a direction to recalculate the interest earned on advance premium collected. Subsequently, on March 3, 2021 the Company has received notice of institution of civil appeals filed by IRDAI in Supreme Court against the SAT order dated January 29, 2020. The Company on the basis of legal opinion and good case on merits has challenged the order of January 29, 2020 with Hon'ble Supreme Court of India vide a Civil Appeal instituted on June 22, 2021. At hearing held on July 26, 2021 by the Hon'ble Supreme Court notice has been issued to IRDAI. The Counter Affidavit was filed by IRDAI on September 9, 2022 and the Company has filed its response with registry of Hon'ble Supreme Court on October 27, 2022. The matter is due for listing before the appropriate bench.

b) IRDAI has issued directions under section 34(1) of the Insurance Act, 1938 to distribute the administrative charges paid to master policyholders amounting to ₹ 843,174 thousands vide its order no. IRDA/Life/ORD/MISC/228/10/2012 dated October 5, 2012 and subsequent order no. IRDA/Life/ORD/

MISC/009/01/2017 dated January 11, 2017. The Securities Appellate Tribunal (SAT) vide its order dated April 7, 2021 has dismissed the appeal filed by the Company against the IRDAI order. Subsequently, the Hon'ble Supreme Court vide its order dated September 22, 2021 has dismissed petition filed by the Company against the SAT order. Accordingly, in FY 2022, the Company has made provision in the Profit and Loss Account (Shareholders' Account) for refund of administrative charges paid to group master policy holders amounting to ₹ 843,174 thousands plus applicable interest as per IRDAI order dated January 11, 2017. As at March 31, 2023, out of the total provision amount, the Company has refunded administrative fees of ₹ 524,227 thousands along with interest of ₹ 205,792 thousands to the members of group insurance policy.

D. Appointed Actuary's Certificate

The certificate of the Appointed Actuary on valuation and actuarial assumptions is enclosed in the financial statements.

E. Certificate from Compliance Officer (under the IRDAI Corporate Governance Guidelines)

A Compliance Certificate, for complying with IRDAI Corporate Governance Guidelines, issued by the

Company Secretary, designated as the Compliance Officer under the IRDAI Corporate Governance Guidelines, is enclosed and forms part of the Corporate Governance Report.

44. Acknowledgements

The Directors are grateful to the Insurance Regulatory and Development Authority of India (IRDAI), Reserve Bank of India (RBI), Comptroller and Auditor General of India (C&AG), Securities and Exchange Board of India (SEBI) and Government of India (GOI) for their continued co-operation, support and advice. The Directors would also like to take this opportunity to express their sincere thanks all the policyholders, shareholders, customers, employees, re-insurers, bankers and distributors for reposing their trust and confidence in the Company. The Directors also express their gratitude for the advice, guidance and support received from time to time, from the auditors, and statutory authorities.

For and on behalf of the Board of Directors

Dinesh Kumar Khara

Chairman
DIN: 06737041

Place: Mumbai
Date: July 28, 2023

Corporate Governance Report

Introduction

Our Company is committed to creating value for all its stakeholders – policyholders, employees, investors, vendors and the community. Fairness in words, actions and deeds with all stakeholders form the base of the Company's Corporate Governance philosophy. Corporate Governance enables the Company to perform efficiently and ethically towards the long-term wealth and value creation for all its stakeholders.

The imperative need to have good governance surfaced to demarcate the division between its ownership and its management. Concept of Corporate Governance rests on the fulcrum of transparency behind all decisions taken, accountability for the said decisions and safeguarding the interests of stakeholders. It helps to adopt sound and prudent principles and practices for the governance of the Company.

Company continues to lay great emphasis on the highest standards of Corporate Governance which are an integral part of all Company activities to ensure efficient conduct of the affairs of the Company, without compromising its core values. Effective Corporate Governance practices constitute the strong foundation on which successful commercial enterprises are built to last.

Company's Philosophy on Corporate Governance:

Company's philosophy on Corporate Governance is laid on a foundation of Integrity, Excellence and Ethical values, which have been in practice since its inception. Strong leadership and effective Corporate Governance practices are the values that the Company inherited from the SBI culture and ethos. The Board is committed to meet expectation of all stakeholders and strive hard to fulfill them. SBI Life, in this pursuit, places emphasis in the philosophy of Corporate Governance by embedding values like transparency, accountability, integrity and fair disclosures in the Company Structure. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values.

The Company believes in adopting and adhering to the best standards of Corporate Governance. Certain tenets of our Corporate Governance Philosophy are:

- Appropriate composition, size of the Board and commitment to adequately discharge its responsibilities and duties.
- Transparency and independence in the functions of the Board.
- Maximum disclosure of information to the Board and its Committees for focused and meaningful discussions in the meetings.
- Operating in a sound system of internal control and risk management with a thrust on integrity and accountability.
- Independent verification and assured integrity of financial reporting.
- Timely and adequate disclosure of all material information to all stakeholders.

- Compliance of applicable laws, rules, regulations & guidelines.
- Fair and equitable treatment of all its stakeholders including employees, vendors, policyholders and shareholders.

The Company complies with the Corporate Governance Guidelines issued by the IRDAI. Further, the Company also complies with the Corporate Governance provisions prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended thereto.

(I) Board of Directors ("Board")

The Board of Directors of the Company, being the highest governance authority within the Management structure of the Company, is at the core of our Corporate Governance practices. The Board exercises its fiduciary responsibilities to foster sound standards of Corporate Governance within the Company thus providing direction and independence to the Management to achieve its objectives for value creation as well as protecting long-term interests of all stakeholders.

The composition of the Board of Directors of the Company is governed by the provisions of Companies Act, 2013, Listing Regulations issued by SEBI and Corporate Governance Guidelines, 2016 issued by IRDAI.

The role of the Board is that of trusteeship, to protect and enhance the shareholder value through strategic direction to the Company. The role of the Chairman and the Chief Executive Officer are distinct and separate. The Chairman is primarily responsible for ensuring that the Board provides effective governance to the Company and the responsibility of Chief Executive Officer is to execute the corporate strategy in consultation with the Board.

The Board of Directors comprises of Executive Director, Non-Executive Non-Independent Director as well as Independent Directors. There is an optimum combination of Executive, Non-Executive and Independent Directors. Except the Managing Director & CEO, all other directors including Chairman of the Board are Non-Executive Directors. The Board of the Company consist of one Women Independent Director. The Directors possess experience in diverse fields including Banking, Finance, Insurance, Human Resource, Information Technology and Marketing. The skill and knowledge of the Directors have proved to be of immense value to the Company. There is no inter-se relationship between the Directors.

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company. They play a critical role in balancing the functioning of the Board by providing independent judgements on various issues raised in the Board meetings like formulation of business strategies, monitoring of performances, etc.

The Company has issued formal letters of appointment to Independent Directors in the manner as provided in the Companies Act, 2013. All Independent Directors have confirmed that they meet the criteria of independence as laid down under the Companies Act, Corporate Governance Guidelines issued by IRDAI and Listing Regulations issued by SEBI. The Company has well-defined Policy for determining criteria for appointment of Directors and Senior Management.

Composition of the Board

As on March 31, 2023, the Board comprised of eight (8) Directors i.e., five (5) Independent Directors, three (3) Directors nominated by State Bank of India ("SBI") including Managing Director & CEO.

The Board functions either as a full Board or through various Committees constituted to oversee specific areas. The Board has constituted eight Committees, namely, Board Audit Committee, Board Risk Management Committee, Board Investment Committee, Board Policyholders' Protection Committee, Board Nomination & Remuneration Committee, Board Corporate Social Responsibility Committee, Board Stakeholders Relationship Committee and Board With Profits Committee.

As per Regulation 26 of the Listing Regulations, the number of Committees (Audit Committee and Stakeholders Relationship Committee) of public limited companies in which a Director is a member or chairman is within the limits prescribed under the Listing Regulations.

The quorum of the Board meeting is three members or one-third members, whichever is higher.

The composition of the Board of Directors as on March 31, 2023 is as under:

Sr. No.	Name of the Director (DIN)	Number of other Directorships in		Number of other Committee Membership#	Directorship in other listed entity (Category of Directorship)
		Indian Public Limited Companies*	Other Companies@		
Non-Executive, Non-Independent Director, Nominated by State Bank of India					
1	Mr. Dinesh Kumar Khara (06737041)	5	2	Nil	1. State Bank of India (Chairman) 2. SBI Cards and Payment Services Limited (Non-Executive - Nominee Director-Chairman)
2	Mr. Swaminathan Janakiraman (08516241)	8	3	3	1. State Bank of India (Non-Executive - Nominee Director) 2. SBI Cards and Payment Services Limited (Non-Executive - Nominee Director)
Non-Executive, Independent Director					
3	Mr. Deepak Amin (01289453)	Nil	4	Nil	-
4	Mr. Narayan K. Seshadri (00053563)	7	7	5	1. PI Industries Limited (Independent Non-Executive Chairman) 2. AstraZeneca Pharma India Limited (Independent Non-Executive Chairman) 3. Kalpataru Projects International Limited (Independent Director)
5	Mr. Shobinder Duggal (00039580)	2	Nil	3	1. PI Industries Limited (Independent Director) 2. Kirloskar Brothers Limited (Independent Director)
6	Dr. Tejendra Mohan Bhasin (03091429)	4	Nil	6	1. Patanjali Foods Limited (Independent Director) 2. PNB Housing Finance Limited (Independent Director) 3. SBI Cards and Payment Services Limited (Independent Director) 4. PNB Gilts Limited (Independent Director)

Corporate Governance Report (Contd.)

Sr. No.	Name of the Director (DIN)	Number of other Directorships in		Number of other Committee Membership [#]	Directorship in other listed entity (Category of Directorship)
		Indian Public Limited Companies*	Other Companies [@]		
7	Ms. Usha Sangwan (02609263)	6	Nil	2	1. Torrent Power Limited (Non-Executive – Independent Director) 2. Trident Limited (Non-Executive – Independent Director)
Executive, Non-Independent Director, Nominated by SBI					
8	Mr. Mahesh Kumar Sharma (08740737)	Nil	Nil	Nil	-

* Comprises of public limited companies incorporated in India.

@ Comprises private limited companies incorporated in India and foreign companies but excludes Section 8 companies and not for profit foreign companies.

Comprises only Audit Committee and Stakeholders Relationship Committee of Indian public limited companies.

Brief Profile of the Directors

Sr. No.	Name of the Director	Qualification	Field of Specialisation/Skills/Expertise/Competencies Fundamental for the Effective Functioning of the Company
1	Mr. Dinesh Kumar Khara	Master's in Commerce and MBA and Certified Associate of the Indian Institute of Bankers	More than 38 years of experience in all facets of commercial banking such as retail credit, international banking operations, branch management etc. Knowledge and skills in accounting and finance, business judgement, general management practices and processes, crisis response and management, industry knowledge, macro-economic perspectives, human resources, labour laws, international markets, sales and marketing, and risk management.
2	Mr. Swaminathan Janakiraman*	Master of Business Administration, Certified Anti-Money Laundering Specialist (CAMS) as well as Certified Documentary Credit Specialist (CDCS)	In a career spanning over 33 years with SBI, Mr. Janakiraman has held various assignments across Corporate and International Banking, Retail and Digital Banking, Finance and Assurance functions. In his current assignment as MD (Corporate Banking and Subsidiaries), he oversees the Large Corporate and Commercial Credit business of the Bank along with Associates & Subsidiaries of the Bank. Knowledge and skills in accounting and finance, business judgement, general management practices and processes, crisis response and management, industry knowledge, macro-economic perspectives, human resources, labour laws, international markets, sales and marketing, and risk management.
3	Mr. Deepak Amin	Bachelor's in Computer Science and Engineering. Post-graduation in Computer Science	More than 30 years of experience in the field of Information Technology and Risk Management. He worked at Microsoft, USA for number of years and lead as senior engineer in the original Internet Explorer browser team and he was also lead engineer for Microsoft Windows Networking teams. An active angel investor in technology startup companies. He has also served on the Advisory Board of National Science and Technology Entrepreneurship Development Board (Department of Science and Technology, Government of India), to promote technology entrepreneurship and innovation in India. Knowledge and skills in Risk Management and Information Technology, he served the technology advisory council of Grameen foundation for Microfinance, USA.
4	Mr. Narayan K. Seshadri	Bachelor's in Science and Fellow member of Institute of Chartered Accountants of India	More than 41 years of experience in the field of accounting, auditing, litigation support etc. and industry experience includes manufacturing, process, health care, financial services, utilities, infrastructure and technology. He worked with some large Fortune 500/FTSE 100 companies to small start-ups in various international jurisdictions. Knowledge and skills in financial service sector, global expansion, risk management, capital structuring and long-term succession planning, business consultancy practice etc. He audited some of the largest foreign and private sector banks, mutual funds, investment banks and NBFC's. Also worked for special assignments involving business reorganisations and transformation and transforming family run chemicals and agricultural inputs enterprises into a professional business.

Sr. No.	Name of the Director	Qualification	Field of Specialisation/Skills/Expertise/Competencies Fundamental for the Effective Functioning of the Company
5	Ms. Usha Sangwan	Master's Degree in Economics and holds Post Graduate Diploma in Human Resource Management and Licentiate from Insurance Institute of India.	<p>She has 37 years of work experience with Life Insurance Corporation of India (LIC) and Board level experience in the Companies like Axis Bank, BSE Ltd, Ambuja Cement, LIC Housing Finance, Grasim Industries, etc.</p> <p>She has been awarded the "Women Leader Award" in BFSI Sector by the Institute of Public Enterprise and "Brand Slam Leadership Award" by CMO Asia for her excellent contribution to LIC. She has featured in FORBES amongst 50 top business women of South East Asia and been Awarded most powerful business woman award by Business Today and Business World for three consecutive years.</p> <p>Knowledge and skills in analytics, strategy, execution, people skills, customer centricity, use of technology particularly in marketing, servicing and setting up of systems.</p>
6	Mr. Shobinder Duggal	Bachelor's in Economics (Hons.) and a member of Institute of Chartered Accountants of India	<p>He has 36 years of work experience with Nestle including Voltas India Limited. He was CFO of South Asia Region for Nestle from May 2004 to February 2020 and has also handled procurement and IT/IS responsibilities. Further he was Executive Director and CFO in Nestle India Limited and Board member in Nestle Lanka PLC. He was responsible for overseeing Financials of India entity & South Asia Region and was reporting to Chairman, Managing Director & Group Management. He also worked for Group companies of Nestle since 1986.</p> <p>Knowledge and skills in finance, governance, corporate planning and risk management. He has attended programme at IMD, Lausanne and handled various responsibility under corporate control, internal audit and some important assignments at the Nestle group headquarters in Switzerland.</p>
7	Dr. Tejendra Mohan Bhasin	Bachelor's Degree in Laws, Master's in Business Administration, Certified associate of the Indian Institute of Bankers, Master in Science and Ph.D.	<p>Dr. Bhasin is presently the Chairman, Advisory Board for Banking and Financial Frauds. He was appointed as the Vigilance Commissioner in Central Vigilance Commission by the President of India. He has over 44 years of experience in administration, banking and finance industry. He joined Oriental Bank of Commerce as a Probationary Officer in June 1978 and rose to the rank of General Manager. He served as Executive Director in United Bank of India and elevated as the Chairman and Managing Director (C&MD) of Indian Bank.</p> <p>Knowledge and skills in finance, banking, law and management, vigilance administration and anti-corruption laws. Dr. Bhasin has pursued his Advanced Financial Enterprises Management Programme from Harvard University and pursued his research under C.H. Bhabha Research Scholarship of Indian Bank's Association.</p>
8	Mr. Mahesh Kumar Sharma	Bachelor's in Chemistry (Science), Master's in Chemistry (Science) and Certified Associate of Indian Institute of Bankers (CAIIB)	<p>He joined State Bank of India as Probationary Officer in the year 1990 and has held several assignments in all areas of Banking. During a span of more than 31 years in the Bank, he has served in various geographical locations both in India and abroad. He was posted as DGM (B&O), Jaipur & DGM, LHO Delhi. He was also posted as Chief Executive Officer, State Bank of India, Tel Aviv Branch. Till March 2020 he was posted as Regional Head, East Asia, Hong Kong. He was appointed as Managing Director & CEO of the Company from May 9, 2020.</p> <p>Knowledge and skills in Banking, Business Management, Sales & Marketing. He has undertaken many important assignments in State Bank of India including overseas assignments as IBTO in the Paris office and as Chief Executive Officer of the Tel Aviv branch.</p>

*Mr. Swaminathan Janakiraman ceased as Nominee Director w.e.f. June 26, 2023

Key skills/expertise & competence of the Board:

The Company aims to nurture a broad spectrum of demographic attributes and characteristics in the boardroom that elevates the Board's effectiveness to provide foresight and add value to the decision-making process. The Board of the Company comprises leaders and experts in their respective fields for achieving the objectives of the Company while operating effectively, responsibly and sustainably.

The matrix setting out the skills/expertise/competence of the Board of Directors in the context of the effective functioning of the Company's businesses, is given below:

Sr. No.	Name of the Director	Field of Specialisation/Skills/Expertise/Competencies Fundamental for the Effective Functioning of the Company
1	Mr. Dinesh Kumar Khara	Banking, Finance, Accounting & Taxation, Business Management, Governance, Strategy & Corporate Planning, Risk Management, Labour Laws & Human Resource.
2	Mr. Swaminathan Janakiraman	Finance, Accounting & Taxation, Banking & Business Administration.
3	Mr. Deepak Amin	Investment, Risk Management, Information Technology & Cyber Security.

Corporate Governance Report (Contd.)

Sr. No.	Name of the Director	Field of Specialisation/Skills/Expertise/Competencies Fundamental for the Effective Functioning of the Company
4	Mr. Narayan K. Seshadri	Finance, Accounting & Taxation, Governance, Auditing, Litigation, Risk Management, Global Expansion, Capital Structuring & Business Consultancy Practice.
5	Ms. Usha Sangwan	Insurance & Investment, Human Resource, Analytics, Strategy & Corporate Planning, Customer Centricity, Sales & Marketing.
6	Mr. Shobinder Duggal	Finance, Accounting & Taxation, Governance, Strategy & Corporate Planning, Business Management & Risk Management.
7	Dr. Tejendra Mohan Bhasin	Banking, Finance, Accounting & Taxations, Law & Management, Vigilance Administration & Anti-Corruption Laws, Governance & Risk Management.
8	Mr. Mahesh Kumar Sharma	Banking, Business Management, Sales & Marketing, Strategy & Corporate Planning & Governance.

Board Meetings

Notice, Agenda and Minutes

The meetings of the Board of Directors are usually held in Mumbai where the registered office of the Company is situated. The Board meets at least once in every quarter, a minimum of four (4) meetings are held in a financial year to review financial results, business strategies, risk management and other regular agendas. The Board also meets as and when necessary to address specific issues concerning the businesses of the Company.

The Board Meetings are governed by a structured Agenda. The Agenda along with detailed explanatory notes and supporting material are circulated in advance before each meeting to all the Directors for facilitating effective discussion and decision making. The proceedings of each meeting of the Board and its Committees are conducted in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

Pursuant to notification dated December 30, 2020 and all the previous notifications w.r.t. same the Ministry of Corporate Affairs had relaxed companies to hold physical meetings and allowed the Companies to conduct the meeting through Video Conferencing or other audio-visual means in accordance with Companies (Meetings of Board and its Powers) Fourth Amendment Rules, 2020. Further, pursuant to notification dated June 15, 2021, the Ministry of Corporate Affairs had clarified on the relaxation from holding physical meeting in accordance with the Companies (Meetings of Board and its Powers) Amendment Rules, 2021. Video or tele-conferencing facilities are also used to facilitate Directors travelling or residing abroad or at other locations to participate in the meetings.

In case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by the Companies Act, 2013, which is confirmed in the next Board Meeting.

The Company Secretary is responsible for collation, review, preparation and distribution of the agenda papers submitted to the Board and preparation of minutes. The Company Secretary attends all the meetings of the Board and its Committees. The Company Secretary acts as a mediator between the Board of Directors and other stakeholders to ensure proper flow of information for the smooth functioning of the business operations.

With a view to leverage on technology and as a Go Green initiative, the notice and agenda papers of Board and Board Committee meetings including presentations are circulated to the members and invitees in soft copy through a web-based application.

Composition & Attendance

The Board comprises of the eight Directors of which five are Independent Directors and three are Nominee Directors including Managing Director & CEO. As on March 31, 2023, the Board comprised:

1. Mr. Dinesh Kumar Khara – Chairman, Nominee Director
2. Mr. Swaminathan Janakiraman – Nominee Director
3. Mr. Narayan K. Seshadri – Independent Director
4. Mr. Deepak Amin – Independent Director
5. Mr. Shobinder Duggal – Independent Director
6. Dr. Tejendra M. Bhasin – Independent Director
7. Ms. Usha Sangwan – Independent Director
8. Mr. Mahesh Kumar Sharma – Managing Director & CEO

During the year under review, ten (10) Board Meetings were held on the following dates as against the minimum requirement of four (4) meetings and the time gap between two successive Board meetings did not exceed more than 120 days. The attendance of Directors at the Company's Board Meetings held during the FY 2022-23 and the last Annual General Meeting are as follows:

Name of Directors	28-Apr-22	20-Jul-22	28-Jul-22	29-Aug-22 (AGM)	14-Sep-22	21-Oct-22	08-Dec-22	27-Dec-22	21-Jan-23	27-Feb-23	08-Mar-23
Mr. Dinesh Kumar Khara	Present	Absent	Present	Present	Absent	Present	Present	Absent	Absent	Absent	Absent
Mr. Ashwini Kumar Tewari ¹	Present	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Mr. Swaminathan Janakiraman ²	NA	NA	Present	Present	Absent	Present	Present	Absent	Present	Absent	Present
Mr. Deepak Amin	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present
Mr. Narayan K. Seshadri	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present

Name of Directors	28-Apr-22	20-Jul-22	28-Jul-22	29-Aug-22 (AGM)	14-Sep-22	21-Oct-22	08-Dec-22	27-Dec-22	21-Jan-23	27-Feb-23	08-Mar-23
Mr. Shobinder Duggal	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present
Dr. Tejendra M. Bhasin	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present
Ms. Usha Sangwan	Present	Present	Present	Absent	Present	Present	Present	Present	Present	Present	Present
Mr. Mahesh Kumar Sharma	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present	Present

¹ Mr. Ashwini Kumar Tewari ceased as Nominee Director w.e.f. July 14, 2022

² Mr. Swaminathan Janakiraman was appointed as Nominee Director w.e.f. July 20, 2022

(II) Committees of the Board of Directors

The Committees constituted by the Board plays an important role in the governance structure of the Company and they deal in specific areas or activities that need closure or review. The Committees have been set up under the formal approval of the Board to carry out pre-defined roles and responsibilities. The terms of reference of these Committees are in line with the requirements of the Companies Act, 2013, Corporate Governance Guidelines issued by IRDAI and Listing Regulations. The minutes of all the Committee meetings are placed before the Board of Directors. The Chairman of each Committee briefs the Board on the important deliberations and decisions of the respective Committees.

The quorum for all the Board Committees is two members or one-third members, whichever is higher. The Company Secretary acts as the Secretary to all the Board Committees.

The Board has Eight (8) Committees, where the members of the Committees take informed decisions in the best interest of the Company. Following Committees monitor the activities falling within their terms of reference:

- A. Board Audit Committee
- B. Board Investment Committee
- C. Board Risk Management Committee
- D. Board Policyholder Protection Committee
- E. Board Nomination and Remuneration Committee
- F. Board Corporate Social Responsibility Committee
- G. Board With Profits Committee
- H. Board Stakeholders Relationship Committee

A. Board Audit Committee

The Audit Committee ("the Committee") comprises of the five Independent Directors and one Nominee Director. As on March 31, 2023, the Committee comprised:

1. Mr. Narayan K. Seshadri – Chairman, Independent Director
2. Mr. Swaminathan Janakiraman – Nominee Director
3. Mr. Shobinder Duggal – Independent Director
4. Dr. Tejendra M. Bhasin – Independent Director
5. Ms. Usha Sangwan – Independent Director
6. Mr. Deepak Amin – Independent Director

The Composition of the Committee is as per the provisions of Section 149 and 177 of the Companies Act, 2013; Regulation 18 of the Listing Regulations, 2015 and IRDAI Corporate Governance Guidelines, 2016.

Objective:

The primary objective of the Committee is to assist the Board with oversight of the accuracy, integrity and transparency of the Company's financial statements with adequate & timely disclosures. To provide oversight of the financial reporting process, the audit process, the Company's system of internal controls, compliance with laws and regulations.

Terms of Reference/Charter:

The detailed terms of reference/charter forms part of Corporate Governance Policy available on the Company website. The brief terms of reference of the Audit Committee includes:

1. Oversee the financial statements, financial reporting process, statement of cash flow and disclosure of its financial information, both on an annual and quarterly basis, to ensure that the financial statement is correct, sufficient and credible.
2. Recommend to the Board of Directors the appointment, re-appointment, terms of appointment and, if required, the replacement; remuneration, reviewing (with management) performance, and oversight of the work of the auditors (internal/statutory/concurrent) and to review and monitor the auditor's independence and performance, and effectiveness of audit process in accordance with applicable law;
3. Overseeing procedures and processes established to address issues relating to maintenance of books of account, administration procedure, transactions and other matters which would have a bearing on the financial position of the insurer, whether raised by the auditors or by any other person;
4. Review with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval,
5. Review with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
6. Review the adequacy of internal audit function, including the structure of the internal audit

Corporate Governance Report (Contd.)

department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;

7. Approving payments to statutory auditors for any other services rendered by them;
8. Review the functioning of the whistle blower/vigil mechanism for directors and employees;
9. Discuss the level of compliance in the Company and any associated risks. To monitor and report to the Board on any significant compliance breaches and act as a compliance committee to ascertain and to monitor compliance level of the Company and any associated risks; and
10. Review the functioning of the whistle blower/vigil mechanism for directors and employees.

Meeting & Attendance:

During the year under review, eight (8) Board Audit Committee Meetings were held on the following dates and the time gap between any two meetings was not more than 120 days. The details of attendance at the Company's Board Audit Committee Meetings held during the FY 2022-23 are as follows:

Name of Committee Member	13-Apr-22	28-Apr-22	27-Jul-22 & 28-Jul-22	14-Sep-22	19-Oct-22 & 21-Oct-22	21-Jan-23	27-Feb-23	08-Mar-23
Mr. Narayan K. Seshadri	Present	Present	Present	Present	Present	Present	Present	Present
Mr. Ashwini Kumar Tewari ¹	Absent	Present	NA	NA	NA	NA	NA	NA
Mr. Swaminathan Janakiraman ²	NA	NA	NA	Absent	Present	Absent	Absent	Absent
Mr. Deepak Amin	Present	Absent	Present	Present	Present	Present	Present	Present
Mr. Shobinder Duggal	Present	Present	Present	Present	Present	Present	Present	Present
Dr. Tejendra M. Bhasin	Present	Present	Present	Present	Present	Present	Present	Present
Ms. Usha Sangwan	Present	Present	Present	Present	Present	Present	Present	Present

¹ Mr. Ashwini Kumar Tewari ceased as member w.e.f. July 14, 2022

² Mr. Swaminathan Janakiraman was appointed as member w.e.f. July 28, 2022

Activities:

The Committee has undertaken various activities during the year at various frequency. Few of these activities are highlighted below:

Activities of the Committee during the year	Frequency
The financial statements, management report, statement of expense of management (EOM) along with other disclosures to be submitted with the stock exchanges	Quarterly
Reviewed the Management's discussion and analysis of the financial condition and results of operations	Annually
Monitored and reviewed the mechanism to track the compliances under insider trading regulations and also reviewed the legal and compliance updates in addition to the investigations of the whistleblower complaints received during the year	Quarterly
Reviewed, approved and recommended amendments to Related Party Transaction Policy and Policy for Determining Materiality of Disclosures	Annually
Reviewed and approved related party transactions and recommended for the approval of the Board wherever necessary	Quarterly

Recommendations:

During FY 2022-23, there were no instances of any non-acceptance of recommendation(s) of the Audit Committee by the Board of Directors. Relying on its review and the discussions with the Management and the Independent Auditors, the Committee believes that the Company's financial statements are fairly presented and that there is no significant deficiency or material weakness in the Company's internal control over financial reporting. In conclusion, the Committee is sufficiently satisfied that it has complied with its responsibilities as outlined in the Audit Committee charter.

B. Board Investment Committee

The Investment Committee ("the Committee") comprises of the four Independent Directors, a Nominee Director, Managing Director & CEO, Chief Financial Officer, Chief Actuary & Chief Risk Officer, Appointed Actuary and Chief Investment Officer. As on March 31, 2023, the Committee comprised :

1. Mr. Narayan K. Seshadri – Chairman, Independent Director
2. Mr. Swaminathan Janakiraman – Nominee Director
3. Mr. Deepak Amin – Independent Director

4. Mr. Shobinder Duggal – Independent Director
5. Ms. Usha Sangwan – Independent Director
6. Mr. Mahesh Kumar Sharma – Managing Director & CEO
7. Mr. Sangramjit Sarangi – President & Chief Financial Officer
8. Mr. Subhendu Bal – Chief Actuary & Chief Risk Officer
9. Mr. Prithesh Chaubey – Appointed Actuary
10. Mr. Gopikrishna Shenoy – Chief Investment Officer

The Composition of the Committee is as per the provisions of IRDAI Corporate Governance Guidelines, 2016 and IRDAI (Investment) Regulations.

Objective:

The primary objective of the Committee is to assist the Board with oversight:

1. To review various aspects of the investment activity to ensure that investments of shareholder and policyholder funds are made consistent with the product features, investment guidelines and policies (regulatory & internal) and keeps in view protection, safety and liquidity of such funds.
2. To periodically reviews the Investment policy based on the investment performance and evaluation of the dynamic market conditions.
3. The Committee is responsible for implementing the Investment Policy approved by the Board

The Board Investment Committee has been constituted pursuant to the IRDAI (Investment) Regulations and IRDAI Corporate Governance Guidelines.

Terms of Reference/Charter:

The detailed terms of reference/charter forms part of Corporate Governance Policy available on the Company's

website. The brief terms of reference of the Investment Committee includes:

1. Responsible for the recommendation of the Investment Policy and operational framework for the investment operations of the Company. The Investment Policy and operational framework should, inter alia, focus on a prudential asset liability management supported by robust internal control systems; and encompass aspects concerning liquidity for smooth operations, compliance with prudential regulatory norms on investments, risk management/mitigation strategies to ensure commensurate yield on investments in line with policyholders' reasonable expectations and above all protection of policyholders' funds;
2. Put in place an effective reporting system to ensure compliance with the Investment Policy set out by it apart from Internal/Concurrent Audit mechanisms for a sustained and on-going monitoring of Investment Operations;
3. To submit a report to the Board on the performance of investments at least on a quarterly basis and provide an analysis of its investment portfolio (including with regard to the portfolio's safety and soundness) and on the future outlook;
4. The Committee reviews the investment decisions and ensures there exists an internal due diligence process for making appropriate investment decisions; and
5. Carrying out any other function, if any, as is mentioned in the terms of reference of the Investment Committee and any other terms of reference as may be decided by the Board and/or specified/provided under the Companies Act, 2013 or the Listing Regulations, or by the Corporate Governance Guidelines issued by the IRDAI, or under any applicable law.

Meeting & Attendance:

During the year under review, five (5) Board Investment Committee Meetings were held on the following dates and the time gap between any two meetings was not more than 120 days. The details of attendance at the Company's Board Investment Committee Meetings held during the FY 2022-23 are as follows:

Name of Committee Member	25-Apr-22	25-Jul-22	14-Sep-22	18-Oct-22	16-Jan-23
Mr. Narayan Seshadri	Present	Present	Present	Present	Present
Mr. Ashwini Kumar Tewari ¹	Absent	NA	NA	NA	NA
Mr. Swaminathan Janakiraman ²	NA	NA	Absent	Absent	Absent
Mr. Deepak Amin	Present	Present	Present	Present	Present
Mr. Shobinder Duggal	Present	Present	Present	Present	Present
Ms. Usha Sangwan	Present	Present	Present	Present	Present
Mr. Mahesh Kumar Sharma	Present	Present	Present	Present	Present
Mr. Sangramjit Sarangi	Present	Present	Present	Present	Present
Mr. Subhendu Kumar Bal	Present	Present	Present	Present	Present
Mr. Prithesh Chaubey	Present	Present	Absent	Present	Present
Mr. Gopikrishna Shenoy	Present	Present	Absent	Present	Present

¹ Mr. Ashwini Kumar Tewari ceased as member w.e.f. July 14, 2022

² Mr. Swaminathan Janakiraman was appointed as member w.e.f. July 28, 2022

Corporate Governance Report (Contd.)

Activities:

The Committee has undertaken various activities during the year at various frequency. Few of these activities are highlighted below:

Activities of the Committee during the year	Frequency
Review of performance of investment and provide analysis of the investment portfolio on the future outlook	Quarterly
Monitoring and review of the Interest Rate hedging transactions	Quarterly
Review and recommend amendments to the Investment Policy, Stewardship Policy and Interest Rate Hedging Policy	Half Yearly
Review the investment decisions and ensure internal due diligence process	Quarterly

C. Board Risk Management Committee

The Risk Management Committee ("the Committee") comprises of the four Independent Directors, a Nominee Director and Managing Director & CEO. As on March 31, 2023, the Committee comprised:

1. Mr. Deepak Amin – Chairman, Independent Director
2. Mr. Swaminathan Janakiraman – Nominee Director
3. Mr. Narayan K. Seshadri – Independent Director
4. Mr. Shobinder Duggal – Independent Director
5. Ms. Usha Sangwan – Independent Director
6. Mr. Mahesh Kumar Sharma – Managing Director & CEO

The Composition of the Committee is as per the provisions of IRDAI Corporate Governance Guidelines, 2016 and Listing Regulations.

Mr. Subhendu Bal, Chief Actuary & Chief Risk Officer, attends the Committee meetings as an invitee and have attended all the Board Risk Management Committee meetings held during the year.

Objective:

The primary objective of the Committee is to assist the Board with oversight of:

1. To review the risk assessment and minimisation procedures periodically to ensure that management controls risk through means of a properly defined framework.
2. To reviews the Risk Management policy of the Company, including Asset Liability Management and other Risk Policies.
3. To monitor all risks across various lines of business of the Company and establish appropriate systems to mitigate such risks.
4. To ensures that the Company invests in a manner that would enable the Company to meet its long-term obligations and at the same time deliver optimum return to the policyholders.

Terms of Reference/Charter:

The detailed terms of reference/charter forms part of Corporate Governance Policy available on the Company's website. The brief terms of reference of the Risk Management Committee includes:

1. Reporting to the Board details of the risk exposures and the actions taken to manage the exposures, set the risk tolerance limits and assess the cost and benefits associated with risk exposure and review, monitor and challenge where necessary, risks undertaken by the Company;
2. Advising the Board with regard to risk management decisions in relation to strategic and operational matters such as corporate strategy, acquisitions and related matters;
3. Review the Company's risk-reward performance to align with overall policy objectives; Discuss and consider best practices in risk management in the market and advise the respective functions;
4. Maintain an aggregated view on the risk profile of the Company for all categories of risk including insurance risk, market risk, credit risk, liquidity risk, operational risk, compliance risk, legal risk, reputation risk, etc.;
5. Review the solvency position of the Company on a regular basis; Monitor and review regular updates on business continuity; formulation of various risk policy and framework for approval by the Board;

6. Formulating and implementing optimal ALM strategies, both at the product and enterprise level and meeting risk versus reward objectives and ensuring they remain within acceptable monitored tolerances for liquidity, solvency and the risk profile of the entity;
7. Reviewing the Company's overall risk appetite and laying down the risk tolerance limits; including annual review of strategic asset allocation; Monitoring risk exposures at periodic intervals and revising strategies as appropriate including those for ALM;
8. Provide strategic direction for the Company's information technology and network related infrastructure, security and services.
9. Recommending IT & IT Security policy documents to the Board of the Directors, ensuring that the management has put an effective strategic planning process in place;
10. Promoting and supporting the development of best practices in the Company's knowledge creation and dissemination imperatives through the provision of the best possible infrastructure and services.

Meeting & Attendance:

During the year under review, six (6) Board Risk Management Committee Meetings were held on the following dates and the time gap between any two meetings was not more than 120 days. The details of composition and attendance at the Company's Board Risk Management Committee Meetings held during the FY 2022-23 are as follows:

Name of Committee Member	26-Apr-22	20-Jul-22	26-Jul-22	14-Sep-22	19-Oct-22	18-Jan-23
Mr. Deepak Amin	Present	Present	Present	Present	Present	Present
Mr. Ashwini Kumar Tewari ¹	Absent	NA	NA	NA	NA	NA
Mr. Swaminathan Janakiraman ²	NA	NA	NA	Absent	Absent	Absent
Mr. Narayan K. Seshadri	Present	Present	Present	Present	Present	Present
Mr. Shobinder Duggal	Present	Present	Present	Present	Present	Present
Ms. Usha Sangwan	Present	Present	Present	Present	Present	Present
Mr. Mahesh Kumar Sharma	Present	Present	Present	Present	Present	Present

¹ Mr. Ashwini Kumar Tewari ceased as member w.e.f. July 14, 2022

² Mr. Swaminathan Janakiraman was appointed as member w.e.f. July 28, 2022

Activities:

The Committee has undertaken various activities during the year at various frequency. Few of these activities are highlighted below:

Activities of the Committee during the year	Frequency
Review of Assets & Liabilities, Experience Analysis & Solvency Positions	Quarterly
Review and recommend Reinsurance Program & Arrangement to the Board for approval	Periodically
Review Top Risk and Corporate Risk Appetite	Periodically
Review Fraud Monitoring Report & Risk Management Activities undertaken during the quarter	Quarterly
Review Investment Business Continuity Plan & Outsourcing Activities	Quarterly
Review & recommend various Risk Management & Actuarial Policies	Annually

D. Board Policyholder Protection Committee

The Policyholder Protection Committee ("the Committee") comprises of the four Independent Directors, a Nominee Director & Managing Director & CEO. As on March 31, 2023, the Committee comprised:

1. Mr. Narayan K. Seshadri – Chairman, Independent Director
2. Mr. Swaminathan Janakiraman – Nominee Director
3. Mr. Deepak Amin – Independent Director
4. Dr. Tejendra M. Bhasin – Independent Director
5. Ms. Usha Sangwan – Independent Director
6. Mr. Mahesh Kumar Sharma – Managing Director & CEO

The Composition of the Committee is as per the provisions of IRDAI Corporate Governance Guidelines, 2016.

Mr. Raj Bhardwaj attended Committee meetings as an invitee, in the capacity of expert/representative of customers and had attended five Committee meetings held during the FY 2022-23.

Corporate Governance Report (Contd.)

Objective:

The primary objective of the Committee is to assist the Board to protect the interests of the policyholders and improve their experience in dealing with the Company at all stages and levels. The Committee monitors adoption of sound and healthy market practices in terms of sales, marketing, advertisements, promotion, publicity, redressal of customer grievances, consumer awareness and education.

Terms of Reference/Charter:

The detailed terms of reference/charter forms part of Corporate Governance Policy available on the Company's website. The brief terms of reference of the Policyholder Protection Committee includes:

1. Ensure adequacy of disclosure of "material information" to the policyholders. These disclosures shall, for the present, comply with the requirements prescribed by the IRDAI both at the point of sale and at periodic intervals;
2. Provide the details of grievances at periodic intervals in such formats as may be prescribed by the IRDAI;
3. Provide details of insurance ombudsmen to the policyholders;
4. Shape the customer service philosophy and policies of the organisation based on the overall environment in the financial services industry;
5. Oversee the functions of the customer service council;
6. Review measures for enhancing the quality of customer service;
7. Provide guidance to improve in the overall satisfaction level of customers;
8. Adopt standard operating procedures to treat the customer fairly including time-frames for policy and claims servicing parameters and monitoring implementation thereof;
9. Put in place a framework for review of awards given by Insurance Ombudsman/Consumer Forums. Analyse the root cause of customer complaints, identify market conduct issues and advise the management appropriately about rectifying systemic issues, if any;
10. Review all awards given by Insurance Ombudsman/Consumer Forums remaining unimplemented for more than three months with reasons therefore and report the same to the Board for initiating remedial action, where necessary;

Meeting & Attendance:

During the year under review, five (5) Board Policyholder Protection Committee Meetings were held and the Committee met once in every quarter. The details of composition and attendance of the Company's Board Policyholder Protection Committee Meetings held during the FY 2022-23 are as follows:

Name of Committee Member	25-Apr-22	25-Jul-22	14-Sep-22	18-Oct-22	16-Jan-23
Mr. Narayan K. Seshadri	Present	Present	Present	Present	Present
Mr. Ashwini Kumar Tewari ¹	Absent	NA	NA	NA	NA
Mr. Swaminathan Janakiraman ²	NA	NA	Absent	Absent	Absent
Mr. Deepak Amin	Present	Present	Present	Present	Present
Dr. Tejendra M. Bhasin	Present	Present	Present	Present	Present
Ms. Usha Sangwan	Present	Present	Present	Present	Present
Mr. Mahesh Kumar Sharma	Present	Present	Present	Present	Present

¹Mr. Ashwini Kumar Tewari ceased as member w.e.f. July 14, 2022.

²Mr. Swaminathan Janakiraman was appointed as member w.e.f. July 28, 2022.

Activities:

The Committee has undertaken various activities during the year at various frequency. Few of these activities are highlighted below:

Activities of the Committee during the year	Frequency
Review monthly and quarterly complaints of Policyholders, status of claims of Policyholders & status of undelivered policies	Quarterly
Status of unclaimed amount and steps taken for reducing payment due to policyholders	Quarterly
Review the awards given by Insurance Ombudsmen & Status of Surrender & Lapse Terminate Refund	Quarterly
Review and recommend Insurance Awareness Policy & Policy for Opening, Relocation and Closure of Offices	Annually

E. Board Nomination & Remuneration Committee

The Policyholder Protection Committee (“the Committee”) comprises of the three Independent Directors and a Nominee Director. As on March 31, 2023, the Committee comprised:

1. Mr. Narayan K. Seshadri – Chairman, Independent Director
2. Mr. Swaminathan Janakiraman – Nominee Director
3. Mr. Deepak Amin – Independent Director
4. Mr. Shobinder Duggal – Independent Director

The Composition of the Board Nomination and Remuneration Committee is governed by the provisions of Section 178 of the Companies Act, 2013, Regulation 19 of Listing Regulations and Corporate Governance Guidelines, 2016 issued by IRDAI.

Objective:

The primary objective of the Committee is to assist the Board in formulating the criteria for determining qualifications, positive attributes and independence of a Directors and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

Meeting & Attendance:

During the FY 2022-23, eight (8) Board Nomination and Remuneration Committee Meetings were held. The details of composition and attendance of the Company’s Board Nomination and Remuneration Committee Meetings held during the FY 2022-23 are as follows:

Name of Committee Member	28-Apr-22	20-Jul-22	27-Jul-22	14-Sep-22	21-Oct-22	08-Dec-22	27-Dec-22	23-Mar-23
Mr. Narayan K. Seshadri	Present	Present	Present	Present	Present	Present	Present	Present
Mr. Ashwini Kumar Tewari ¹	Present	NA	NA	NA	NA	NA	NA	NA
Mr. Swaminathan Janakiraman ²	NA	NA	NA	Absent	Absent	Present	Absent	Present
Mr. Deepak Amin	Absent	Present	Present	Present	Present	Present	Present	Present
Mr. Shobinder Duggal	Present	Present	Present	Present	Present	Present	Present	Present

¹Mr. Ashwini Kumar Tewari ceased as member w.e.f. July 14, 2022.

²Mr. Swaminathan Janakiraman was appointed as member w.e.f. July 28, 2022.

Activities:

The Committee has undertaken various activities during the year at various frequency. Few of these activities are highlighted below:

Activities of the Committee during the year	Frequency
Review and recommend the Remuneration Policy, Policy on Succession Planning for the Board & Senior Management & Policy on Evaluation of Directors	Annually
Approved and granted ESOP to eligible employees	Annually
Recommend the appointment and resignation of Key Management Persons to the Board of Directors	Periodically
Review & recommend the Performance Evaluation of Directors	Annually
Reviewed and approved reinstatement of Lapsed Stock Options	Periodically

Terms of Reference/Charter:

The detailed terms of reference/charter forms part of Corporate Governance Policy available on the Company’s website. The brief terms of reference of the Nomination & Remuneration Committee includes:

1. To formulate criteria for determining Board Composition, Board effectiveness, Board Succession and Independent functioning of the Board.
2. To recommend the appointment and removal of Directors, for approval of the Shareholders.
3. To evaluate the performance of the Board including committees and Individual Directors.
4. To devise a policy on diversity of the Board.
5. Carrying out any other function, as is mentioned in the terms of reference of the Board Nomination and Remuneration Committee and any other terms of reference as may be decided by the Board and/or specified/provided under the Companies Act, 2013 or the Listing Regulations, or by the Corporate Governance Guidelines issued by the IRDAI, or under any applicable law.

Corporate Governance Report (Contd.)

F. Board Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee ("the Committee") comprises of the three Independent Directors, a Nominee Director, Managing Director & CEO, Chief Financial Officer and EVP & Chief of Human Resource. As on March 31, 2023, the Committee comprised:

1. Mr. Shobinder Duggal – Chairman, Independent Director
2. Mr. Swaminathan Janakiraman – Nominee Director
3. Mr. Narayan K. Seshadri – Independent Director
4. Dr. Tejendra M. Bhasin – Independent Director
5. Mr. Mahesh Kumar Sharma – Managing Director & CEO
6. Mr. Sangramjit Sarangi – President & Chief Financial Officer
7. Mr. Subodh Kumar Jha – EVP & Chief of HR & Management Services

The Composition of the Board Corporate Social Responsibility Committee is governed by the provisions of Section 135 of Companies Act, 2013, Corporate Social Responsibility Policy Rules, 2014 and Corporate Governance Guidelines, 2016 issued by IRDAI.

Meeting & Attendance:

During the FY 2022-23, five (5) Board Corporate Social Responsibility Committee Meetings were held. The details of composition and attendance of the Company's Board Corporate Social Responsibility Committee meetings held during the FY 2022-23 are as follows:

Name of Committee Member	25-Apr-22	25-Jul-22	14-Sep-22	18-Oct-22	16-Jan-23
Mr. Shobinder Duggal	Present	Present	Present	Present	Present
Mr. Ashwini Kumar Tewari ¹	Absent	NA	NA	NA	NA
Mr. Swaminathan Janakiraman ²	NA	NA	Absent	Absent	Absent
Mr. Narayan K. Seshadri	Present	Present	Present	Present	Present
Dr. Tejendra M. Bhasin	Present	Present	Present	Present	Present
Mr. Mahesh Kumar Sharma	Present	Present	Present	Present	Present
Mr. Sangramjit Sarangi	Present	Present	Present	Present	Present
Ms. Seema Trikannad ³	Present	Present	Present	Present	NA
Mr. Subodh Kumar Jha ⁴	NA	NA	NA	NA	Present

¹Mr. Ashwini Kumar Tewari ceased as member w.e.f. July 14, 2022.

²Mr. Swaminathan Janakiraman was appointed as member w.e.f. July 28, 2022.

³Ms. Seema Trikannad ceased as member w.e.f. October 31, 2022.

⁴Mr. Subodh Kumar Jha was appointed as member w.e.f. November 1, 2022.

Activities:

The Committee has undertaken various activities during the year at various frequency. Few of these activities are highlighted below:

Activities of the Committee during the year	Frequency
Review and recommend the Annual CSR Plan & Budget	Annually
Review CSR activities & expenditures undertaken during the quarter	Quarterly
Review and recommend the CSR Policy	Annually

Objective:

The primary objective of the Committee is to assist the Board with monitoring of the Corporate Social Responsibility Policy of the Company and recommending the amount of expenditure to be incurred on the Corporate Social Responsibility activities.

A detailed report on CSR activities is enclosed as **Annexure - II** of the Director's Report.

Terms of Reference/Charter:

The detailed terms of reference/charter forms part of Corporate Governance Policy available on the Company website. The brief terms of reference of the Corporate Social Responsibility Committee includes:

1. To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company.
2. To recommend the amount of expenditure to be incurred on the Corporate Social Responsibility activities.
3. To assist in formulating Annual CSR Plan for the Financial Year.

G. Board With Profits Committee

The With Profits Committee (“the Committee”) comprises of the three Independent Directors, Managing Director & CEO, Chief Financial Officer, Appointed Actuary & Independent Actuary. As on March 31, 2023, the Committee comprised:

1. Ms. Usha Sangwan – Chairperson, Independent Director
2. Mr. Shobinder Duggal – Independent Director
3. Dr. Tejendra M. Bhasin – Independent Director
4. Mr. Mahesh Kumar Sharma – Managing Director & CEO
5. Mr. Sangramjit Sarangi – President & Chief Financial Officer
6. Mr. Prithesh Chaubey – Appointed Actuary
7. Mr. Modukuru Phanesh – Independent Actuary

The Board With Profits Committee is constituted pursuant to IRDAI (Non-linked Insurance Products) Regulations, 2019. The Committee has been constituted to deliberate on issues like investment income earned on the fund, working of asset share etc. The report of the Committee is required to be appended to the Actuarial Report and Abstract.

Meeting & Attendance:

During the FY 2022-23, one (1) Board With Profits Committee Meeting was held. The details of composition and attendance at the Company’s Board With Profits Committee meeting held during the FY 2022-23 are as follows:

Name of Committee Member	26-Apr-22
Ms. Usha Sangwan	Present
Mr. Shobinder Duggal	Present
Dr. Tejendra M. Bhasin	Present
Mr. Mahesh Kumar Sharma	Present
Mr. Sangramjit Sarangi	Present
Mr. Saisrinivas Dhulipala ¹	Present
Mr. Prithesh Chaubey	Present
Mr. Modukuru Phanesh ²	NA

¹Mr. Saisrinivas Dhulipala ceased as member w.e.f. March 8, 2023.

²Mr. Modukuru Phanesh was appointed as member w.e.f. March 8, 2023.

Activities:

The Committee has undertaken various activities during the year at various frequency. Few of these activities are highlighted below:

Activities of the Committee during the year	Frequency
Review and recommend proposed bonus rates to the Board for approval	Annually
Review and recommended With Profit Committee Report to the Board	Annually
Review and recommend Bonus Policy	Annually

Objective:

The primary objective of the Committee is to assist the Board with oversight of:

1. Review the methodology and basis used by the Appointed Actuary for calculation of asset share;
2. Provide a report as specified in Section 34(v) of the IRDAI (Non-linked Products) Regulations, 2019

Terms of Reference/Charter:

The detailed terms of reference/charter forms part of Corporate Governance Policy available on the Company website. The brief terms of reference of the Stakeholders Relationship Committee includes:

1. Maintaining the asset shares at policy level, and ensuring that only the portion of expenses representing this business shall be allocated and interest rate credits to these asset shares represent the underlying assets of these funds;
2. Determining the asset share for each product in accordance with the guidance or practice standards, etc. issued by the Institute of Actuaries of India and IRDAI; and
3. Determining and providing approval for the detailed working of the asset share, the expense allowed for, the investment income earned on the fund of policyholders, etc. which were represented in the asset share.

Corporate Governance Report (Contd.)

H. Board Stakeholders Relationship Committee

The Stakeholders Relationship Committee ("the Committee") comprises of the two Independent Directors, a Nominee Director and Managing Director & CEO. As on March 31, 2023, the Committee comprised:

1. Dr. Tejendra M. Bhasin – Chairman, Independent Director
2. Mr. Swaminathan Janakiraman – Nominee Director
3. Mr. Deepak Amin – Independent Director
4. Mr. Mahesh Kumar Sharma – Managing Director & CEO

The Composition of the Board Stakeholders Relationship Committee is governed by the provisions of Section 178 of Companies Act, 2013 and Regulation 20 of Listing Regulations.

Mr. Vinod Koyande, Company Secretary acts as the Compliance Officer of the Company in accordance with the requirements of Listing Regulations.

Objective:

The primary objective of the Committee is to assist the Board with oversight of:

1. Redressal and resolutions of the grievances of the shareholder of the Company;

2. Allotment of ESOP shares;
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent (RTA);
4. Review of measures/initiatives taken by the Company for reducing the quantum of unclaimed dividends

Terms of Reference/Charter:

The detailed terms of reference/charter forms part of Corporate Governance Policy available on the Company website. The brief terms of reference of the Stakeholders Relationship Committee includes:

1. Approval and rejection of transfer and transmission of shares or securities including preference shares, bonds, debentures and securities.
2. Approval and rejection of requests for split and consolidation of share certificates.
3. Approval and rejection of issue of duplicate share certificates issued from time to time.
4. Redemption of Securities and the listing of securities on stock exchanges.

Meeting & Attendance:

During the FY 2022-23, four (4) Board Stakeholders' Relationship Committee Meetings were held. The details of composition and attendance at the Board Stakeholders' Relationship Committee meetings held during the FY 2022-23 are as follows:

Name of Committee Member	26-Apr-22	26-Jul-22	19-Oct-22	18-Jan-23
Dr. Tejendra M. Bhasin	Present	Present	Present	Present
Mr. Ashwini Kumar Tewari ¹	Absent	NA	NA	NA
Mr. Swaminathan Janakiraman ²	NA	NA	Absent	Absent
Mr. Deepak Amin	Present	Present	Present	Present
Mr. Mahesh Kumar Sharma	Present	Present	Present	Present

¹Mr. Ashwini Kumar Tewari ceased as member w.e.f. July 14, 2022.

²Mr. Swaminathan Janakiraman was appointed as member w.e.f. July 28, 2022.

Activities:

During the FY 2022-23, 116 investor complaints were received and resolved. No Complaints were pending for resolution as at March 31, 2023.

The Committee has undertaken various activities during the year at various frequency. Few of these activities are highlighted below:

Activities of the Committee during the year	Frequency
Monitor and review status of Investor Grievances	Quarterly
Review report on transfer of securities	Annually
Review Internal Audit Report submitted by Independent Auditor covering functioning of RTA	Annually
Approve allotment of ESOP shares	Periodically
Review initiative taken for reducing the quantum of Unclaimed Dividend	Annually

(III) Familiarisation Programme for Independent Directors

Independent Directors are familiarised with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company through induction programmes through presentations on economy and industry overview, key regulatory developments, strategy and performance which are made to the Directors from time to time. The policy on familiarization programmes for Independent Directors and the details of the familiarization programmes

have been hosted on the website of the Company and can be accessed on the link <https://www.sbilife.co.in/familiarization-programme-for-independent-directors>

(IV) Meeting of Independent Directors

The meeting of the Independent Directors as envisaged under Schedule IV of the Companies Act, 2013 was conducted on March 29, 2023. All Independent Directors attended the meeting through Video Conference. Mr. Narayan K. Seshadri was elected as the Chairman of the meeting.

At the meeting, the Independent Directors reviewed the performance of the non-independent Directors (including the Chairman) and the Committees of the Board and the Board as a whole as per the requirements of the Companies Act, 2013.

(V) Annual Performance Evaluation of Board, Committees and Directors

In terms of the provisions of the Companies Act, 2013 read with rules made thereunder, and the Corporate Governance Guidelines issued by IRDAI, the Board of Directors on the recommendation of the Board Nomination and Remuneration Committee, have evaluated the effectiveness of the Board. Accordingly, the performance evaluation of the Board, each Director (including Independent Directors) and Committees were carried out for the financial year ending March 31, 2023.

The evaluations of the Individual Performance of Directors (including Independent Directors), the Board, the Committees and the Chairman of the Board were undertaken through circulation of five questionnaires each for the Individual Performance of Directors, the Board, the Committees and the Chairman of the Board. The performance of the Board was assessed on selected parameters related to roles, responsibilities and obligations towards the Board etc. The evaluation criterions for the Individual Performance of Directors were based on their participation, contribution, offering guidance, etc. The evaluation criteria for the Committees related to its composition, adequate independence of the Committee, etc. The evaluation criteria for the Chairman of the Board besides the general criteria adopted for assessment of all Directors, focused incrementally on leadership abilities, timely resolution of grievances of Board Members, etc.

(VI) Sitting Fees to Independent Directors

The details of sitting fees paid to the Independent Directors, during the FY 2022-23, for attending Board and other Committee meetings are as under:

Name of Director	Amount (₹)
Mr. Narayan K. Seshadri	31,00,000
Mr. Deepak Amin	29,25,000
Mr. Shobinder Duggal	29,00,000
Dr. Tejendra M. Bhasin	24,00,000
Ms. Usha Sangwan	25,00,000
Total	1,38,25,000

No remuneration or commission, other than the Sitting Fees for attending Board and/or its Committee meetings, is paid to Non-Executive Directors.

(VII) Equity Shares held by Non-Executive Directors

During the FY 2022-23, 20 shares were held by Mr. Swaminathan Janakiraman (DIN 08516241) Non-Executive, Nominee Director appointed by State Bank of India.

(VIII) Disclosures of Remuneration pursuant to IRDAI Guidelines

IRDAI guidelines on Remuneration of Non-Executive Directors and Managing Director/Chief Executive Officer/Whole Time Directors of Insurers (IRDAI Guidelines) issued vide reference no. IRDA/F&A/GDL/LSTD/155/08/2016 dated August 5, 2016 requires the Company to make following disclosures on remuneration on an annual basis in their Annual Report:

A. Qualitative Disclosures

1. Board Nomination & Remuneration Committee

The Board Nomination & Remuneration Committee ("the Committee") oversees the appointment and remuneration aspects of Key Managerial Personnel including Managing Director & Chief Executive Officer. The functions of the Committee include recommending appointments of Directors to the Board, identifying persons who are qualified and carrying requisite specialization to become Directors of the Company and who may be appointed as key managerial personnel in accordance with the criteria laid down, recommend to the Board their appointment and removal and formulate a criteria for evaluation of every director's performance and recommend to the board a policy relating to the remuneration (including variable pay or performance linked bonus) of the key managerial personnel and other employees based on the financial and strategic plan approved by the Board. The Committee also evaluates the performance of Managing Director & Chief Executive Officer's and Non- Executive Director's once in a year.

2. Objectives and key features of Remuneration Policy

The purpose of the remuneration policy is to put in place a framework for remuneration of Directors, Key Managerial Personnel and other employees, keeping in view various regulatory and other requirements. This policy is guided by the set of principles and objectives as particularly envisaged under Section 178 of the Companies Act, 2013, which include principles pertaining to determining the qualifications, positive attributes, integrity and independence of Director, etc.

The basic objectives of the Remuneration Policy are given below:

- To be compatible with the organization's Vision and Mission,
- To be externally & internally equitable.

Corporate Governance Report (Contd.)

- To ensure relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long-term sustainability of talented managerial persons and create competitive advantage.
- While making appointment of employees for particular positions their relevant qualification, experience and expertise shall be considered.

The Remuneration Policy was reviewed and approved by the Board of Directors in its meeting held on September 14, 2022.

3. Remuneration of Managing Directors and Other Senior Management

As per Article of Association of the Company, the Managing Director & Chief Executive Officer of the Company is appointed by State Bank of India and the appointment is subject to Insurance Regulatory and Development Authority of India (IRDAI) approval. The remuneration of Managing Director & Chief Executive Officer is governed by SBI Officers Service Rules and is being reimbursed by the Company to State Bank of India.

The appointment of other Key Management Personnel & Senior Management staff at SBI Life and their removal from services of the Company are governed by the Human Resource policies of the Company and approved by the Managing Director & Chief Executive Officer/ Board wherever applicable.

Remuneration aims to motivate personnel to deliver Company's key strategies, create a strong performance-oriented environment and reward achievement of meaningful targets over the short and long-term.

The Company has an annual increment and variable pay policy which is based on merit pay philosophy. The performance linked incentive is based on both individual as well as Company's performance. Various performance parameters for the Company (based on the financial and strategic plan approved by the Board) are reviewed by the Committee and approved by the Board at the beginning of every year.

Based on the predefined parameters the actual performance of the Company is reviewed by the Committee to award a performance rating. The Company performance rating is approved by the Board based on the recommendations of the Committee at the end of every financial year. The framework of annual increment and performance linked Variable Pay for all employees is also reviewed by the Board Nomination & Remuneration Committee and approved by the Board every year.

B. Quantitative Disclosures

The following table sets forth, for the period indicated, the details of quantitative disclosure for remuneration of Executive Directors/Whole-Time Directors/Managing Director & CEO (MD & CEO):

		(₹ in million)	
Sr. No.	Particulars	As on March 31, 2023	As on March 31, 2022
1	Number of WTD/CEO/MD having received a variable remuneration award during the financial year	1	1
2	Number and total amount of sign on awards made during the financial year	Nil	Nil
3	Details of guaranteed bonus, if any, paid as joining/sign on bonus	Nil	Nil
4	Total amount of outstanding deferred remuneration, split into cash, shares and share linked instruments and other form	Nil	Nil
5	Total amount of deferred remuneration paid out in the financial year	Nil	Nil
6	Breakup of amount of remuneration awarded for the financial year to show fixed and variable, deferred and non-deferred:		
	Fixed	5.57	4.90
	Variable	1.59	1.42
	Non-Deferred	-	-
	Share Linked Instrument	-	-

Disclosure required with respect to Section 197(12) of the Companies Act, 2013 & rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;

Mr. Mahesh Kumar Sharma 13.27:1

- (ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

The percentage increase in remuneration of the Managing Director & CEO, the President & Chief Financial Officer and the Company Secretary ranged between 13% to 28%.

- (iii) The percentage increase in the median remuneration of employees in the financial year

The percentage increase in the median remuneration of employees, who are part of annual bonus plan, in the financial year was around 10.18%.

- (iv) The number of permanent employees on the rolls of company;

The number of permanent employees on the rolls of company is 20,787 as on March 31, 2023.

- (v) Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

The average percentage increase in the salaries of total employees other than the Key Managerial Personnel for fiscal 2023 was around 15.97%, while the average increase in the remuneration of the Key Managerial Personnel was in the range of 13% to 28%.

- (vi) Affirmation that the remuneration is as per the remuneration policy of the Company.

Yes, the remuneration is as per the remuneration policy of the Company.

(IX) Recording of Minutes of Proceedings of Board/Board Committee Meetings:

The Company Secretary records the Minutes of the proceedings of each Board and Board Committee Meetings. The finalised Minutes are entered in the Minutes Book within 30 days from the conclusion of that meeting. The decisions and Action Taken reports are communicated promptly to concerned departments for their necessary action. Action taken reports on decision or minutes of the previous meeting(s) are placed at the succeeding meeting of the Board or Board Committee for noting.

(X) Other Key Governance Practices

(a) Policies, Procedures and Compliance

The Company has put in place the following Board approved policies, which are reviewed on an annual

basis and status update of compliance is placed before the Board/Management on regular basis.

- Prohibition of Insider Trading and Code of Conduct for Dealing in Securities
- Whistle Blower Policy
- Fraud Prevention Policy
- Policy for Opening, Relocation and Closure of Offices (Places of Business)
- Asset Liability Management Policy
- Compliance Policy
- Audit Policy
- Investment Policy
- Insurance Awareness Policy
- Policy for Protection of Policyholders' Interests
- Anti Money Laundering and Counter Financing of Terrorism Policy
- Risk Management Policy
- Underwriting Policy and Health Insurance Underwriting Policy
- Retention and Reinsurance Policy
- Bonus Policy
- Information and Cyber Security Policy
- Information Technology Policy
- Outsourcing Policy
- Corporate Social Responsibility Policy
- Stress Test Policy
- Policy on Allotment and Servicing of Orphaned policies
- Remuneration Policy
- Policy for Prevention of Sexual Harassment
- Policy on matters relating to Insurance Agents
- Business Continuity Management Policy
- Policy on Telemarketing and Distance Marketing
- Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions
- Record Maintenance and Document Retention Policy
- Policy on Empanelment and On-boarding of Insurance intermediaries
- Policy for Allocation and Apportionment of Expense of Management
- Liquidity Policy

Corporate Governance Report (Contd.)

- Stewardship Policy
- Policy on Succession Planning for the Board and Senior Management
- Policy for Determination of Materiality and Disclosure of events/information
- Policy on Performance Evaluation of Directors
- Customer Awareness Policy
- Dividend Distribution Policy
- Voting Policy
- Policy on Product Suitability
- Interest Rate Risk Hedging Policy
- Insurance Agent and Insurance Intermediaries Debit Balance Write-off Policy
- Policy on Declaration of Interest Rates under Group Savings Insurance Products
- Product Management & Pricing Policy
- Archival Policy
- Data Protection Policy
- Aadhaar Privacy Policy
- Aadhaar Security Policy
- Board Diversity Policy
- Diversity, Equity and Inclusion Policy
- Anti Bribery and Anti Corruption Policy
- Human Rights Policy
- Corporate Governance Policy
- Environmental, Social & Governance Policy

(b) Compliance Certification

Information relating to applicable laws, regulations and circulars related to insurance and other regulatory requirements is disseminated to various functions across the Company. In order to ensure existence of compliance culture at all the levels, the Company has put in place a robust compliance certification process, wherein respective functional Heads provides certificate of Compliance on a quarterly basis to the Managing Director & Chief Executive Officer. Based on the certification from respective functional heads, a compliance certificate by the Managing Director & Chief Executive Officer along with Compliance Officer is placed at the Board Audit Committee and then placed before the Board of Directors on a quarterly basis.

(c) Code of Business Conduct and Ethics

The Company has laid down its code of conduct and ethics by adopting the following practices and policies:

- Confidentiality of Information
- Employment conduct
- Conflict of Interest
- Compliance to Laws, Rules and Regulations
- Policy for Prevention of Sexual Harassment
- Code of conduct for all the Directors and senior management
- Familiarization programme for Independent Directors

As per regulation 46 of the Listing Regulations, the Code of conduct for all the Directors and Senior Management is hosted on the website of the Company <https://www.sbilife.co.in/code-of-conduct-ethics-for-directors-and-senior-management-pers>

(d) Whistle Blower Policy

The Company has a Board approved 'Whistle Blower Policy' in place which allows for disclosure by employees and permits the Company to address such disclosures or complaints by taking appropriate action, including but not limited to, disciplining or terminating the employment and/or services of those responsible. The purpose of this Policy is to provide a framework to promote responsible and secure whistle blowing. The details of whistle blower cases are presented to the Board Audit Committee on a quarterly basis. The Whistle Blower Policy is hosted on the website of the Company <https://www.sbilife.co.in/en/about-us/investor-relations>.

(e) Prohibition of Insider Trading and Code of Conduct for Dealing in Securities

The Company's Board has prescribed policy on 'Prohibition of Insider Trading and Code of Conduct for Dealing in Securities' as required under SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and 'Technical Guide on review and certification of Investment Risk Management Systems & Processes of Insurance Companies' issued by ICAI and IRDAI (Investment) Regulations as amended from time to time.

The scope of policy covers monitoring the investment transactions done by the 'Designated Person(s)' to avoid any conflict of interest vis-à-vis Company's investment activities.

The policy ensures that all security transactions by these 'Designated Person(s)' does not affect any actual or potential interest of the Company and the 'Designated Person' have not taken any undue advantage of any price-sensitive information that they may have in the course of working with the Company. The policy stipulates conditions for prior approvals for investment purposes by the 'Designated Person(s)' and quarterly/annual

disclosures of investments transactions and holdings. A status report on the implementation of the policy and instances of violation, if any, is placed before the Board Audit Committee on a quarterly basis.

(f) Dividend Distribution Policy

The Company may declare dividend from, inter alia, profits for the Fiscal, or from profits for any previous year, or from free reserves available. The declaration of dividend is required to be in compliance with the Companies Act, Insurance Act, the Listing Regulations and the Articles of Association. The Dividend Distribution Policy stipulates, inter alia, certain financial and external factors which will be considered before declaration of dividend by Board. Such factors include profitability and key financial metrics, available solvency margin, capital expenditure requirements and such other factors and or material events which Board may consider. Dividend Distribution Policy is hosted on the website of the Company <https://www.sbilife.co.in/en/about-us/investor-relations>

(g) Stewardship Policy

The Company has put in place a Stewardship Policy pursuant to IRDAI Guidelines on Stewardship Code for Insurers in India vide letter ref no. IRDA/F&A/GDL/CMP/059/03/2017 and subsequent amendments/revisions thereto. The policy aims at laying down set of principles to engage with the management of the investee company at a greater level to improve governance.

(h) Sexual Harassment Cases

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 provides protection against sexual harassment of women at workplace and for the prevention and redressal of complaints of sexual harassment. The Company has a laid down policy on sexual harassment at workplace and periodical awareness program and training is given to the employees. The Company believes in providing a safe working environment at the workplace.

The details of the total cases filed and disposed pertaining to incidents under the policy are as follows:

Particulars	No. of Cases
Number of complaints pending at the beginning of the financial year	0
Number of complaints received during the financial year	8
Number of complaints disposed-off during the financial year	8
Number of complaints pending at the end of the financial year	0

(i) Holding Company

The Company is a listed Indian subsidiary company of State Bank of India (SBI), which holds 55.45% of the Company's share capital. The Company regularly reports all its material information to the Stock Exchanges ("BSE" and "NSE").

(j) Compliance with mandatory requirements and adoption of non-mandatory requirements

The Company has adhered to all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation 2 of Regulation 46 and some of the discretionary requirements pertaining to Corporate Governance stipulated under the Listing Regulations.

The Company has adopted following discretionary requirements:

(a) Modified opinion(s) in audit report:

During the year under review, there was no audit qualification in financial statements. The Company continues to adopt best practices to ensure regime of unqualified financial statements.

(b) Separate posts of Chairman and Chief Executive Officer:

The Company has complied with the requirement of having separate persons for the posts of Chairman and Managing Director & Chief Executive Officer.

(c) Reporting of Internal Auditor:

The internal auditor presents their reports directly to the Audit Committee.

(k) Management Discussion and Analysis

Pursuant to Regulation 34(2)(e) of Listing Regulations, the Annual Report has a separate chapter titled Management Discussion & Analysis.

Corporate Governance Report (Contd.)

(XI) Shareholder and General Information

A. Corporate Information

SBI Life Insurance Company Limited was incorporated as a public limited company on October 11, 2000 under the Companies Act, 1956. The Company is registered with the Insurance Regulatory and Development Authority of India and is carrying on the business of life insurance and annuity.

The key information of the Company is as follows:

1.	Date of Incorporation	October 11, 2000
2.	Corporate Identification No. (CIN)	L99999MH2000PLC129113
3.	Financial Year	April 1 to March 31
4.	IRDAI Registration No.	111
5.	Permanent Account No. (PAN)	AAFCS2530P
6.	ISIN	INE123W01016
7.	Registered Office & Corporate Office/Address for Correspondence	SBI Life Insurance Company Limited 'NATRAJ', M. V. Road & Western Express Highway Junction, Andheri (East), Mumbai - 400069 Tel. No.: +91 22 61910000 Fax No.: +91 22 61910517 Website: www.sbilife.co.in
8.	Company Secretary	Mr. Vinod Koyande Tel. No.: +91 22 61910050 E-mail: vinod.koyande@sbilife.co.in

B. Listing of Equity Shares on Stock Exchange

The Company has listed its equity shares on the following Stock Exchanges:

Stock Exchange	Code
BSE Limited (BSE) (Equity) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001	540719
National Stock Exchange of India Limited (NSE) (Equity) 'Exchange Plaza', Bandra-Kurla Complex, Bandra (E), Mumbai- 400 051	SBILIFE

The equity shares of the Company got listed on National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') on October 3, 2017. The Company has paid the annual listing fees for the relevant periods to BSE and NSE where its equity shares are listed.

C. Dematerialisation of Company Shares and Liquidity

The Company's equity shares are regularly traded in dematerialized form on NSE and BSE. As at March 31, 2023, 100% equity shares of Company were held in dematerialized form. The details of mode of holding equity shares of the Company as on March 31, 2023 is given below:

Mode of holding	Number of Equity Shares	% to paid-up capital
Electronic or Dematerialized:		
Central Depository Services Limited (CDSL)	56,61,37,818	56.56
National Securities Depository Limited (NSDL)	43,47,56,941	43.44
Total	1,00,08,94,759	100

D. Registrar and Share Transfer Agents and Share Transfer System

The Company's Registrar and Share Transfer Agent is the KFin Technologies Limited (RTA). All shares' transfers and related operations are conducted by RTA.

Address:

KFin Technologies Limited

Selenium Building, Tower B, Plot Nos. 31 & 32,
Financial District, Nanakramguda,
Serilingampally Mandal, Hyderabad, Rangareddi,
Telangana, India-500032
Toll Free No: 1800 309 4001
E-mail: inward.ris@kfintech.com

E. General Body Meetings

a) The details of forthcoming 23rd Annual General Meeting (AGM)

Financial Year	AGM	Date and Time	Venue
2022-23	23 rd	August 29, 2023 at 04:00 P.M.	The AGM will be conducted through Video Conference (VC)/Other Audio-Visual Means (OAVM). The deemed venue for 23 rd AGM shall be the registered office of the Company

b) The details of the last three Annual General Meetings (AGMs) and special resolutions passed thereat:

Financial Year	AGM	Date and Time	Venue	Business Transacted by Special Resolutions
2021-22	22 nd	August 29, 2022 at 12:00 P.M.	Through Video Conference (VC) or Other Audio-Visual Means (OAVM)	Alteration of Articles of Association of the Company
2020-21	21 st	September 24, 2021 at 11:00 A.M.	Through Video Conference (VC) or Other Audio-Visual Means (OAVM)	All business transacted through 'Ordinary Resolution'
2019-20	20 th	September 24, 2020 at 03:00 P.M.	Through Video Conference (VC) or Other Audio-Visual Means (OAVM)	Re-appointment of Mr. Deepak Amin (DIN:01289453), as an Independent Director of the Company

c) The details of Extraordinary General Meetings (EGMs) held in last three financial years and special resolutions passed thereat:

During the FY 2020-21, FY 2021-22 and FY 2022-23 the Company did not hold any Extraordinary General Meeting.

d) Details of business transacted through Postal Ballot during the FY 2022-23:

Pursuant to Sections 108, 110 and other applicable provisions, if any, of the Act, (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the General Circular No. 14/2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020, in relation to clarification issued by the MCA, Government of India and pursuant to other applicable laws and regulations, the Company only had remote e-Voting facility for its Members, enabling them to cast their votes electronically.

During the FY 2022-23, two ordinary resolutions were passed through postal ballot pertaining to the following businesses:

- Approval for entering into Material Related Party Transaction for purchase and/or sale of investments
- Approval for entering into Material Related Party Transaction with State Bank of India

The Company engaged the services of KFin Technologies Limited, for facilitating remote e-voting to enable the Members to cast their

votes electronically. Ms. Ashwini Inamdar (F9409 & CP11226), Partner of M/s. Mehta & Mehta, Company Secretaries, was appointed as the scrutiniser, for conducting the e-voting process in respect of the postal ballot, in a fair and transparent manner.

The Company dispatched the Postal Ballot Notice in electronic form only to its registered members whose e-mail IDs were registered/available with the Depository Participants/Registrars and Share Transfer Agents as on the cut-off date.

Voting rights were reckoned on the paid-up value of the shares registered in the names of the Members as on the cut-off date i.e. Friday, February 24, 2023. Members desiring to exercise their votes by electronic mode were requested to vote before close of business hours on the last date of e-voting.

The Scrutiniser, after the completion of scrutiny, submitted her report to Mr. Vinod Koyande, Company Secretary, who was authorised to accept, acknowledge and countersign the Scrutiniser's Report as well as declare the voting results in accordance with the provisions of the Act, the Rules framed thereunder and the Secretarial Standard 2 on General Meetings.

The Postal Ballot results were declared on March 31, 2023. The results were displayed at the Registered Office & the Corporate Office of the Company and also on the Company's website besides being communicated to NSE, BSE and RTA.

No special resolution is currently proposed to be conducted through postal ballot.

Corporate Governance Report (Contd.)

F. Dividend History

Sr. No.	Financial Year	Interim/Final	Rate of Dividend	Date of Declaration	Date of Payment	Due date of transfer to IEPF	
1	2013-14	Interim	10% (₹1.0 per share)	March 25, 2014	April 10, 2014	-	
2	2014-15	Interim	12% (₹1.2 per share)	March 27, 2015	April 06, 2015	-	
3	2015-16	Interim	12% (₹1.2 per share)	March 28, 2016	April 11, 2016	-	
4	2016-17	Interim	15% (₹1.5 per share)	March 22, 2017	April 17, 2017	-	
5	2017-18	Interim	20% (₹2 per share)	March 23, 2018	April 12, 2018	May 19, 2025	
6	2018-19	Interim	20% (₹2 per share)	March 26, 2019	April 22, 2019	May 29, 2026	
7	2019-20	No dividend declared by the Company					
8	2020-21	Interim	25% (₹2.5 Per Share)	March 25, 2021	April 19, 2021	May 26, 2028	
9	2021-22	Interim	20% (₹2 per share)	March 22, 2022	April 16, 2022	May 23, 2029	
10	2022-23	Interim	25% (₹2.5 Per Share)	March 8, 2023	March 28, 2023	April 09, 2030	

G. Information on shareholding

(a) The Shareholding pattern of the Company as at March 31, 2023:

Sr. No.	Name of Shareholders	No. of holders	No. of Equity Shares held	% of Shareholding
1	Promoter	1	55,50,00,000	55.45
2	Banks/Financial Institutions	2	4,026	0.00
3	Mutual Funds	32	11,10,17,207	11.09
4	Alternate Investment Funds	24	31,85,062	0.32
5	Foreign Portfolio Investors	735	25,15,42,592	25.13
6	Non-Resident Indians	8,380	13,98,142	0.14
7	Bodies Corporates	1,497	45,97,468	0.46
8	Clearing Members	38	23,690	0.00
9	Trusts	20	2,01,948	0.02
10	HUF	8,776	5,53,285	0.06
11	Foreign Bodies	1	1,51,00,000	1.51
12	Qualified Institutional Buyers	31	3,67,58,062	3.67
13	Resident Individuals	3,55,137	2,15,13,277	2.15
Total		3,74,674	1,00,08,94,759	100

(b) Top ten Shareholders of the Company as at March 31, 2023:

Sr. No.	Name of Shareholders	No. of Equity Shares held	% of Shareholding
1	State Bank of India	55,50,00,000	55.45
2	Government of Singapore	3,66,92,404	3.67
3	ICICI Prudential Business Cycle Fund	3,40,48,223	3.40
4	HDFC Mutual Fund - HDFC Nifty 100 Equal Weight IND	2,29,71,625	2.30
5	Macritchie Investments Pte Ltd	1,51,00,000	1.51
6	ICICI Prudential Life Insurance Company Ltd.	1,18,98,226	1.19
7	SBI Nifty Index Fund	1,09,52,159	1.09
8	NPS Trust - A/C Max Life Pension Fund Management	1,01,66,776	1.02
9	Aditya Birla Sun Life Trustee Pvt. Ltd.	84,84,237	0.85
10	Monetary Authority of Singapore	77,34,348	0.77

(c) **Shareholders of the Company with more than 1% holding as at March 31, 2023 (other than promoters of the Company):**

Sr. No.	Name of Shareholders	No. of Shares	% of Total Equity Shares
1	Government of Singapore	3,66,92,404	3.67
2	ICICI Prudential Business Cycle Fund	3,40,48,223	3.40
3	HDFC Mutual Fund – HDFC Nifty 100 Equal Weight IND	2,29,71,625	2.30
4	Macritchie Investments Pte Ltd	1,51,00,000	1.51
5	ICICI Prudential Life Insurance Company Ltd	1,18,98,226	1.19
6	SBI Nifty Index Fund	1,09,52,159	1.09
7	NPS Trust - A/C Max Life Pension Fund Management	1,01,66,776	1.02

(d) **Distribution of shareholding of the Company as at March 31, 2023:**

Sr. No.	Category	No. of Holders	% To Holders	No. of Shares	% To Equity
1	1 – 5000	3,73,654	99.73	1,94,85,171	1.95
2	5001 – 10000	234	0.06	16,81,086	0.17
3	10001 – 20000	155	0.04	21,50,438	0.21
4	20001 – 30000	66	0.02	16,05,004	0.16
5	30001 - 40000	78	0.02	27,31,865	0.27
6	40001 - 50000	44	0.01	19,62,693	0.20
7	50001 - 100000	127	0.03	91,09,216	0.91
8	100001 & above	316	0.09	96,21,69,286	96.13
Total		3,74,674	100	1,00,08,94,759	100

H. Means of Communication

It is the Company's belief that all stakeholders should have access to complete information regarding its position to enable them to accurately assess its future potential. The Company disseminates information on its operations and initiatives on a regular basis. The Company's website (www.sbilife.co.in) serves as a key awareness facility for all its stakeholders, allowing them to access information at their convenience. It provides comprehensive information on the Company's strategy, financial performance, operational performance and the latest press releases.

The Company's investor relations personnel respond to specific queries and play a proactive role in disseminating information to both analysts and investors. All information which could have a material bearing on the Company's share price is released as per regulatory requirements. The information is also disseminated to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) from time to time. Other information such as press-releases, stock exchange disclosures, presentations made to analyst/investors etc. are regularly displayed on the Company's website.

The financial and other information and the various compliances as required/prescribed under the Listing Regulations are filed electronically with NSE and BSE through NSE Electronic Application Processing System (NEAPS) and through BSE Listing Centre respectively and are also available on their respective websites in addition to the Company's website.

The Company's quarterly financial results are published in The Financial Express (All editions), Loksatta (Mumbai edition), IRDAI release (Half yearly) is also given in Jansatta (All editions). The financial results, official news releases, analyst call transcripts and presentations are also available on the Company's website.

Corporate Governance Report (Contd.)

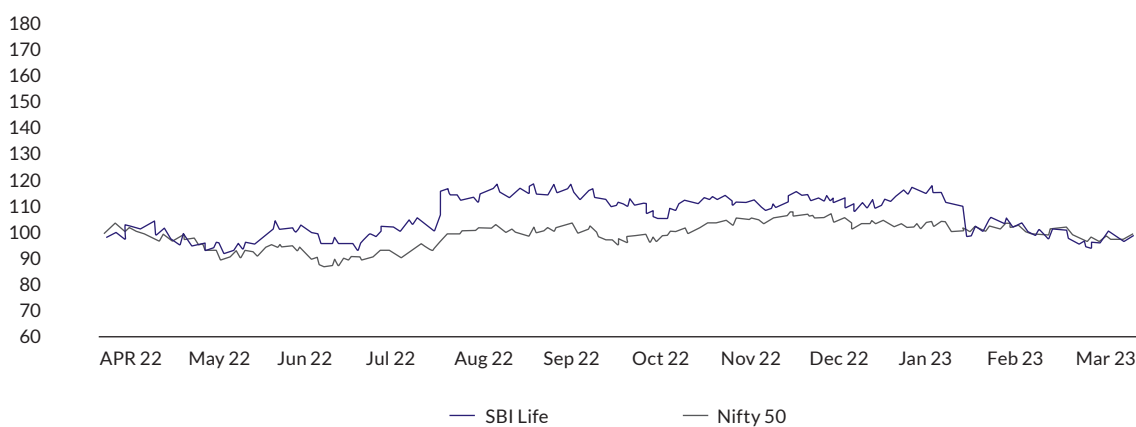
I. Stock Market Price Information

The reported high and low prices and volume of equity shares of the Company traded on NSE and BSE during each month in the period (i.e., from April 01, 2022 to March 31, 2023) are set out in the following table:

Month	NSE			BSE			Total volume Traded of BSE & NSE (in Lakhs)
	High (₹)	Low (₹)	Volume in Share (in Lakhs)	High (₹)	Low (₹)	Volume in Share (in Lakhs)	
April	1,184.95	1,061.20	257.97	1,184.3	1,061.95	8.52	266.49
May	1,180.90	1,033.20	259.95	1,180.5	1,034.95	12.98	272.93
June	1,176.00	1,051.55	206.91	1,175	1,052.5	4.62	211.53
July	1,304.70	1,075.00	256.48	1,305	1,078	12.82	269.30
August	1,334.70	1,251.25	245.14	1,334	1,249.75	12.03	257.17
September	1,340.35	1,215.00	233.93	1,339.55	1,215	31.09	265.02
October	1,279.95	1,167.60	160.82	1,279.45	1,168.1	14.91	175.73
November	1,290.00	1,205.50	195.18	1,290.1	1,206.1	4.26	199.43
December	1,313.50	1,205.00	192.35	1,313.65	1,190.05	3.95	196.30
January	1,330.00	1,212.55	238.57	1,329.75	1,212.8	4.34	242.91
February	1,228.75	1,068.85	431.62	1,228	1,069	10.10	441.72
March	1,145.95	1,054.00	203.35	1,145.1	1,039.25	4.71	208.06
Fiscal 2023	1,340.35	1,033.20	2,882.27	1,339.55	1,034.95	124.31	3,006.58

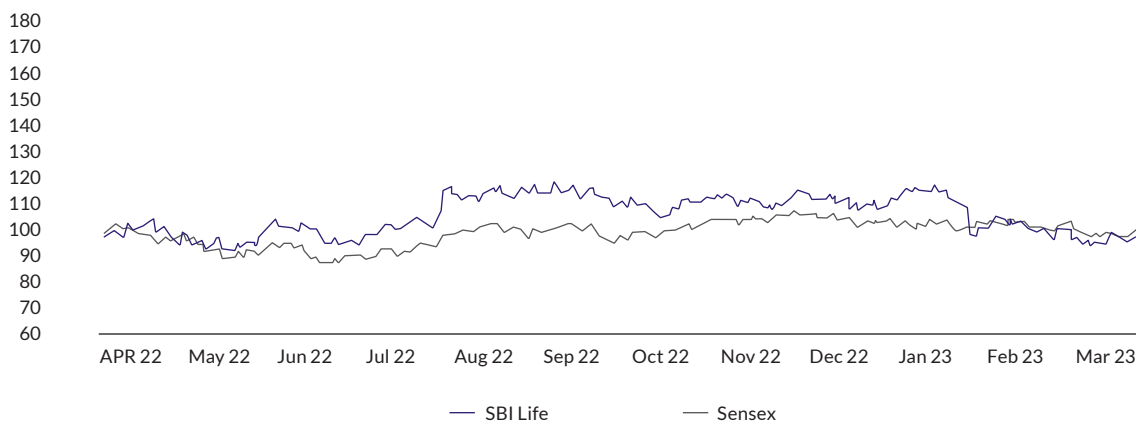
J. Share Price Performance

SBI Life share price versus the NSE - NSE Nifty share price movement (rebased to 100)*:



* Share price and index are rebased to 100 for closing price/value on March 31, 2023.

SBI Life share price versus the BSE - BSE Sensex share price movement (rebased to 100)*:



* Share price and index are rebased to 100 for closing price/value on March 31, 2023.

K. Unclaimed Suspense Accounts

Pursuant to Regulation 39 read with Part F of schedule V of Listing Regulations, there are no shares lying in the unclaimed suspense account of the Company as on March 31, 2023.

L. Fit and Proper criteria for investors and continuous monitoring requirement

The IRDAI guidelines for Listed Indian Insurance Companies prescribe the following:

- Self-certification of 'fit and proper person' criteria by a person holding/intending to acquire equity shares of 1% or more of paid-up equity share capital.
- Prior permission of IRDAI for holding shares beyond 5% of the paid-up equity share capital.

Further information on detailed procedure and format for self-certification is hosted on the Company's website <https://www.sbilife.co.in/fit-and-proper-criteria-for-investors>.

M. Plant Locations

Since the Company is in the business of Life Insurance, the disclosure with regard to plant location is not applicable.

N. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

This is not applicable since the Company does not have any derivatives or liabilities denominated in foreign currency.

O. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

P. Queries related to the Operational and Financial Performance of the Company may be addressed to:

Mr. Sangramjit Sarangi

Investor Relations

SBI Life Insurance Company Limited

Ph: +91 - 22 61910281

investorrelations@sbilife.co.in

Q. Other disclosures**1. Accounting Standards**

The Company has complied with the Accounting Standards notified under Section 133 of the Companies Act, 2013, read together with Rule 7 of the Company (Accounts) Rules, 2014, further amended by Companies (Accounting Standards) Amendment Rules, 2016, to the extent applicable.

2. Secretarial Standards

The Company has complied with the applicable Secretarial Standards issued by The Institute of Company Secretaries of India, from time to time.

3. Related Party Transactions

The Company formulated a Policy on Related Party Transactions in accordance with the Companies Act and the Listing Regulations including any amendments thereto for identifying, reviewing, approving and monitoring of Related Party Transactions ('RPTs'). The said Policy has been revised in line with the amended Listing Regulations and the same is available on the Company's website at <https://www.sbilife.co.in/en/about-us/investor-relations>

All RPTs are placed before the Audit Committee for review and approval. Prior omnibus approval of the Audit Committee is obtained on an annual basis for the transactions which are planned/repetitive in nature. A statement giving details of all RPTs entered pursuant to omnibus approval so granted is placed before the Audit Committee on a quarterly basis for its review specifying the nature, value and terms and conditions of the transactions.

The RPTs entered into during the year under review were on arm's length basis, in the ordinary course of business and in compliance with the applicable provisions of the Act read with the rules framed thereunder and the Listing Regulations. Further, the Company has also obtained shareholders' approval for the material related party transactions that were entered into during the year under review.

In terms of Regulation 23 of the Listing Regulations, the Company submits details of RPTs, as per the format specified to the stock exchanges on a half-yearly basis.

4. Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three financial years

The Equity shares of the Company were listed on the National Stock Exchange of India Limited and BSE Limited on October 3, 2017. There are no penalties or strictures imposed on the Company by the Stock Exchanges, the Securities & Exchange Board of India (SEBI) or any other statutory authority, for any non-compliance on any matter relating to capital markets, during the last three years viz. FY 2021, FY 2022 and FY 2023.

Corporate Governance Report (Contd.)

5. Whistle Blower Policy

The Company has a Whistle Blower Policy in place to enable its Directors, employees and stakeholders to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides for adequate safeguards against victimisation of employees who avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee. It is affirmed that no personnel of the Company have been denied access to the Audit Committee. The Policy is available on the website of the Company at <https://www.sbilife.co.in/en/about-us/investor-relations>

6. Loans and advances to subsidiaries, associates and related entities

As per Listing Regulations, disclosures pertaining to loans and advances given to subsidiaries, associates and related entities are given below:

- During the year, there were no loans or advances given to subsidiaries, associates and firms/companies in which directors are interested.
- There are no investments by the loanee in the shares of the Company.

7. Disclosure of Material Events, pursuant to Listing Regulations

All price-sensitive information and matters that are material to shareholders are disclosed to the respective Stock Exchanges where the securities of the Company are listed. All submissions of various compliances to the Exchanges are made through the respective electronic filing systems. Material events or information as detailed in Regulation 30 of the Listing Regulations are disseminated on the Stock Exchanges by filing them with the National Stock Exchange of India Limited ('NSE') through NEAPS and with BSE Limited ('BSE') through BSE Listing Centre.

These disclosures are also available on the Company's website at www.sbilife.co.in

8. Disclosure Requirements as prescribed by the IRDAI Guidelines on Corporate Governance for Insurance Sector

The following disclosures are made in accordance with the IRDAI Corporate Governance guidelines for insurer in India.

(a) Basis, methods and assumptions on which the financial information is prepared and impact of changes, if any

The basis, methods and assumptions used in preparation of the financial statements has been disclosed in Schedule 16: Significant accounting policies and notes forming part of the financial statements.

(b) Quantitative and qualitative information on the Company's financial and operating ratios, namely, commission and expenses ratios

Quantitative and qualitative information on the financial and operating ratios has been disclosed in the Management and Discussions Analysis section forming part of the Annual Report and "Ratios as prescribed by IRDAI" of Schedule 16: Significant accounting policies and notes forming part of the financial statements.

(c) Actual solvency margin details vis-à-vis the required margin

The details of the solvency ratio are as below:

Particulars	FY 2023	FY 2022
Actual solvency ratio (ASM)	2.15	2.05
Required solvency ratio (RSM)	1.50	1.50

(d) Persistency ratio

Persistency ratio based on number of policies and based on premium is disclosed in "Ratios as prescribed by IRDAI" of Schedule 16: Significant accounting policies and notes forming part of the financial statements.

(e) Financial performance including growth rate and current financial position of the insurer

Financial performance of the Company including growth rate and current financial position has been furnished in the Management Discussion & Analysis section forming part of the Annual Report.

(f) Description of the risk management architecture

The risk management architecture of the Company has been disclosed in "Enterprise Risk Management" section forming part of the Annual Report.

(g) Details of number of claims intimated, disposed of and pending with details of duration

Movement of claim outstanding:

Particulars	FY 2023	FY 2022
Claims Outstanding at the beginning of the year	28,539	33,310
Claims reported during the year	2,491,752	2,274,087
Claims Settled during the year	2,486,197	22,749,55
Claims Repudiated during the year	1,234	1,929
Claim Rejected	800	1,737
Claims Written Back	64	237
Claims Outstanding at end of the year	31,996	28,539

Ageing of claims intimated and settled:

Particulars	FY 2023	FY 2022
On or before maturity	1,188,635	1,108,270
Less than 1 month	1,147,414	1,131,403
1 month to 3 months	80,454	16,078
3 months to 6 months	38,041	3,580
6 months to 1 year	14,606	567
1 year and above	6,385	341
Claims settled during the year	2,475,535	2,260,239

Ageing of claims intimated and outstanding:

Particulars	FY 2023	FY 2022
Less than 3 months	25,676	25,062
3 months to 6 months	6,318	3,452
6 months to 1 year	2	25
1 year and above	-	-
Claims Outstanding at end of the year	31,996	28,539

(h) All pecuniary relationships or transactions of Non-executive Directors

The Company's Non-Executive Directors and Independent Directors do not have any pecuniary relationships or transactions with the Company except sitting fees paid for attending Board and Committee Meetings which is disclosed in the Corporate Governance report.

(i) Elements of remuneration package (including incentives) of MD & CEO and all other directors and Key Management Persons

In line with the disclosure requirements under the Corporate Governance Guidelines of IRDAI, the details in respect of remuneration of Managing Director & Chief Executive Officer (MD & CEO) and KMPs are as follows:

(₹ in million)

Particulars	FY 2023		FY 2022	
	MD & CEO	Other KMPs*#	MD & CEO	Other KMPs*#
Basic	2.47	86.6	2.38	77.36
Allowances/Perquisites [§]	2.75	151.87	2.39	159.53
Retiral Benefits	0.76	19.54	0.59	14.70
Bonus [@]	1.59	89.58	1.42	87.80
Total	7.57	347.59	6.78	339.39

*Excluding remuneration of Managing Director & Chief Executive Officer

#KMP's are as defined under IRDAI Corporate Governance Guidelines

@Performance linked incentive paid in FY 2022-23 and FY 2021-22 for FY 2021-22 and FY 2020-21 respectively.

§ excluding perquisite such as furnished house, vehicle etc. provided by the Company.

Corporate Governance Report (Contd.)

(j) Payments made to group entities from the Policyholders Funds

The detail of payment made to group entities by the Company has been disclosed in Note no. 39 "Related party disclosures as per Accounting Standard 18" of Schedule 16: Significant accounting policies and notes forming part of the financial statements.

(k) Any other matters which have material impact on the financial position

There are no matters which have material impact on the financial position except those disclosed in the financial statements and notes to accounts.

R. CEO/CFO Certification

The Managing Director & CEO and the Chief Financial Officer have certified to the Board in accordance with Regulation 17(8) read with Part B of Schedule II to the Listing Regulations pertaining to CEO/CFO certification for the financial year ended March 31, 2023. The Certificate forms part of this Report **(Annexure V)**.

S. Certificate from Practicing Company Secretary

The Company has obtained a certificate from M/s. N. L. Bhatia & Associates, Practicing Company Secretaries, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Certificate issued by Practicing Company Secretaries is annexed to this report **(Annexure VI)**.

T. Compliance Certificate of the Secretarial Auditors

The Company has annexed to this report **(Annexure - VII)**, a certificate obtained from the Secretarial Auditor, M/s. N.L. Bhatia & Associates, Practicing Company Secretaries, regarding compliance of conditions of Corporate Governance as per Regulation 34(3) read with Schedule V of Listing Regulations.

U. Compliance with the Code of Conduct for all the Directors and Senior Management

I confirm that all Directors and members of the senior management have affirmed compliance with Code of Conduct for all the Directors and Senior Management for the year ended March 31, 2023.

Mahesh Kumar Sharma

Managing Director & CEO

DIN: 08740737

Date: July 28, 2023

Place: Mumbai

V. Certification for Compliance of the Corporate Governance Guidelines

I, Vinod Koyande, hereby certify that the Company has, for the financial year ended March 31, 2023, complied with the Corporate Governance Guidelines as prescribed by Insurance Regulatory and Development Authority of India as amended from time to time and nothing has been concealed or suppressed.

Vinod Koyande

Company Secretary

Date: July 28, 2023

Place: Mumbai

ANNEXURE - I

REMUNERATION POLICY

In pursuance of the Company's policy to attract, motivate and retain manpower in a competitive market, and in terms of the provisions of the Companies Act, 2013, the Policy on remuneration of Directors, Key Managerial Personnel and other employees has been put in place.

The Company's Remuneration Policy is guided by a reward framework and set of principles and objectives as more fully and particularly envisaged under section 178 of the Companies Act, 2013.

Objectives of the remuneration policy:

Compensation and remuneration benefits play a critical role in every organization. A well-defined compensation and remuneration benefits system helps to attract, motivate and retain the deserving employees for achievement of organisational objectives. The policy reflects our commitment to good corporate governance as well as sustained long-term value creation for shareholders.

Philosophy:

At SBI Life, we follow contribution-oriented philosophy and our compensation programs are performance-driven, emphasising and recognising the contributions that individual employees make to the organization. It accentuates performance-based pay, incentives and shared responsibility for benefits. Its basic objective is to:

- Be compatible with the organization's Brand Purpose and Value;
- Be externally & internally equitable;
- Ensure relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- Provide to Key Management Persons, Senior Management and other employees rewards linked directly to their

effort, performance, dedication and achievement relating to the Company's operations;

- Retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

Remuneration and Reward Policies:

- Remuneration aims to motivate personnel to deliver Company's Key strategies, create a strong performance-oriented environment and reward achievement of meaningful targets over the short and long term.
- Non-Executive Directors are entitled to receive the sitting fees and reimbursement of their expenses for participating in the Board and other meetings, subject to compliance with the provisions of Companies Act, 2013.
- Remuneration of Whole Time Directors are subject to the limits laid down under the Companies Act 2013, from time to time, to remunerate them fairly and responsibly.
- The remuneration of the Managing Director & CEO is governed by SBI Officers Services Rules and is being reimbursed by the Company to State Bank of India (SBI). Revision in Remuneration of the Managing Director will be reviewed by Board Nomination and Remuneration Committee and recommended to the Board for approval. Revision in remuneration of MD & CEO is subject to approval of IRDAI.
- Revision in Remuneration of Key Management Persons on Deputation from SBI shall be governed by SBI Officers' service rules.
- Revision in Remuneration of other Key Management Persons, Senior management personnel and other employees will be with approval of the Managing Director & CEO and governed by the HR policies of the Company.
- The remuneration structure may consist of fix pay, perquisite, variable pay (including ESOP).

ANNEXURE - II

1 Brief outline on CSR Policy of the Company

Corporate Social Responsibility (CSR) is about the way in which organizations meet their wider economic, social and environmental obligations towards all stakeholders and society at large. The Corporate Social Responsibility Policy of SBI Life Insurance has been designed in consonance with Companies Act, 2013 and the rules/directions made there under. SBI Life's CSR Policy pertains to all activities undertaken by the Company towards fulfilling its Corporate Social Responsibility objectives. The Company primarily work towards the thematic areas of Education & Healthcare, with the focus of delivering services/benefits predominantly to underprivileged sections of the society as far as possible. However, basis the requirements and

needs of stakeholders, the Company may also undertake other CSR activities in lines with Schedule VII activities. The Company's CSR policy is reviewed by Corporate Social Responsibility Committee (CSRC) and approved by the Board of Directors. The Board discloses the contents of such Policy in its report and also places it on the Company's website and also ensures that the activities are governed by CSR policy of the company. The CSRC, of the Board, as prescribed under the Companies Act, 2013 is responsible for over-seeing the Company's CSR program, ensuring its compliance and reporting to the Board on a timely basis. The CSRC also formulates and recommends to the Board, an action plan on all CSR activities undertaken. The annual CSR Budget would be approved by the Board on the recommendation of the CSR Committee, subject to the provisions of the Companies Act, 2013.

2 Composition of CSR Committee

Sl. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Shobinder Duggal	Chairman, Independent Director	5	5
2	Mr. Ashwini Kumar Tewari ¹	Member, Non executive Director	5	0
2	Mr. Swaminathan Janakiraman ¹	Member, Non executive Director	5	0
3	Mr. Narayan K Seshadri	Member, Independent Director	5	5
4	Dr. Tejendra M Bhasin	Member, Independent Director	5	5
5	Mr. Mahesh Kumar Sharma	Member, Managing Director and CEO	5	5
6	Mr. Sangramjit Sarangi	Member, President & Chief Financial Officer	5	5
7	Ms. Seema Trikannad ²	Member, EVP Human Resource	5	4
7	Mr. Subodh Kumar Jha ²	Member, EVP Human Resource	5	1

¹Mr. Ashwini Kumar Tewari ceased to be member w.e.f July 14, 2022 & Mr. Swaminathan Janakiraman was appointed as member w.e.f. July 28, 2022

²Ms. Seema Trikannad ceased to be member w.e.f October 31, 2022 & Mr. Subodh Kumar Jha was appointed as member w.e.f. November 01, 2022

3 Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company. "<https://www.sbilife.co.in/en/about-us/investor-relations> <https://www.sbilife.co.in/en/about-us/corporate-social-responsibility>"

4 Provide the executive summary along with web link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: The executive summary along with web link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is provided separately at the end of this annexure.

5	(a) Average net profit of the company as per sub-section (5) of section 135.	1,110.95 Cr
	(b) Two percent of average net profit of the company as per sub-section (5) of section 135.	22.22 Cr
	(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	NIL
	(d) Amount required to be set off for the financial year, if any	NIL
	(e) Total CSR obligation for the financial year (b+c-d).	22.22 Cr
6	(a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).	22.62 Cr
	(b) Amount spent in Administrative Overheads.	NIL
	(c) Amount spent on Impact Assessment, if applicable	NIL
	(d) Total amount spent for the Financial Year [(a)+(b)+(c)].	22.62 Cr

(e) CSR Amount spent/unspent for the financial year :

Total amount spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135		The amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of Transfer
22.62 Cr	NIL	Not Applicable	Not Applicable	NIL	Not Applicable

(f) Excess amount for setoff if any

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	222,189,178
(ii)	Total amount spent for the Financial Year	226,210,089
(iii)	Excess amount spent for the financial year [(ii)-(i)]	4,020,911
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	4,020,911

7 Details of unspent CSR Amount for the preceding three financial years - Not Applicable

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount spent in the Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(5), if any.		Amount remaining to be spent in succeeding financial years (in ₹)	Deficiency, if any
					Amount (In ₹)	Date of transfer		
Total								

8 Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Yes No

If Yes, enter the number of capital assets created/acquired _____ Not Applicable_____

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	CSR amount spent	Details of entity/Authority/beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered Address
Not Applicable							

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9 Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).
Not Applicable

Mahesh Kumar Sharma
Managing Director & CEO
DIN: 08740737

Shobinder Duggal
Chairman - CSR Committee
DIN: 00039580





Place: Mumbai
Date: July 28, 2023

ANNEXURE - II (Contd.)

Executive Summary & web-link for Impact Assessment Reports of CSR Projects

Seven projects were considered for impact assessment having an outlay of more than ₹ 1 Cr in the FY 20-21, making them eligible for impact assessment.

Largely these programs focussed on providing quality education and healthcare services to underserved sections of society. The projects aligned to Sustainable Development Goals, namely:

-  SDG4: Quality Education
-  SDG 3: Good Health & Well Being
-  SDG 5: Gender equality
-  SDG 8: Decent Work and Economic Growth

The impact assessment happened on ground as well as virtually. All the NGO partners supported the data collection process by sharing the stakeholder contact details and facilitating the interactions with the key informants of their respective programs.

A. Education

Sr.No	Beneficiary NGO	Project Description
1	Parikrma Humanity Foundation	Project worked with underprivileged children residing in slum areas with poorest of the poor background. Children provided with free high-quality education, three meals a day, comprehensive healthcare and family support to enable a supportive and stable home environment.
2	Reaching The Unreached	Project aimed at providing quality primary, secondary and higher education to students from poor rural backgrounds (mostly from orphan/semi orphan/SC-ST family background) in and around Theni and Dindigul, Tamil Nadu
3	YMCA	Project worked towards educating and empowering differently abled children and youth (both hearing - impaired and mentally challenged) by providing various academic and vocational skill trainings to enhance their functional abilities, enable social integration and ensure sustainability
4	Arpan	Imparting awareness and training on the issue of prevention of child sexual abuse
5	Onyva Trust	Supported a Children's Home under the Juvenile Justice Act of 2015, catering to the girl children who are victim of abuse/violence. The project aimed at providing secure and safe accommodation, nutritious meal, formal and supplementary education.

B. Healthcare

Sr.No	Beneficiary NGO	Project Description
1	Action Against Hunger	Project aimed at improvising nutrition and health condition of pregnant, lactating mothers and newborn & young children
2	Growdiesel Climate Care Council	Project aimed accelerating Covid-19 testing and vaccination

Impact assessment reports can be accessed on our website through <https://www.sbilife.co.in/en/about-us/corporate-social-responsibility>

Annexure - III

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,

SBI Life Insurance Company Limited

Natraj, M.V. Road & Western Express Highway Junction,
Andheri (East), Mumbai - 400069

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SBI Life Insurance Company Limited having CIN: L99999MH2000PLC129113 (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the financial year ended March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended March 31, 2023 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 ("FEMA") and the Rules and Regulations made thereunder to the extent applicable;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (To the extent applicable to the Company during the audit period)
- e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period)
- g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)
- h. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Company during the audit period)
- i. Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018; (Not applicable to the Company during the audit period)

Amongst the various laws which are applicable to the Company, following are the laws which are specifically applicable to the Company:

1. Insurance Act, 1938 (amended till date) and Insurance Rules, 1939;
2. Insurance Regulatory and Development Authority Act, 1999 and Rules & Regulation, Circular and Notifications etc. issued by the IRDAI there under;
3. Prevention of Money Laundering Act (PMLA), 2022 and Anti-Money Laundering Regulation issued by IRDAI and various Circulars and Guidelines thereunder;
4. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
5. All the relevant Circulars, Notifications, Regulations and Guidelines issued by Insurance Regulatory and Development Authority of India.

We have also examined compliance with Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI) with respect to Board and General Meetings.

ANNEXURE - III (Contd.)

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines & Standards, etc. mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board and Committee Meetings. Agenda and detailed notes on agenda were sent adequately in advance of the meetings, in case of less than seven days the Company has taken shorter notice consent from Directors/Members of the Board/Committees, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes where applicable. All the decisions taken in the Board meetings and Committees were passed unanimously including the resolutions passed through circulation and with the requisite majority in General Meetings.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, Rules, Regulations and Guidelines. All the notices and orders received by the Company pursuant to the above Laws Rules, Regulations and Guidelines has been adequately dealt with/duly replied/complied with.

We further report that during the audit period the following activities took place in the Company in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc:

- a) The Nomination & Remuneration Committee at their meeting held on July 27, 2022 had approved the grant of 7,80,140 stock options at a price of ₹ 1,138.20 per option to the eligible employees of the Company under the Employee Stock Option Plan – 2018.
- b) During the year the Stakeholder's Relationship Committee allotted 5,24,197 shares to the eligible employees under the Employee Stock Option Plan – 2018.
- c) Two resolutions were passed on March 30, 2023 through postal ballot on items of Special Business approving Material Related Party Transaction in ordinary course of business and at arm's length with State Bank of India and other related parties.

For **M/s. N. L. Bhatia & Associates**
Practising Company Secretaries
UIN: P1996MH055800
Peer Review No.:700/2020

Bharat Upadhyay
Partner
FCS No: 5436
C P No.: 4457
UDIN: F005436E000637881

Place: Mumbai
Date: July 19, 2023

To,
The Members,
SBI Life Insurance Company Limited
Natraj, M.V. Road & Western Express Highway Junction,
Andheri (East), Mumbai - 400069

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.
2. We have followed the auditing standards issued by the Institute of Company Secretaries of India (ICSI) and audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. We believe that the processes and practices, we have followed are aligned with Auditing Standards issued by the Institute of Company Secretaries of India (ICSI) provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations & standards is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For **M/s. N. L. Bhatia & Associates**
Practising Company Secretaries
UIN: P1996MH055800
Peer Review No.:700/2020

Bharat Upadhyay

Partner

FCS No: 5436

C P No.: 4457

UDIN: F005436E000637881

Place: Mumbai
Date: July 19, 2023

Annexure - IV

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2023

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and other details:

I. CIN	L99999MH2000PLC129113
II. Registration Date	October 11, 2000
III. Name of the company	SBI Life Insurance Company Limited
IV. Category of the Company	Life Insurance Company
V. Address of the Registered office and contact details	Natraj, M. V. Road, Western Express Highway Junction, Andheri (East), Mumbai - 400 069 Tel.: +91 22 6191 0000 Fax: +91 22 6191 0517 Website: www.sbilife.co.in
VI. Whether listed company	Yes
VII. Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. KFin Technologies Limited Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Rangareddi, Telangana, India - 500032 Tel: (+91 40) 6716 2222 Fax: (+91 40) 2342 0184

II. Principal Business Activities of the Company:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Life insurance	65110	100%

III. Particulars of Holding, Subsidiary and Associate Companies:

Sl. No	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares Held	Applicable Section
1	State Bank of India State Bank Bhavan, Madame Cama Road, Nariman Point, Mumbai - 400 021.	NA	Holding Company	55.45	2(46)

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share holding

Category of Shareholders	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% change during the year
	Demat	Physical	Total % of total shares	Demat	Physical	Total	
A. Promoters							
(1) Indian							
a) Individual/HUF	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-
e) Banks/FI	55,50,00,000	-	55,50,00,000	55,50,00,000	-	55,50,00,000	55.45
f) Any Other...	-	-	-	-	-	-	-0.03
Sub-total (A) (1):-	55,50,00,000	-	55,50,00,000	55,50,00,000	-	55,50,00,000	-0.03
(2) Foreign							
a) NRIs-Individuals	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A) (1)+(A) (2)	55,50,00,000	-	55,50,00,000	55,50,00,000	-	55,50,00,000	-0.03
B. Public Shareholding							
(1) Institutions							
a) Mutual Funds and AIF	12,39,04,429	-	12,39,04,429	11,42,02,269	-	11,42,02,269	11.41
b) Banks/FI	7,52,860	-	7,52,860	4,026	-	4,026	0.00
c) Central Govt	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-
g) FIs	24,15,43,803	-	24,15,43,803	25,15,42,592	-	25,15,42,592	25.13
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-
Sub-total (B) (1):-	36,62,01,092	-	36,62,01,092	36,57,48,887	-	36,57,48,887	-0.07
(2) Non- Institutions							
a) Bodies Corp.							
i. Indian	49,79,304	-	49,79,304	45,95,103	-	45,95,103	0.46
ii. Overseas	18	-	18	-	-	-	0.00

ANNEXURE - IV (Contd.)

Category of Shareholders	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% change during the year	
	Demat	Physical	Total % of total shares	Demat	Physical	Total		% of total shares
b) Individuals								
i. Individual shareholders holding nominal share capital upto ₹ 1 lakhs	20,894,940	5	20,894,945	18,303,318	-	18,303,318	1.83	
ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakhs	3,861,374	-	3,861,374	3,765,609	-	3,765,609	0.38	
c) Others (specify)								
i. NBFCs Registered with RBI	4,500	-	4,500	-	-	-	0.00	
ii. Clearing Members	310,691	-	310,691	23,690	-	23,690	0.00	
iii. Foreign Bodies	15,100,000	-	15,100,000	15,100,000	-	15,100,000	1.51	
iv. Foreign Nationals	-	-	-	-	-	-	-	
v. Non-Resident Indians	944,189	-	944,189	927,769	-	927,769	0.09	
vi. NRI Non-Repatriation	511,903	-	511,903	470,373	-	470,373	0.05	
vii. Trusts	210,152	-	210,152	201,948	-	201,948	0.02	
viii. Qualified Institutional Buyer	32,352,394	-	32,352,394	36,758,062	-	36,758,062	3.67	
Sub-total (B)(2):-	79,169,465	5	79,169,470	80,145,872	-	80,145,872	8.01	
Total Public Shareholding (B)=(B)(1)+(B)(2)	445,370,557	5	445,370,562	445,894,759	-	445,894,759	44.55	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	
Grand Total (A)+(B)+(C)	1,000,370,557	5	1,000,370,562	1,000,894,759	-	1,000,894,759	100	

ii. Shareholding of Promoters

Sl. No.	Shareholder's name	Share holding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	% change in share holding during the year
1	State Bank of India	555,000,000	55.48	-	555,000,000	55.45	-	-0.03

iii. Change in Promoters' Shareholding

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
At the beginning of the year	555,000,000	55.48	555,000,000	55.48
At the End of the year	555,000,000	55.45	555,000,000	55.45

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name of Shareholders\$	Shareholding at the beginning of the year April 01, 2022		Date wise Increase /Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	Shareholding at the end of the year March 31, 2023	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company
1	Government of Singapore	31,372,223	3.14	08/04/2022 to 31/03/2023	5,320,181	0.53
2	ICICI Prudential Business Cycle Fund	36,492,843	3.65	08/04/2022 to 31/03/2023	(2,444,620)	(0.25)
3	HDFC Mutual Fund – HDFC Nifty 100 Equal Weight IND	14,138,161	1.41	08/04/2022 to 31/03/2023	8,833,464	0.89
4	Macritchie Investments Pte Ltd	15,100,000	1.51	NA	NIL	NIL
5	ICICI Prudential Life Insurance Company Limited	14,491,571	1.45	08/04/2022 to 31/03/2023	(2,593,345)	(0.26)
6	SBI Nifty Index Fund	11,821,866	1.18	08/04/2022 to 31/03/2023	(869,707)	(0.09)
7	NPS Trust - MAX Life Pension Fund Management	8,893,109	0.89	08/04/2022 to 31/03/2023	1,273,667	0.13
8	Aditya Birla Sun Life Trustee Pvt. Ltd.	10,669,917	1.07	08/04/2022 to 31/03/2023	(2,185,680)	(0.22)
9	Monetary Authority of Singapore	8,934,130	0.89	08/04/2022 to 31/03/2023	(1,199,782)	(0.12)
10	Nippon Life India Trustee Ltd. - Nippon India Multi Asset Fund	6,082,066	0.61	08/04/2022 to 31/03/2023	1,412,379	0.14

\$The list of top 10 shareholders is derived on the basis of PAN consolidation.

v. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of the Director/KMP	Shareholding at the beginning of the year		Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease	Shareholding at the end of the year		Cumulative Shareholding during the year
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company	
Mr. Mahesh Kumar Sharma, MD & CEO							
1	At the beginning of the year	-	0.00%	-	-	-	0.00%
2	Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease	-	Nil	-	-	-	Nil
3	At the end of the year	-	0.00%	-	-	-	0.00%
Mr. Sangramjit Sarangi, Chief Financial Officer							
1	At the beginning of the year	777	0.00%^	777	0.00%	777	0.00%^
2	Date wise increase/decrease in share holding during the year specifying the reasons for increase/decrease	-	0.00%	-	-	-	0.00%
3	At the end of the year	777	0.00%^	777	0.00%	777	0.00%^
Mr. Vinod Koyande, Company Secretary							
1	At the beginning of the year	-	0.00%	-	-	-	0.00%
2	Date wise increase/decrease in share holding during the year specifying the reasons for increase/decrease	-	0.00%	-	-	-	0.00%
3	At the end of the year	-	0.00%	-	-	-	0.00%

^Holding of equity shares is less than 0.01% in the total share capital of the Company

ANNEXURE - IV (Contd.)

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	NIL	NIL	NIL	NIL
i. Principal Amount				
ii. Interest due but not paid				
iii. Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year	NIL	NIL	NIL	NIL
- Addition/Reduction				
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year				
i. Principal Amount				
ii. Interest due but not paid				
iii. Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ 000)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Mr. Mahesh Kumar Sharma, MD & CEO			
1	Gross salary				
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 ¹		5,133		5,133
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961		2,029		2,029
	c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-		-
2	Stock Option		-		-
3	Sweat Equity		-		-
4	Commission		-		-
	- as % of profit		-		-
	- others, specify		-		-
5	Others, please specify		-		-
	Total (A)		7,162		7,162

¹Includes performance Linked incentives paid in FY 2022-23 for FY 2021-22

B. Remuneration to other directors:

(₹ 000)

Sr. No.	Particulars of Remuneration	Total Amount					Total
		Mr. Deepak Amin	Mr. Narayan K. Seshadri	Mr. Shobinder Duggal	Dr. Tejendra M. Bhasin	Ms. Usha Sangwan	
1.	Independent Directors						
	• Fee for attending board committee meetings	2,925	3,100	2,900	2,400	2,500	13,825
	• Commission	NIL	NIL	NIL	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL	NIL	NIL	NIL
	Total (1)	2,925	3,100	2,900	2,400	2,500	13,825
2.	Other Non-Executive Directors						
	• Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL	NIL
	• Commission	NIL	NIL	NIL	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	2,925	3,100	2,900	2,400	2,500	13,825

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(₹ 000)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Sangramjit Sarangi, Chief Financial Officer	Mr. Vinod Koyande, Company Secretary	Total Amount
1	Gross salary			
	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	30,561	2,147	32,708
	Value of perquisites u/s 17(2) Income-tax Act, 1961	1,334	-	1,334
	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Options Granted during the year (No. of Options)	18,810	-	18,810
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	as % of profit	-	-	-
	others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (does not include the number of stock options)	31,895	2,147	34,042

VII. Penalties/Punishment/Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT /COURT]	Appeal made, if any (give details)
A. Company					
Penalty					
Punishment	-	-	-	-	-
Compounding					
B. Directors					
Penalty					
Punishment	-	-	-	-	-
Compounding					
C. Other Officers in default					
Penalty					
Punishment	-	-	-	-	-
Compounding					

Annexure - V

CEO & CFO Certificate

To,
The Board of Directors,
SBI Life Insurance Company Limited

In compliance with Regulation 17 (8) & 33(2) (a) read with Schedule II Part B of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listing Agreement with the Stock Exchanges, We, Mahesh Kumar Sharma, Managing Director & Chief Executive Officer, and Sangramjit Sarangi, President & Chief Financial Officer certify that:

- A. We have reviewed, audited financial statements and the cash flow statement of the Company for the year ended March 31, 2023 and to the best of our knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2023 which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
1. that there are no significant changes in internal control over financial reporting during the year;
 2. that there are no significant changes in accounting policies during the year; and
 3. that there are no instances of significant fraud of we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.
- E. We further declare that all Board members and Senior Management have affirmed compliance with the Code of Conduct and Ethics for the year.

Mahesh Kumar Sharma
Managing Director & CEO
(DIN: 0008740737)

Sangramjit Sarangi
President & CFO

Place: Mumbai
Date: April 26, 2023

Annexure - VI

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
SBI Life Insurance Company Limited
Natraj, M.V. Road & Western Express Highway Junction,
Andheri - East, Mumbai - 400069

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of SBI Life Insurance Company Limited having CIN: L99999MH2000PLC129113 and its registered office at Natraj, M.V. Road & Western Express High Junction, Andheri (East) Mumbai 400069 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including Director Identification Number (DIN) status on the portal www.mca.gov.in] as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that for the Financial Year ended March 31, 2023, none of the Directors on the Board of the Company as stated below have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Directors	DIN	Date of appointment*
1.	Mr. Dinesh Kumar Khara	06737041	19/10/2016
2.	Mr. Deepak Ishwarbhai Amin	01289453	13/07/2017
3.	Mr. Mahesh Kumar Sharma	08740737	09/05/2020
4.	Mr. Narayan Keelveedhi Seshadri	00053563	20/08/2020
5.	Mr. Shobinder Duggal	00039580	28/12/2020
6.	Dr. Tejendra Mohan Bhasin	03091429	12/04/2021
7.	Ms. Usha Sangwan	02609263	24/08/2021
8.	Mr. Swaminathan Janakiraman	08516241	20/07/2022

*the date of appointment is as per the MCA portal

Ensuring the eligibility of the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **M/s. N L Bhatia & Associates**
Practicing Company Secretaries
UIN: P1996MH055800
Peer Review No.:700/2020

Bharat Upadhyay
Partner
FCS: 5436
CP. No. 4457
UDIN: F005436E000637914

Date: July 19, 2023
Place: Mumbai

Annexure - VII

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
SBI Life Insurance Company Limited

We have examined all the relevant records of SBI Life Insurance Company Limited (“the Company”) for the purpose of certifying compliance of the conditions of the Corporate Governance under as prescribed under Regulation 17 to 27, clauses (b) to (i) of Sub regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the period from April 1, 2022 to March 31, 2023. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation process adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. This certificate is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with all the conditions of Corporate Governance as stipulated in the said Listing Regulations for the year ended March 31, 2023.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: July 19, 2023
Place: Mumbai

For **M/s. N L Bhatia & Associates**
Practicing Company Secretaries
UIN: P1996MH055800
Peer Review No.:700/2020

Bharat Upadhyay
Partner
FCS: 5436
CP. No. 4457
UDIN: F005436E000638035

Management Report

In accordance with the Insurance Regulatory and Development Authority (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations, 2002, and circulars/guidelines issued by IRDAI thereafter, the following Management Report is submitted by the Board of Directors for the financial year ended March 31, 2023.

1. Certificate of Registration

The Company is registered with the Insurance Regulatory and Development Authority of India ('IRDAI') vide registration no. 111 dated March 29, 2001 and is carrying on the business of life insurance. We confirm that the Certificate of Registration granted by the IRDAI to enable the Company to transact life insurance business was valid as at March 31, 2023 and is in force as on the date of this report.

2. Statutory Dues

We certify that all relevant statutory dues payable by the Company have been generally deposited on time except those under dispute or disclosed under contingent liabilities in the notes to accounts forming part of the financial statements.

3. Shareholding Pattern

We confirm that the shareholding pattern of the Company is in accordance with the requirements of the Insurance Act, 1938 (amended by Insurance Laws (Amendment) Act, 2015 and Insurance laws (Amendment) Act, 2021) ('Act') and the Insurance Regulatory and Development Authority (Registration of Indian Insurance Companies) Regulations, 2000.

There has been no transfer of shares by the promoter of the Company during the year. There was no capital infusion by the promoter during the year. During the year, the Company has allotted 5,24,197 equity shares on exercise of certain stock options granted under SBI Life Employees Stock Option Scheme 2018 ('the Scheme' or 'ESOS 2018').

The shareholding pattern is available in Schedule 5A which forms part of the financial statements. Further, the shareholding pattern is disclosed quarterly within 21 days of the end of the quarter and in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is hosted on the website of the Company, www.sbilife.co.in and on the website of the Stock Exchanges i.e. www.nseindia.com and www.bseindia.com

4. Investment of Funds

We have not directly or indirectly invested the funds of the holders of the policies issued in India in any securities outside India.

5. Solvency Margin

We confirm that the Company has adequate assets to cover both its liabilities and the minimum solvency margin as stipulated in Section 64VA of the Insurance Act, 1938

(as amended by the Insurance Laws (Amendment) Act, 2015 and Insurance Laws (Amendment) Act 2021) and IRDAI (Assets, Liabilities and Solvency Margins of life Insurance Business) Regulations 2016.

The actual solvency ratios as compared to required minimum solvency ratio of 1.50 are as below:

Particulars	March 31, 2023	March 31, 2022
Actual Solvency Ratio	2.15	2.05

6. Valuation of Assets

We certify that the values of all the assets have been reviewed on the date of Balance Sheet and to best of our knowledge and belief, the amounts reflected under "Loans", "Investments" (excluding debt securities held in the Shareholders' account and non-linked Policyholders' account which are carried at weighted average amortised cost), "Agents balances", "Outstanding Premium", "Interest, Dividend and Rents outstanding", "Interest, Dividends and Rents accruing but not due", "Amount due from other persons or bodies carrying on insurance business", "Sundry Debtors", "Bills Receivable", "Cash" and the items specified under "Other Accounts" does not exceed their respective realizable or market value.

7. Application and Investments of Life Insurance Funds

We certify that no part of the life insurance fund has been directly or indirectly applied in contravention of the provisions of the Insurance Act, 1938 (amended by Insurance Laws (Amendment) Act, 2015 and Insurance Laws (Amendment) Act 2021), and all investments made are in accordance with IRDAI (Investment) Regulations, 2016, and orders/directions issued by IRDAI thereafter.

8. Risk Exposure and Mitigation

The Company has a comprehensive Risk Management Policy covering a wide gamut of risks. The policy is reviewed on an annual basis. Together with policies on all key functions and a system of documented standard operating procedures, the Company's risk management policy ensures a robust risk management framework for its operations. The Risk Management Committee of the Board (RMC-B) is responsible for overseeing the Company's risk management program and for ensuring that significant risks to the Company are monitored and reported to the Board on a timely basis.

The Risk Management Committee of the Executives (RMC-E) and the Asset Liability Committee (ALCO) are jointly responsible for reviewing the risk management framework of the Company and periodically evaluating the various risk management initiatives undertaken by the Company and provide updates to the RMC-B on a regular basis.

At the apex level, the Company has the Corporate Risk Appetite statement basis which it decides the extent of risk it is willing to take in pursuance of its strategic objectives.

Risk Mitigation Strategies

Risk mitigation strategies for major risks faced by the Company are as under:

(a) Market risk:

To manage the interest risk, the Company monitors the duration of assets and liabilities for different portfolios on quarterly basis. Also, expected cash-flows of the assets and liabilities are monitored closely to identify any potential re-investment risk.

Investment strategy for each line of business is laid down so that the assets are appropriately matched by the nature and duration of liabilities. A range is provided for each asset class and the investment front office team takes tactical investment decision within the stated range.

All investments are made strictly in compliance to the IRDAI Investment Regulations issued from time to time. Market risk is monitored at the fund level and the Company level.

(b) Credit risk:

The Company manages the credit risk through the following measures:

- (i) Exposure limits for companies, groups and industries are in accordance with IRDAI (Investment) Regulations, 2016, and regulations/orders/directions issued by IRDAI thereafter.
- (ii) Internal risk assessment and constant monitoring of the Investment portfolio for change in credit ratings.
- (iii) Limit Credit Exposure by setting a range for investments in Corporate Bonds, in the context of risk reward framework.
- (iv) Counterparty risk is mitigated by placing reinsurance only with reputed and highly rated reinsurers.
- (v) Counterparty credit risk under derivative transactions is mitigated through exchange of margin once MTM threshold is crossed.

(c) Liquidity risk:

The Company faces limited liquidity risk due to the nature of its liabilities & business structure. The cash investment along with expected future premium from existing business provides the liquidity to meet outgoes.

(d) Morbidity and Mortality risk:

The Company conducts the mortality experience on regular basis and monitors the emerging experience. In order to mitigate any potential risk, Company takes various measures including appropriate underwriting, claim monitoring, reinsurance and in some cases, reprice the products.

Various measures have been introduced to combat fraudulent death claims and in response to the modification of section 45 of the Insurance Act. These include:

- a. Monitoring the early claims at agent, unit manager, branch and regional level.
- b. Introduction of risk based underwriting through claim analysis.

(e) Persistency risk:

The persistency risk is managed with the following approaches

- (i) **Experience analysis:** The Company conducts experience analysis on regular basis, monitors and takes necessary action to ensure that emerging experience continue to remain in line.
- (ii) **Service initiatives:** The Company uses a combination of proactive and reactive interventions to manage persistency. The interventions could include sending communication via different media like email, WhatsApp, SMS to customers and distributors, renewal due intimations through Voice BOT and call center executives to the customers, Run Revival Campaigns to enable the lapsed policy holders to renew & restore their policy benefits and visits to customers. Various customer education initiatives are also taken up for this cause.
- (iii) **Aligning key performance areas:** The Company uses different key performance areas for different levels of hierarchy in Sales and Operations to align interests and ensure adequate focus on persistency. The Renewal & Customer Retention Heads at regional level help to focus on the key performance area with inputs time to time to all the stakeholders and also cater the needs and requirements of the customers besides contributing to the renewal business.

(f) Expense risk:

The Company manages its expenses very efficiently as a result there is no expense overrun. The Company uses the current expense loadings along with appropriate allowances towards future inflation in product pricing/future projection and does not consider any further improvement from the current level that is expected to achieve in view of expected improved productivities. Further, in daily operations, the Company adheres to expense budgeting and management process that controls expenses.

Stress testing for Expense Risk is being done with deterministic shocks as per historical experience given for entire portfolio.

(g) Operational risk:

The Company manages its Operational Risks through-

(i) Risk Registers

Risk Registers document the high level risks for all the offices based on likelihood & impact rating. Controls in place to manage the risks are captured and rated to arrive at the residual risk.

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(ii) Risk Control Self-Assessment (RCSA)

RCSA requires each business unit within the Company to identify and assess inherent risks and controls relevant to the risk. The risk events are then mapped to the existing control framework to determine the residual risk. The controls are periodically assessed for its effectiveness.

(iii) Incident Reporting

The Company also has a web-based incident reporting process to collect loss incidents to track the extent of operational risk. The incident reporting tool has helped the company in development of system based modules for operational efficiency and to prevent recurrence. Loss data records may be used to estimate the capital required for operational risk.

(iv) Risk Control Unit (RCU)

A 'Risk Control Unit' (RCU) is in place to undertake proactive measures for detecting process gaps/weakness so as to mitigate frauds/leakages. Lacunae observed are addressed in consultation with the relevant stakeholder. The RCU carries out 'Risk Assessments,' reviews processes and provide inputs to mitigate risks.

(v) Fraud Monitoring

The Company takes a holistic approach to identify, measure, control and monitor fraud risk through the Fraud Prevention Policy. Various measures taken in coordination with the concerned stakeholders to mitigate fraud risk. The Company also participates in Industry forums to proactively obtain information on latest fraud trends.

(vi) Information Security

The Information Security Committee (ISC) monitors information and cyber security risks. The Company complies with relevant regulatory and statutory information security requirements and is ISO 27001:2013 certified. To further enhance the information security, the Company periodically conducts user awareness campaigns across locations.

(vii) Data Protection

The Company employs various data protection solutions to ensure that the data of its customers, employees, vendors and other stakeholders is appropriately handled through its life cycle. A Data Governance Framework has been established in SBI Life and also formulated a board approved Data Governance Policy.

(viii) Business Continuity Management

The Company has requisite business continuity and disaster recovery plans in place. The Company's

Business Continuity Management System (BCMS) is certified to ISO 22301:2019 standard on Business Continuity. The Company also adheres to the Business Continuity requirements notified by the Authority.

(h) Regulatory risk:

Compliance function monitors regulatory risks and has a sound compliance management and suitable monitoring mechanisms in place. Relevant regulatory requirements and clarifications are communicated to relevant business functions on a timely basis. Suitable training is imparted to ensure adherence to applicable regulations.

(i) Reputational risk:

The Company has a structured process for identifying and managing risks emerging from reputational and other external events. Such events are discussed in the Risk Events Monitoring Committee, which meets on a quarterly basis. Events impacting the reputation are also monitored through the Corporate Risk Appetite statement.

(j) Legal risk:

Litigation cases are reviewed periodically by the senior management and appropriate steps are taken to adequately represent the Company in various forums.

(k) Country Risk:

The Company is operating only in India and hence has no exposure to other country risk.

(l) COVID-19

In March 2020, COVID-19 outbreak started and spread across the globe. This outbreak was declared as global pandemic by World Health Organization (WHO) on March 11, 2020. The Company have been regularly monitoring the experience and would continue to do so. An additional Pandemic Risk Reserve (inclusive of COVID-19) of ₹ 2,893,383 thousands has been held as at 31/03/2023 which is at the same level as of 31/03/2022.

9. Ageing of Claims

Mortality Claims Average Settlement period for last 5 years

Financial Year	Average Claim Settlement Time (in days)
FY 2023	2.44
FY 2022	6.91
FY 2021	4.26
FY 2020	2.76
FY 2019	2.76
FY 2018	3.71

The ageing of claims* registered and not settled are as below:

(i) Traditional Claims

₹ in lakhs

Year	Upto 30 Days		30 Days to 6 Months		6 Months to 1 Year		1 Year to 5 Years		5 Years & Above	
	Count	Amount	Count	Amount	Count	Amount	Count	Amount	Count	Amount
FY 2023	13,833	25,675	15,310	1,371	2	105	-	-	-	-
FY 2022	17,201	28,496	7,924	4,946	26	166	-	-	-	-
FY 2021	19,031	19,200	6,520	5,961	52	69	-	-	-	-
FY 2020	17,083	10,979	2,690	1,364	517	146	3	6	-	-
FY 2019	779	1,002	2,102	686	1	1	9	19	3	14
FY 2018	1,792	5,000	2,436	3,222	6	60	22	82	2	36

(ii) Ulip Claims

₹ in lakhs

Year	Upto 30 Days		30 Days to 6 Months		6 Months to 1 Year		1 Year to 5 Years		5 Years & Above	
	Count	Amount	Count	Amount	Count	Amount	Count	Amount	Count	Amount
FY 2023	2,731	14,933	120	683	-	-	-	-	-	-
FY 2022	3,171	15,712	235	1,731	-	-	-	-	-	-
FY 2021	7,374	27,327	330	2,436	2	17	1	7	-	-
FY 2020	2,417	8,196	197	896	19	339	-	-	-	-
FY 2019	1,022	4,340	179	390	-	-	-	-	-	-
FY 2018	976	4,042	112	492	3	10	14	47	1	1

*Claims includes death, maturity, survival, surrender, withdrawal, annuity and health

10. Valuation of Investments

We certify that the valuation of investments made out of Shareholders' funds and Non-Linked Policyholders' funds and valuation of investments made out of linked business are done as stated below:

Investments are made and accounted in accordance with the Insurance Act, 1938, Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, and Insurance Regulatory and Development Authority (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations, 2002, Investment Policy of the Company and various other circulars/notifications as issued by IRDAI from time to time.

Investments are recorded on the trade date at cost, which includes brokerage, security transaction tax, education cess and stamp duty, wherever applicable and excludes interest paid, if any, on purchase.

Bonus entitlements are recognised as investments on the 'ex-bonus date'. Rights entitlements are recognised as investments on the 'ex-rights date'.

i. Classification of Investments

Investments maturing within twelve months from balance sheet date and investments made with the specific intention to dispose-off within twelve months from balance sheet date shall be classified as "Short-term investments".

Investments other than Short-term investments are classified as "Long-term investments".

ii. Valuation – shareholders' investments and non-linked policyholders' investments

Debt securities

Debt securities, including Government securities and money market securities are stated at historical cost subject to amortisation of premium or accretion of discount over a period of holding/maturity on yield to maturity basis.

Investments in Fixed Deposits with banks and Reverse Repo are valued at cost.

Equity, equity related instruments & preference shares

Listed equity shares, equity related instruments & preference shares are measured at fair value on the Balance Sheet date. For the purpose of determining fair value, the closing price at primary exchange i.e. NSE is considered.

If NSE closing price is not available for any security, then BSE closing price is used for valuation.

Unlisted equity shares, equity related instruments & preference shares are measured at historical cost.

In case of Security Lending & Borrowing ('SLB'), Equity Shares lent are valued as per valuation policy for equity shares as mentioned above.

Additional Tier 1 (Basel III Compliant) Perpetual Bonds classified under "Equity" as specified by IRDAI, are valued at prices obtained from Credit Rating Information Services of India Limited ('CRISIL').

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Unrealised gains or losses arising due to change in the fair value of equity shares are recognised in the Balance Sheet under "Fair value change account".

On each balance sheet date, the Company assess whether impairment of listed equity securities has occurred. Any impairment loss is recognised as an expense in the Revenue or Profit and Loss Account to the extent of the difference between the re-measured fair value of the security or investment and its weighted average cost as reduced by any previous impairment loss recognised as an expense in the Revenue or Profit and Loss Account. Any reversal of impairment loss, earlier recognised in Revenue or Profit and Loss Account, is recognised in the Revenue or Profit and Loss Account.

Mutual funds

Investments in mutual funds are valued at the previous day's Net Asset Value (NAV). Unrealised gains or losses arising due to change in the fair value of mutual fund units are recognised in the Balance Sheet under "Fair value change account".

Alternative Investment Funds (AIFs)

Investments in Alternative Investment Funds (AIFs) are valued at latest available NAV. Unrealised gains or losses arising due to change in the fair value of Alternative Investment Funds (AIFs) are recognised in the Balance Sheet under "Fair value change account".

Interest Rate Derivatives (IRDs)

Interest Rate Derivative (IRD) contracts for hedging of highly probable forecasted transactions on insurance contracts and investment cash flows in life, pension and annuity business, are accounted for in the manner specified in accordance with 'Guidance Note on Accounting for Derivative Contracts' issued by the Institute of Chartered Accountants of India (ICAI) in June 2015 effective from FY 2016-17, IRDAI circular no. IRDA/F&I/INV/CIR/138/06/2014 dated June 11, 2014 ('the IRDAI circular on Interest Rate Derivatives') and IRDAI Investment Master Circular issued in May 2017.

The Company has well defined Board approved interest rate risk hedging Policy and Process document covering various aspects related to functioning of the derivative transactions undertaken to mitigate interest rate risk as per the Interest rate risk hedging strategy. At the inception of the hedge, the Company designates and documents the relationship between the hedging instrument and the hedged item, the risk management objective, strategy for undertaking the hedge and the methods used to assess the hedge effectiveness. Hedge effectiveness is the degree to which changes in the fair value or cash flows of the hedged item that are attributable to a hedged risk are offset by changes in the fair value or cash flows of the hedging instrument. Hedge effectiveness is ascertained at the time of inception of the hedge and periodically thereafter at Balance Sheet date.

Forward Rate Agreement ("FRA") is a forward contract to hedge the risk of movements in interest rates. In a FRA contract, the Company fixes the yield on the government bond for the period till the maturity of the contract. The Company enters into FRA to hedge interest rate risk on forecasted transactions: a) Reinvestment of maturity proceeds of existing fixed income investments; b) Investment of interest income receivable; and c) Expected policy premium income receivable on insurance contracts which are already underwritten in Life, Pension & Annuity business.

The Company follows "hedge accounting" for accounting of all Interest rate derivative financial instruments as per Guidance Note on Accounting for Derivative Contracts issued by Institute of Chartered Accountants of India (ICAI).

The Forward Rate Agreement (FRA) contract is valued at the difference between the market value of underlying bond at the spot reference yield taken from the SEBI approved rating agency and present value of contracted forward price of underlying bond including present value of intermediate coupon inflows from valuation date till FRA contract settlement date, at applicable INR-OIS rate curve. The fair valuation or mark-to-market valuation of the derivative financial instruments is done independently by both the parties i.e. the Company and the counter party. The counter party (bank) valuation is considered for margin settlement as the counter party (bank) is the valuation agent as per forward rate agreement.

Hedging instruments are initially recognised at fair value and are re-measured at fair value at subsequent reporting dates. The effective portion of fair value gain/loss on the interest rate derivative that is determined to be an effective hedge is recognised in equity account i.e. "Hedge Fluctuation Reserve" or "HFR" under the head 'Credit/ (Debit) Fair Value Change Account' in the Balance Sheet and the ineffective portion of the change in fair value of such derivative instruments is recognised in the revenue account or profit and loss account in the period in which they arise. The fair value gain/loss on the interest rate derivative that is determined to be an ineffective hedge is recognised in the Revenue Account or Profit and Loss Account in the period in which they arise.

The accumulated gains or losses that were recognised in the Hedge Fluctuation Reserve are reclassified into Revenue Account or Profit and Loss account, in the same period during which the income from investments acquired from underlying forecasted cash flow is recognized in the Revenue Account or Profit and Loss account. Hedge accounting is discontinued when the hedging instrument is terminated or it becomes probable that the expected forecast transaction will no longer occur or the risk management objective is changed or no longer expected to be met. On such termination, accumulated gains or losses that were recognised in the Hedge Fluctuation Reserve are reclassified into Revenue Account or Profit and Loss Account. Costs associated

with derivative contracts are considered as at a point in time cost.

Real Estate Investment Trusts (REITs)/Infrastructure Investments Trusts (InvITs)

The Investment in Units of REITs/InvITs are valued at Market Value (last quoted price should not be later than 30 days). For the purpose of determining market value, the closing price at primary exchange i.e. NSE is considered. If NSE closing price is not available for any security, then BSE closing price is used for valuation. Where market quote is not available for the last 30 days, the units are valued as per the latest NAV (not more than 6 months old) of the units published by the trust. Unrealised gains or losses arising due to change in the fair value of Real Estate Investment Trust (REITs)/Infrastructure Investments Trusts (InvITs) are recognised in the Balance Sheet under "Fair value change account".

iii. Valuation – Linked business

Debt securities

Debt securities including Government securities with remaining maturity of more than one year are valued at prices obtained from CRISIL.

Debt securities including government securities with remaining maturity of less than one year are valued on yield to maturity basis, where yield is derived using market price provided by CRISIL on the day when security is classified as short-term. If security is purchased during its short-term tenor, it is valued at amortized cost using yield to maturity method. In case of securities with options, earliest Call Option/Put Option date will be taken as maturity date for this purpose.

Money market securities are valued at historical cost subject to amortisation of premium or accretion of discount on yield to maturity basis.

Investments in Fixed Deposits with banks and Reverse Repo are valued at cost.

iv. Loans

Investments in Loans are stated at historical cost, less repayments, subject to provision for impairment losses & non-performing asset (NPA) provision, if any.

The book value and the market value of Non-linked and shareholder funds' Investments are as follows:

(₹ in '000)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Book Value	Market Value	Book Value	Market Value
Non-linked and shareholder funds' Investments valued at book value subject to amortisation of premium & discount	1,302,812,688	1,286,578,080	1,114,750,660	1,127,203,482
Non-linked and shareholder funds' Investments valued at market value	118,768,466	138,031,384	99,490,710	133,087,174
Total investments in non-linked and shareholder funds	1,421,581,154	1,424,609,464	1,214,241,370	1,260,290,656

Equity, equity related instruments & preference shares

Listed equity shares, equity related instruments & preference shares are measured at fair value on the Balance Sheet date. For the purpose of determining fair value, closing price at primary exchange i.e. NSE is considered.

If NSE closing price is not available for any security, then BSE closing price is used for valuation.

Unlisted equity shares, equity related instruments & preference shares are measured at historical cost.

In case of Security Lending & Borrowing (SLB), Equity Shares lent are valued as per valuation policy for equity shares as mentioned above.

Additional Tier 1 (Basel III Compliant) Perpetual Bonds classified under "Equity" as specified by IRDAI, are valued at prices obtained from CRISIL.

Unrealised gains or losses arising due to change in the fair value are recognised in the Revenue Account.

Mutual funds

Investments in mutual funds are valued at the previous day's Net Asset Value (NAV). Unrealised gains or losses arising due to change in the fair value of mutual fund units are recognised in the Revenue Account.

Real Estate Investment Trusts (REITs)/Infrastructure Investments Trusts (InvIT)

The Investment in Units of REITs/InvITs are valued at Market Value (last quoted price should not be later than 30 days). For the purpose of determining market value, the closing price at primary exchange i.e. NSE is considered. If NSE closing price is not available for any security, then BSE closing price is used for valuation. Where market quote is not available for the last 30 days, the units are valued as per the latest NAV (not more than 6 months old) of the units published by the trust. Unrealised gains or losses arising due to change in the fair value of REITs units are recognised in the Revenue Account.

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11. Review of Asset Quality

The Company invests its funds in Government Securities, bonds & debentures, equity shares, money market instruments, fixed deposits, etc. in accordance with the Investment guidelines prescribed by IRDAI from time to time. The assets held are ₹ 3,07,339 crores as on March 31, 2023 and is having the following bifurcation:

Investment Category	Shareholders' Funds	Policyholders' Funds		Total
		PH - Non ULIP	PH - ULIP	
Government Securities	39.88%	62.70%	24.41%	41.53%
Corporate Bonds:				
AAA	29.37%	18.53%	13.49%	16.25%
AA/AA+	15.81%	3.20%	3.08%	3.60%
AA- & Below	0.45%	0.06%	0.03%	0.06%
Equity Shares [^]	12.83%	8.01%	51.52%	31.29%
Fixed Deposits with Banks	0.00%	1.97%	0.72%	1.23%
Mutual Fund	0.00%	0.42%	0.44%	0.42%
Money Market Instruments	1.29%	3.73%	5.31%	4.48%
Others*	0.37%	1.39%	1.00%	1.14%
Grand Total	100.00%	100.00%	100.00%	100.00%
Size of Funds (₹ in crores)	11,209	1,32,875	1,63,256	3,07,339

[^] Includes Investment in Equity Exchange traded funds (ETF) and Additional tier 1 (AT1) Bonds.

* Include Investment in Loans, Loan against policy, REITs, INVIT, Alternate Investment Funds and Net Current Assets.

The Investments are made with strong research recommendations based on fundamentals, long-term view and growth potentials. Around 78% of the equity investments are in large cap Nifty 50 Index stocks and approximately 94% (including Central Government Securities, State Government Securities and Other Approved Securities) of the rated debt investments are in AAA or equivalent rating for long-term and A1+ or equivalent rating for short-term instruments, which indicates the safe & reliable asset quality. The Company follows the guidelines, prescribed by IRDAI, with respect to strong Investment Risk Management Systems & Processes. Further, all the investment transactions are subject to independent Concurrent Audit.

Returns generated by Unit Linked Funds during the year are given below:

Funds	AUM as on March 31, 2023 (₹ in Crs)	Return for 1 Year		Return for 3 Years (CAGR)		Return for 5 Years (CAGR)	
		Fund	Bench mark	Fund	Bench mark	Fund	Bench Mark
EQUITY FUNDS							
Equity	44,539.15	-1.72%	-0.60%	24.28%	26.39%	10.18%	11.41%
Equity Pension	1,359.40	-1.52%	-0.60%	26.01%	26.39%	10.71%	11.41%
Equity Pension II	5,897.54	-1.13%	-0.60%	25.36%	26.39%	10.84%	11.41%
Growth	2,200.85	0.14%	0.92%	19.25%	20.07%	10.25%	10.50%
Growth Pension	227.18	-0.26%	0.92%	19.65%	20.07%	10.45%	10.50%
Equity Optimiser	1,846.36	0.72%	0.82%	22.51%	21.99%	9.98%	10.54%
Equity Optimiser Pension Fund	232.41	1.71%	0.82%	22.89%	21.99%	11.27%	10.54%
Equity Elite	11.18	2.31%	0.82%	27.91%	21.99%	14.61%	10.54%
Equity Elite Fund II	10,295.11	1.06%	0.82%	21.20%	21.99%	10.10%	10.54%
Index	111.93	0.96%	-0.60%	26.84%	26.39%	11.45%	11.41%
Index Pension	30.07	1.04%	-0.60%	26.74%	26.39%	11.49%	11.41%
Top 300 Fund	1,285.46	0.83%	0.82%	22.90%	21.99%	11.72%	10.54%
Top 300 Pension Fund	250.41	0.96%	0.82%	23.17%	21.99%	12.05%	10.54%
Midcap Fund	8,864.73	-0.61%	1.15%	30.48%	36.91%	12.83%	9.87%
Pure Fund	691.83	-2.72%	NA	23.35%	NA	9.37%	NA
DEBT FUNDS							
Bond Fund	24,704.23	3.14%	3.80%	4.74%	5.31%	6.34%	7.02%
Bond Pension Fund	367.11	2.89%	3.80%	4.73%	5.31%	6.71%	7.02%

Funds	AUM as on March 31, 2023 (₹ in Crs)	Return for 1 Year		Return for 3 Years (CAGR)		Return for 5 Years (CAGR)	
		Fund	Bench mark	Fund	Bench mark	Fund	Bench Mark
Bond Pension Fund II	23,212.64	3.06%	3.80%	4.55%	5.31%	5.79%	7.02%
Group Short Term Plus Fund	0.00	0.00%	3.80%	2.16%	5.31%	3.82%	7.02%
Group Short Term Plus Fund II	6.23	3.70%	3.80%	4.19%	5.31%	5.86%	7.02%
Guaranteed Pension Fund GPF070211	2.44	2.95%	NA	4.11%	NA	6.05%	NA
Bond Optimiser Fund	2,091.77	2.08%	3.08%	9.85%	9.51%	NA	NA
Corporate Bond Fund	782.07	2.51%	2.46%	5.32%	5.54%	NA	NA
BALANCED FUNDS							
Balanced	22,226.00	1.46%	1.84%	14.65%	15.84%	9.00%	9.70%
Balanced Pension	205.87	1.97%	1.84%	15.18%	15.84%	10.07%	9.70%
Group Balance Plus	8.19	3.16%	2.88%	10.02%	10.56%	8.40%	8.48%
Group Balance Plus II	115.25	2.92%	2.88%	9.82%	10.56%	8.26%	8.48%
Group Debt Plus	3.41	3.02%	3.45%	6.96%	7.41%	7.51%	7.63%
Group Debt Plus II	140.36	3.33%	3.45%	6.80%	7.41%	7.51%	7.63%
Group Growth Plus Fund	1.91	2.80%	2.06%	14.73%	14.79%	10.03%	9.47%
Group Growth Plus Fund II	5.85	3.50%	2.06%	14.69%	14.79%	9.96%	9.47%
P/E Managed Fund	228.58	1.62%	NA	16.09%	NA	8.13%	NA
LIQUID FUNDS							
Money Market	372.24	5.25%	5.15%	4.14%	4.35%	5.12%	5.37%
Money Market Pension	57.04	5.23%	5.15%	4.14%	4.35%	5.10%	5.37%
Money Market Pension II	1,217.76	4.96%	5.15%	3.89%	4.35%	4.83%	5.37%
Group Money Market Plus Fund	-	1.96%	5.15%	2.60%	4.35%	3.88%	5.37%
Group STO Plus Fund II	-	NA	NA	NA	NA	NA	NA
DISCONTINUED FUNDS							
Discontinued Policy Fund	6,951.62	3.66%	NA	4.15%	NA	5.43%	NA
Discontinue Pension Fund	2,711.37	3.81%	NA	4.29%	NA	5.74%	NA

NA- indicates that the fund has not completed the relevant period under consideration

Returns generated by Conventional portfolios and shareholders' portfolio during the year are given below:

Particulars	Assets Held (₹ in '000)		Returns on Assets * (%)	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Participating Policyholders Funds	50,85,55,667	46,57,09,819	9.25%	9.32%
Non Participation Policyholders Funds	82,01,95,981	68,13,69,789	7.51%	8.21%
Shareholders' Funds	11,20,87,007	10,07,58,226	7.39%	10.40%

* Returns are based on realized income i.e. without considering the unrealised gains and losses.

12. Management's Responsibility Statement

The Management of the Company confirms that:

- in the preparation of financial statements, the applicable accounting standards, principles and policies have been followed along with proper explanations relating to material departures, if any;
- the management has adopted accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the operating profit and of the profit of the Company for the year;
- the management has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the applicable provisions of the Insurance Act, 1938 (4 of 1938) (amended by Insurance Laws (Amendment) Act, 2015 and Insurance Laws (Amendment), Act 2021), Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

Management Report (Contd.)

- (d) the management has prepared the financial statements on a going concern basis;
- (e) the management has ensured that an internal audit system commensurate with the size and nature of the business exists and is operating effectively.

13. Payments made to individuals, firms, companies and organisations in which Directors are interested

The details of payments made to individuals, firms, companies and organizations in which directors are interested are as follows:

(₹ in '000)

Sr. No.	Name of Director	Entity in which Director is interested	Interested as	FY 2023	FY 2022
1.	Mr. Dinesh Kumar Khara	State Bank of India	Chairman - Executive	2,05,01,583	1,63,71,124
		SBI Cards and Payment Services Limited	Chairman - Non-Executive Director (NED)	1	1
		SBI General Insurance Company Limited	Chairman - NED	70,448	8,272
		SBI Funds Management Limited	Chairman - NED	-	-
		SBI Foundation	Chairman - NED	-	-
		SBI Capital Markets Limited	Chairman - NED	-	-
		SBICAP Ventures Limited	NED	-	-
		State Bank Operations Support Services Private Limited	Chairman - NED	-	-
2.	Mr. Ashwini Kumar Tewari*	State Bank of India	Managing Director	2,05,01,583	1,63,71,124
		SBI Infra Management Solutions Private Limited (Under Liquidation)	Director	-	-
3.	Mr. Swaminathan Janakiraman**	State Bank of India	Managing Director	2,05,01,583	1,63,71,124
		SBI Capital Markets Limited	Nominee Director	-	-
		SBICAP Ventures Limited	Nominee Director	-	-
		SBICAP Securities Limited	Nominee Director	31,340	29,011
		SBI Pension Funds Private Limited	Chairman/Nominee Director	-	-
		SBI Payment Services Private Limited	Chairman/Nominee Director	-	-
		SBI General Insurance Company Limited	Nominee Director	70,448	8,272
		SBI Cards and Payment Services Limited	Nominee Director	1	1
		SBI Funds Management Limited	Director	-	-
		SBI Foundation	Nominee Director	-	-
		SBI DFHI Limited	Chairman/Nominee Director	-	-
SBI Global Factors Limited	Chairman/Nominee Director	-	-		

*Mr. Ashwini Kumar Tewari ceased as Nominee Director of the Company w.e.f. July 14, 2022

**Mr. Swaminathan Janakiraman was appointed as Nominee Director of the Company w.e.f. July 20, 2022

For and on behalf of the Board of Directors

Dinesh Kumar Khara
Chairman
(DIN : 06737041)

Narayan K. Seshadri
Director
(DIN : 00053563)

Mahesh Kumar Sharma
MD & CEO
(DIN : 08740737)

Sangramjit Sarangi
President & CFO

Prithesh Chaubey
Appointed Actuary

Vinod Koyande
Company Secretary

Place: Mumbai
Date: April 26, 2023