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DRAFT RED HERRING PROSPECTUS
Dated: October 21, 2022
Please read Section 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

INDIAFIRST LIFE INSURANCE COMPANY LIMITED

Corporate Identity Number: U66010MH2008PLC183679
IRDAI Registration Number: 143

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
12th and 13th Floor, North C Wing, Tower 4, Nesco IT Park, Western Express Highway, Goregaon (East), Mumbai 400 063, Maharashtra, India	Aniket Krishnaji Karandikar *Company Secretary and Compliance Officer*	**Email**: investor.relations@indiafirstlife.com **Telephone**: +91 22 6857 0500	www.indiafirstlife.com

THE PROMOTERS OF OUR COMPANY ARE: BANK OF BARODA AND CARMEL POINT INVESTMENTS INDIA PRIVATE LIMITED

DETAILS OF OFFER TO PUBLIC

Type	Fresh Issue Size	Size of the Offer for Sale	Total Offer size	ELIGIBILITY RESERVATIONS AMONG QIBs, NIIs, RIIs, ELIGIBLE EMPLOYEES AND ELIGIBLE BOB SHAREHOLDERS
Fresh Issue and Offer for Sale	Fresh issue of up to [●] Equity Shares aggregating up to ₹5,000 million	Offer for Sale of up to 141,299,422 Equity Shares aggregating up to ₹[●] million	Up to ₹[●] million	This Offer is being made in terms of Regulation 6(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"). For details in relation to share reservation among Qualified Institutional Buyers, Non-Institutional Investors, Retail Individual Investors, Eligible Employees and Eligible BOB Shareholders, see *"Offer Structure"* on page 426.

DETAILS OF THE SELLING SHAREHOLDERS, OFFER FOR SALE AND THE WEIGHTED AVERAGE COST OF ACQUISITION

NAME OF THE SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES OFFERED/AMOUNT	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹)^
Bank of Baroda	Promoter Selling Shareholder	Up to 89,015,734 Equity Shares aggregating up to ₹[●] million	28.21
Carmel Point Investments India Private Limited	Promoter Selling Shareholder	Up to 39,227,273 Equity Shares aggregating up to ₹[●] million	50.50
Union Bank of India	Other Selling Shareholder	Up to 13,056,415 Equity Shares aggregating up to ₹[●] million	15.42

^ As certified by Mehta Chokshi & Shah LLP and N S Gokhale & Company, our Joint Statutory Auditors, pursuant to the certificate dated October 20, 2022.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of each Equity Share is ₹10. The Floor Price, Cap Price and Offer Price (determined by our Company and the Selling Shareholders in consultation with the Book Running Lead Managers, in accordance with the SEBI ICDR Regulations), and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated in "*Basis for Offer Price*" on page 109 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended, nor approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the Bidders is invited to "*Risk Factors*" beginning on page 28.

DISCLAIMER CLAUSE OF THE INSURANCE REGULATORY AND DEVELOPMENT AUTHORITY OF INDIA ("IRDAI")

The IRDAI does not undertake any responsibility for the financial soundness of our Company or for the correctness of any of the statements made or opinions expressed in this connection. Any approval by the IRDAI under the IRDAI Issuance of Capital Regulations (as defined in "*Definitions and Abbreviations*") shall not in any manner be deemed to be or serve as a validation of the representations by our Company in this Draft Red Herring Prospectus. IRDAI does not guarantee the accuracy or adequacy of the contents or information in this Draft Red Herring Prospectus. It is to be distinctly understood that this Draft Red Herring Prospectus should not in any way be deemed or construed to have been approved or vetted by IRDAI.

COMPANY'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, each of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms only statements expressly made by such Selling Shareholder in this Draft Red Herring Prospectus solely in relation to itself and its respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. However, none of the Selling Shareholders, severally and not jointly, assume any responsibility for any other statement and undertaking, including, *inter alia*, any of the statements and undertakings made by or relating to our Company or its business or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges, being BSE Limited and National Stock Exchange of India Limited. For the purposes of the Offer, the Designated Stock Exchange shall be [●].

BOOK RUNNING LEAD MANAGERS

Name of the BRLMs and Logo	Contact Person	Email and Telephone
ICICI Securities Limited	Sameer Purohit / Gaurav Mittal	**Tel**: +91 22 6807 7100 **E-mail**: indiafirst.ipo@icicisecurities.com
Ambit Private Limited	Nikhil Bhiwapurkar / Devanshi Shah	**Tel**: +91 22 6623 3030 **E-mail**: indiafirstlife.ipo@ambit.co
BNP Paribas	Piyush Ramchandani	**Tel**: +91 22 3370 4000 **E-mail**: DL.IFLICL.ipo@asia.bnpparibas.com
BOB Capital Markets Limited*	Ninad Jape / Nivedika Chavan	**Tel:** +91 22 6138 9353 **E-mail:** indiafirstlife.ipo@bobcaps.in
HSBC Securities and Capital Markets (India) Private Limited	Rishi Tiwari / Rachit Rajgaria	**Tel**: +91 22 2268 5555 **E-mail**: indiafirstlifeipo@hsbc.co.in
Jefferies India Private Limited	Suhani Bhareja	**Tel**: +91 22 4356 6000 **E-mail**: IndiaFirstLifeInsurance.IPO@jefferies.com
JM Financial Limited	Prachee Dhuri	**Tel:** +91 22 6630 3030 **E-mail:** indiafirstlife.ipo@jmfl.com

REGISTRAR TO THE OFFER

KFin Technologies Limited (*formerly known as KFin Technologies Private Limited*)	**Contact Person:** M Murali Krishna	**Tel:** +91 40 6716 2222 **Email:** indiafirstlife.ipo@kfintech.com

BID/ OFFER PERIOD

ANCHOR INVESTOR BID/ OFFER PERIOD	[●][(1)]	**BID/ OFFER OPENS ON**	[●]	**BID/ OFFER CLOSES ON**	[●][(2)]

BOB Capital Markets Limited is an associate of Bank of Baroda, one of the Promoter Selling Shareholders, in terms of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 ("SEBI Merchant Bankers Regulations**"). Accordingly, in compliance with the proviso to Regulation 21A(1) of the SEBI Merchant Bankers Regulations read with Regulation 23(3) of the SEBI ICDR Regulations, BOB Capital Markets Limited would be involved only in the marketing of the Offer. BOB Capital Markets Limited has signed the due diligence certificate and has been disclosed as a Book Running Lead Manager.*

(1) Our Company and the Selling Shareholders shall, in consultation with the Book Running Lead Managers, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date.

(2) Our Company and the Selling Shareholders shall, in consultation with the Book Running Lead Managers, consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations.

INDIAFIRST LIFE INSURANCE COMPANY LIMITED

Our Company was originally incorporated as 'Baroda L & G Life Insurance Company Limited' at Mumbai, Maharashtra as a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated June 19, 2008, issued by the Registrar of Companies, Maharashtra, at Mumbai ("**RoC**"). Thereafter, the name of our Company was changed to 'IndiaFirst Life Insurance Company Limited' pursuant to a fresh certificate of incorporation dated September 16, 2009 issued by the RoC. For further details in relation to the changes in the name and registered office of our Company, see "*History and Certain Corporate Matters*" on page 223**.**

Registered and Corporate Office: 12th and 13th Floor, North C Wing, Tower 4, Nesco IT Park, Western Express Highway, Goregaon (East), Mumbai 400 063, Maharashtra, India
Telephone: +91 22 6857 0500; **Contact Person**: Aniket Krishnaji Karandikar, Company Secretary and Compliance Officer
E-mail: investor.relations@indiafirstlife.com; **Website**: www.indiafirstlife.com
Corporate Identity Number: U66010MH2008PLC183679; **IRDAI Registration Number:** 143

THE PROMOTERS OF OUR COMPANY ARE: BANK OF BARODA AND CARMEL POINT INVESTMENTS INDIA PRIVATE LIMITED

INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF INDIAFIRST LIFE INSURANCE COMPANY LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) AGGREGATING UP TO ₹[●] MILLION (THE "OFFER"), COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹5,000 MILLION BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 141,299,422 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION ("OFFER FOR SALE") BY THE SELLING SHAREHOLDERS (AS DEFINED BELOW), COMPRISING UP TO 89,015,734 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY BANK OF BARODA AND UP TO 39,227,273 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY CARMEL POINT INVESTMENTS INDIA PRIVATE LIMITED (BANK OF BARODA AND CARMEL POINT INVESTMENTS INDIA PRIVATE LIMITED, COLLECTIVELY REFERRED TO AS "PROMOTER SELLING SHAREHOLDERS") AND UP TO 13,056,415 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY UNION BANK OF INDIA ("OTHER SELLING SHAREHOLDER", AND TOGETHER WITH THE PROMOTER SELLING SHAREHOLDERS, "SELLING SHAREHOLDERS" AND SUCH EQUITY SHARES OFFERED BY THE SELLING SHAREHOLDERS, THE "OFFERED SHARES"). THIS OFFER MAY INCLUDE A RESERVATION OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL) FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION") AND A RESERVATION OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL) FOR SUBSCRIPTION BY ELIGIBLE BOB SHAREHOLDERS ("SHAREHOLDER RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION AND THE SHAREHOLDER RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE [●]% AND [●]% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL, RESPECTIVELY.

OUR COMPANY MAY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, CONSIDER A PRE-IPO PLACEMENT OF EQUITY SHARES BY WAY OF A PRIVATE PLACEMENT, PREFERENTIAL ALLOTMENT, RIGHTS ISSUE OR SUCH OTHER METHOD AS MAY BE PERMITTED UNDER APPLICABLE LAW, OF SUCH NUMBER OF EQUITY SHARES FOR CASH CONSIDERATION AGGREGATING UP TO ₹ 1,000 MILLION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC ("PRE-IPO PLACEMENT"). THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS. IF THE PRE-IPO PLACEMENT IS UNDERTAKEN, THE MINIMUM OFFER SIZE (COMPRISING THE FRESH ISSUE SO REDUCED BY THE AMOUNT RAISED FROM THE PRE-IPO PLACEMENT, AND THE OFFER FOR SALE) SHALL CONSTITUTE AT LEAST [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF EQUITY SHARES IS ₹10 EACH. THE PRICE BAND AND THE MINIMUM BID LOT SHALL BE DECIDED BY OUR COMPANY AND SELLING SHAREHOLDERS IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND WILL BE ADVERTISED IN ALL EDITIONS OF [●], AN ENGLISH NATIONAL DAILY NEWSPAPER, ALL EDITIONS OF [●], A HINDI NATIONAL DAILY NEWSPAPER AND [●] EDITIONS OF [●], A MARATHI DAILY NEWSPAPER (MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED ("BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED ("SEBI ICDR REGULATIONS").

In case of any revision to the Price Band, the Bid/ Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company and the Selling Shareholders in consultation with the Book Running Lead Managers, may for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Managers and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks ("**SCSBs**"), other Designated Intermediaries and the Sponsor Bank, as applicable.

This Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**") read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made in accordance with Regulation 6(2) of the SEBI ICDR Regulations and through a Book Building Process wherein not less than 75% of the Net Offer shall be allotted on a proportionate basis to Qualified Institutional Buyers ("**QIBs**", and such portion, the "**QIB Portion**"), provided that our Company and the Selling Shareholders may in consultation with Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"), out of which at least one-third shall be reserved for allocation to domestic Mutual Funds only, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (defined hereinafter). Further, 5% of the Net QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not more than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders, of which (a) one-third of such portion shall be reserved for applicants with application size of more than ₹200,000 and up to ₹1,000,000; and (b) two-third of such portion shall be reserved for applicants with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not more than 10% of the Net Offer shall be available for allocation to Retail Individual Bidders ("**RIBs**") in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price. All potential Bidders, other than Anchor Investors, are required to mandatorily utilise the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective bank account (including UPI ID (defined hereinafter) in case of UPI Bidders (defined hereinafter)) in which the corresponding Bid Amounts will be blocked by the SCSBs, or under the UPI Mechanism, as applicable to participate in the Offer. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "*Offer Procedure*" beginning on page 430.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of each Equity Share is ₹10. The Floor Price, Cap Price and Offer Price (determined by our Company and the Selling Shareholders in consultation with the Book Running Lead Managers, in accordance with the SEBI ICDR Regulations), and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated in "*Basis for Offer Price*" on page 109 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended, nor approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the Bidders is invited to "*Risk Factors*" beginning on page 28.

DISCLAIMER CLAUSE OF THE INSURANCE REGULATORY AND DEVELOPMENT AUTHORITY OF INDIA ("IRDAI")

The IRDAI does not undertake any responsibility for the financial soundness of our Company or for the correctness of any of the statements made or opinions expressed in this connection. Any approval by the IRDAI under the IRDAI Issuance of Capital Regulations (as defined in "*Definitions and Abbreviations*") shall not in any manner be deemed to be or serve as a validation of the representations by our Company in this Draft Red Herring Prospectus. IRDAI does not guarantee the accuracy or adequacy of the contents or information in this Draft Red Herring Prospectus. It is to be distinctly understood that this Draft Red Herring Prospectus should not in any way be deemed or construed to have been approved or vetted by IRDAI.

COMPANY'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, each of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms only statements expressly made by such Selling Shareholder in this Draft Red Herring Prospectus solely in relation to itself and its respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. However, none of the Selling Shareholders, severally and not jointly, assume any responsibility for any other statement and undertaking, including, *inter alia*, any of the statements and undertakings made by or relating to our Company or its business or any other Selling Shareholders or any other person(s) in this Draft Red Herring Prospectus.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance under Section 26(4) and Section 32 of the Companies Act. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/ Offer Closing Date, see "*Material Contracts and Documents for Inspection*" beginning on page 453.

BOOK RUNNING LEAD MANAGERS TO THE OFFER

ICICI Securities	AMBIT Acumen at work	BNP PARIBAS	BOBCAPS TRUST | INNOVATION | EXCELLENCE
ICICI Securities Limited ICICI Venture House, Appasaheb Marathe Marg Prabhadevi, Mumbai 400 025 Maharashtra, India Tel: +91 22 6807 7100 E-mail: indiafirst.ipo@icicisecurities.com Investor Grievance ID: customercare@icicisecurities.com Website: www.icicisecurities.com Contact Person: Sameer Purohit / Gaurav Mittal SEBI Registration No: INM000011179	**Ambit Private Limited** Ambit House, 449 Senapati Bapat Marg Lower Parel, Mumbai 400 013 Maharashtra, India Tel: +91 22 6623 3030 E-mail: indiafirstlife.ipo@ambit.co Website: www.ambit.co Investor Grievance ID: customerservicemb@ambit.co Contact Person: Nikhil Bhiwapurkar / Devanshi Shah SEBI Registration No: INM000010585	**BNP Paribas** 1-North Avenue, Maker Maxity, Bandra Kurla Complex Bandra (East), Mumbai 400 051 Maharashtra, India Tel: +91 22 3370 4000 E-mail: DL.IFLICL.ipo@asia.bnpparibas.com Website: www.bnpparibas.co.in Investor Grievance ID: indiainvestors.care@asia.bnpparibas.com Contact Person: Piyush Ramchandani SEBI Registration No.: INM000011534	**BOB Capital Markets Limited*** 1704, B Wing, 17th Floor, Pariness Crescenzo Plot No. C – 38/39, G Block, Bandra Kurla Complex Bandra (East) Mumbai - 400 025 Maharashtra, India Tel: +91 22 6138 9353 E-mail : indiafirstlife.ipo@bobcaps.in Website: www.bobcaps.in Investor Grievance ID: investorgrievance@bobcaps.in Contact Person: Ninad Jape / Nivedika Chavan SEBI Registration Number: INM000009926

BOOK RUNNING LEAD MANAGERS TO THE OFFER			**REGISTRAR TO THE OFFER**
HSBC	Jefferies	JM FINANCIAL	KFINTECH
HSBC Securities and Capital Markets (India) Private Limited 52/60, Mahatama Gandhi Road, Fort, Mumbai 400 001 Maharashtra, India Tel: +91 22 2268 5555 E-mail: indiafirstlifeipo@hsbc.co.in Investor Grievance ID: investorgrievance@hsbc.co.in Website: https://www.business.hsbc.co.in/en-gb/in/generic/ipo-open-offer-and-buyback Contact person: Rishi Tiwari / Rachit Rajgaria SEBI Registration No: INM000010353	**Jefferies India Private Limited** 42/43, 2 North Avenue, Maker Maxity Bandra Kurla Complex Bandra (East) Mumbai 400 051 Maharashtra, India Tel: +91 22 4356 6000 E-mail: IndiaFirstLifeInsurance.IPO@jefferies.com Website: www.jefferies.com Investor Grievance ID: jipl.grievance@jefferies.com Contact Person: Suhani Bhareja SEBI Registration No: INM000011443	**JM Financial Limited** 7th Floor, Cnergy Appasaheb Marathe Marg Prabhadevi, Mumbai - 400 025 Maharashtra, India Tel: +91 22 6630 3030 E-mail: indiafirstlife.ipo@jmfl.com Website: www.jmfl.com Investor Grievance ID: grievance.ibd@jmfl.com Contact Person: Prachee Dhuri SEBI Registration No: INM000010361	**KFin Technologies Limited** *(formerly known as KFin Technologies Private Limited)* Selenium, Tower B, Plot No- 31 and 32, Financial District Nanakramguda, Serilingampally Hyderabad, Rangareedi 500 032 Telangana, India Tel: +91 40 6716 2222 E-mail: indiafirstlife.ipo@kfintech.com Website: www.kfintech.com Investor Grievance ID: einward.ris@kfintech.com Contact Person: M Murali Krishna SEBI Registration Number: INR000000221

BID/ OFFER SCHEDULE

BID/ OFFER OPENS ON	[●][(1)]	**BID/ OFFER CLOSES ON**	[●][(2)]

**BOB Capital Markets Limited is an associate of Bank of Baroda, one of the Promoter Selling Shareholders, in terms of the SEBI Merchant Bankers Regulations. Accordingly, in compliance with the proviso to Regulation 21A(1) of the SEBI Merchant Bankers Regulations read with Regulation 23(3) of the SEBI ICDR Regulations, BOB Capital Markets Limited would be involved only in the marketing of the Offer. BOB Capital Markets Limited has signed the due diligence certificate and has been disclosed as a Book Running Lead Manager.*

(1) Our Company and the Selling Shareholders, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date.

(2) Our Company and the Selling Shareholders, in consultation with the BRLMs, may consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations.

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislations, acts, regulations, rules, directions, guidelines, circulars, notifications, clarifications or policies shall be to such legislations, acts, regulations, rules, guidelines or policies as amended, updated, supplemented, re-enacted or modified, from time to time, and any reference to a statutory provision shall include any subordinate legislation made, from time to time, under such provision.

The words and expressions used in this Draft Red Herring Prospectus, but not defined herein shall have the meaning ascribed to such terms under the SEBI ICDR Regulations, SEBI Listing Regulations, the Companies Act, the SCRA, the Depositories Act and the IRDAI Issuance of Capital Regulations and the rules and regulations made thereunder.

The terms not defined herein but used in the sections titled "Basis of Offer Price", "Statement of Special Tax Benefits", "Industry Overview", "Our Business", "Key Regulations and Policies in India", "History and Certain Corporate Matters", "Our Group Companies", "Financial Information", "Outstanding Litigation and Material Developments", "Offer Procedure" and "Description of Equity Shares and Terms of Articles of Association" on pages 109, 112, 125, 167, 204, 223, 253, 257, 372, 430 and 449, respectively, shall have the meanings ascribed to such terms in these respective sections.

General Terms

Term	Description
"our Company" or "the Issuer" or "the Company"	IndiaFirst Life Insurance Company Limited, a public limited company incorporated under the Companies Act, 1956 and having its Registered and Corporate Office at 12th and 13th Floor, North C Wing, Tower 4, Nesco IT Park, Western Express Highway, Goregaon (East), Mumbai 400 063, Maharashtra, India
"we" or "us" or "our"	Unless the context otherwise indicates or implies, refers to our Company

Company Related Terms

Term	Description
Appointed Actuary	Appointed actuary of our Company, namely Bhavna Verma
"Articles of Association" or "AoA" or "Articles"	Articles of association of our Company, as amended
Audit Committee	Audit committee of our Board, as described in "*Our Management – Committees of the Board*" on page 234
Board" or "Board of Directors"	Board of Directors of our Company, as constituted from time to time
"BOB" or "Bank of Baroda"	Bank of Baroda, one of the Promoters of our Company
"Carmel Point India" or "Carmel Point Investments India Private Limited"	Carmel Point Investments India Private Limited, one of the Promoters of our Company
Chairman	Non-executive chairman of our Board, namely, Sanjiv Chadha
"Chief Financial Officer" or "CFO"	Chief financial officer of our Company, namely, Kedar Patki
Committee(s)	Duly constituted committee(s) of our Board of Directors
Company Secretary and Compliance Officer	Company secretary and compliance officer of our Company, namely, Aniket Krishnaji Karandikar
"Corporate Social Responsibility Committee" or "CSR Committee"	Corporate social responsibility committee of our Board, as described in "*Our Management – Committees of the Board*" on page 234
Director(s)	Director(s) on the Board
Embedded Value Report	Embedded value report titled "*Reporting Actuary's Report on Indian Embedded Value as at 31 March 2022"* dated September 12, 2022, issued by the Independent Actuary
Equity Shares	The equity shares of our Company bearing face value of ₹10 each
ESOP Scheme	IndiaFirst Life Insurance Employee Stock Option Plan 2022
Executive Director	Executive director of our Company, namely R.M. Vishakha. For details, see "*Our Management*" beginning on page 228
Group Companies	The group companies of our Company in accordance with the SEBI ICDR Regulations. For details, see "*Group Companies*" on page 253
Holding Company	Holding company of our Company, namely Bank of Baroda
Independent Actuary	Independent actuary, namely Willis Towers Watson Actuarial Advisory LLP

Term	Description
Independent Director(s)	Independent director(s) of our Board. For details of the Independent Directors, see "*Our Management*" beginning on page 228
Insurance Ombudsman	Insurance Ombudsman as defined under the Insurance Ombudsman Rules, 2017 as amended
Investment Committee	Investment committee of our Board, as described in "*Our Management – Committees of the Board*" on page 234
IPO Committee	The IPO committee of our Board
"Joint Statutory Auditors" or "Statutory Auditors"	Mehta Chokshi & Shah LLP and N S Gokhale & Company, the joint statutory auditors of our Company
Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, as described in "*Our Management – Key Managerial Personnel*" on page 244
Managing Director and Chief Executive Officer	R.M. Vishakha, the Managing Director and Chief Executive Officer of our Company. For details, see *"Our Management"* beginning on page 228
"Memorandum of Association" or "MoA"	Memorandum of association of our Company, as amended
"Nomination and Remuneration Committee" or "NRC Committee"	Nomination and remuneration committee of our Board, as described in "*Our Management – Committees of the Board*" on page 234
Non-Executive Directors	The non-executive directors (other than Independent Directors) of our Company in terms of the Companies Act, as set out in "*Our Management*" beginning on page 228
Other Selling Shareholder	Union Bank of India
Policyholders' Protection Committee	Policyholders' protection committee of our Board, as described in "*Our Management – Committees of the Board*" on page 234
Promoter Group(s)	The entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as described in "*Our Promoters and Promoter Group*" on page 247
Promoter Selling Shareholders	Collectively, Bank of Baroda and Carmel Point Investments India Private Limited
Promoters	Promoters of our Company, namely Bank of Baroda and Carmel Point Investments India Private Limited
Registered and Corporate Office	12th and 13th Floor, North C Wing, Tower 4, Nesco IT Park, Western Express Highway, Goregaon (East), Mumbai 400 063, Maharashtra, India
"Registrar of Companies" or "RoC"	Registrar of Companies, Maharashtra at Mumbai
"Restated Financial Information" or "Restated Financial Statements"	The financial information prepared by the management of our Company from its audited financial statements for the three months ended June 30, 2022 and for the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020 (prepared in accordance with Indian GAAP, the Insurance Act, the IRDA Act and the IRDAI Preparation of Financial Statements Regulations) and examined by the Joint Statutory Auditors in accordance with the requirements of the relevant provisions of the SEBI ICDR Regulations and the IRDAI Issuance of Capital Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI, as amended from time to time
Risk Management Committee	Risk management committee of our Board, as described in "*Our Management – Committees of the Board*" on page 234
Shareholder(s)	Equity shareholder(s) of our Company from time to time
Shareholders' Agreement	Subscription and shareholders' agreement dated March 4, 2008 entered into by and amongst our Company, Bank of Baroda, Andhra Bank (now Union Bank) and Legal & General Group PLC, as amended pursuant to a letter dated March 5, 2009. Our Company was made party to the shareholders' agreement pursuant to a deed of adherence dated September 25, 2009, and the shareholders' agreement was further amended by the second amendment agreement dated October 9, 2009, third amendment agreement dated October 10, 2016, fourth amendment agreement dated May 26, 2017, fifth amendment agreement dated July 4, 2019, sixth amendment agreement dated September 6, 2022 and further amended pursuant to the amendment cum termination agreement dated October 21, 2022
Selling Shareholders	Collectively, the Promoter Selling Shareholders and the Other Selling Shareholder
Stakeholders' Relationship Committee	Stakeholders' relationship committee of our Board, as described in "*Our Management – Committees of the Board*" on page 234
"UBI" or "Union Bank" or "Union Bank of India"	Union Bank of India, one of the Shareholders of our Company
Warburg Pincus Group	The investment funds (whether incorporated or not) that are managed or advised by Warburg Pincus LLC, provided that the portfolio companies of such investment funds shall not form part of the Warburg Pincus Group
Warburg Pincus LLC	A limited liability company organized under the laws of New York and whose registered office is situated at 450 Lexington Avenue, New York NY 10017, USA

Term	Description
With Profits Committee	With profits committee of our Board, as described in *"Our Management – Committees of the Board"* on page 234

Offer Related Terms

Term	Description
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
Allot, Allotment or Allotted	Unless the context otherwise requires, allotment (in case of the Fresh Issue) or transfer (in case of the Offered Shares pursuant to the Offer for Sale), of the Equity Shares pursuant to the Offer to the successful Bidders
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Ambit	Ambit Private Limited
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹100 million
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus, which will be decided by our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers during the Anchor Investor Bid/ Offer Period
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion in accordance with the requirements specified under the SEBI ICDR Regulations and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Anchor Investor Bidding Date	The day, being one Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Managers will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), the Anchor Investor Bid/ Offer Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Offer Price, not later than two Working Days after the Bid/ Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion or up to [●] Equity Shares which may be allocated by our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
"Application Supported by Blocked Amount" or "ASBA"	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorising an SCSB to block the Bid Amount in the relevant ASBA Account and will include amounts blocked by the SCSB upon acceptance of UPI Mandate Request by UPI Bidders using the UPI Mechanism
ASBA Account	A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent as specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a UPI Bidder linked to a UPI ID, which will be blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to a Bid by a UPI Bidder Bidding through the UPI Mechanism
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Banker(s) to the Offer	Collectively, the Escrow Collection Bank, Refund Bank, Public Offer Bank and Sponsor Bank, as the case may be
Basis of Allotment	The basis on which Equity Shares will be Allotted to successful Bidders under the Offer. For details, see "*Offer Procedure*" beginning on page 430

Term	Description
Bid(s)	An indication to make an offer during the Bid/ Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Offer Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid, as applicable. However, RIBs can apply at the Cut-off Price and the Bid amount shall be Cap Price, multiplied by the number of Equity Shares Bid for by such RIBs mentioned in the Bid cum Application Form. Eligible Employees applying in the Employee Reservation Portion can apply at the Cut-off Price and the Bid amount shall be Cap Price multiplied by the number of Equity Shares Bid for by such Eligible Employee and mentioned in the Bid cum Application Form. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 in value. Only in the event of under-subscription in the Employee Reservation portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. Eligible BOB Shareholders applying in the Shareholder Reservation Portion (subject to the Bid Amount being up to ₹200,000) can apply at the Cut-off Price and the Bid amount shall be Cap Price multiplied by the number of Equity Shares Bid for by such Eligible BOB Shareholder and mentioned in the Bid cum Application Form
Bid cum Application Form	Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/ Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be notified in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation. In case of any revisions, the extended Bid/ Offer Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the Book Running Lead Managers and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s), which shall also be notified in an advertisement in the same newspapers in which the Bid/ Offer Opening Date was published, as required under the SEBI ICDR Regulations. Our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, may consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations, which shall also be notified by advertisement in the same newspapers where the Bid/ Offer Opening Date was published, in accordance with the SEBI ICDR Regulations
Bid/ Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be notified in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation
Bid/ Offer Period	Except in relation to Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations, provided that such period shall be kept open for a minimum of three Working Days. Our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, may consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations
Bidder/Applicant	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor
Bidding Centres	The centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, being the Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
BNP	BNP Paribas
BOBCAPS	BOB Capital Markets Limited

Term	Description
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
"Book Running Lead Managers" or "BRLMs"	The book running lead managers to the Offer namely, I-Sec, Ambit, BNP, BOBCAPS*, HSBC, Jefferies and JM Financial **BOBCAPS is an associate of Bank of Baroda, one of the Promoter Selling Shareholders, in terms of the SEBI Merchant Bankers Regulations. Accordingly, in compliance with the proviso to Regulation 21A(1) of the SEBI Merchant Bankers Regulations read with Regulation 23(3) of the SEBI ICDR Regulations, BOBCAPS would be involved only in the marketing of the Offer. BOBCAPS has signed the due diligence certificate and has been disclosed as a Book Running Lead Manager.*
Broker Centres	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and the contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price
Cash Escrow and Sponsor Bank Agreement	The cash escrow and sponsor bank agreement dated [●], to be entered into among our Company, the Selling Shareholders, the Book Running Lead Managers, the Registrar to the Offer, the Banker(s) to the Offer and the Syndicate Members for, *inter alia*, collection of the Bid Amounts from the Anchor Investors, transfer of funds to the Public Offer Account and where applicable, refunds of the amounts collected from the Anchor Investors, on the terms and conditions thereof, in accordance with the UPI Circulars
Client ID	The client identification number maintained with one of the Depositories in relation to dematerialized account
"Collecting Depository Participant" or "CDP"	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 as per the list available on the respective websites of the Stock Exchanges, as updated from time to time
"Confirmation of Allocation Note" or "CAN"	A notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated Equity Shares, on or after the Anchor Investor Bid/ Offer Period
CRISIL Report	Report titled *"Analysis of Life Insurance Industry in India"* dated October 20, 2022 issued by CRISIL Limited and commissioned by our Company
Cut-off Price	The Offer Price, finalised by our Company and the Selling Shareholders in consultation with the Book Running Lead Managers, which shall be any price within the Price Band. Only Retail Individual Bidders Bidding in the Retail Portion, Eligible Employees Bidding in the Employee Reservation Portion and Eligible BOB Shareholders Bidding in the Shareholder Reservation Portion (subject to the Bid Amount being ₹200,000) are entitled to Bid at the Cut-off Price. QIBs (including the Anchor Investors), Non-Institutional Bidders and Eligible BOB Shareholders submitting Bid Amount of more than ₹200,000 under the Shareholder Reservation Portion are not entitled to Bid at the Cut-off Price
Demographic Details	The demographic details of the Bidders including the Bidders' address, name of the Bidders' father or husband, investor status, occupation, bank account details, PAN and UPI ID, where applicable
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from relevant Bidders, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where relevant ASBA Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the CDPs eligible to accept ASBA Forms are available on the websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Offer Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of UPI Bidders using UPI Mechanism, instruction issued through the Sponsor Bank(s) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account, in terms of the Red Herring Prospectus and the Prospectus, following which the Equity Shares will be Allotted in the Offer
Designated Intermediary(ies)	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to RIBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Offer. In relation to ASBA Forms submitted by RIBs with an application size of up to ₹200,000, Eligible Employees, Eligible BOB Shareholders and Non-Institutional Bidders Bidding with an application

Term	Description
	size of up to ₹500,000 (not using the UPI Mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, SCSBs, CDPs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, Sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where relevant ASBA Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Stock Exchange	[●]
"Draft Red Herring Prospectus" or "DRHP"	This draft red herring prospectus dated October 21, 2022 filed with SEBI and issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto
Eligible BOB Shareholders	Individuals and HUFs who are the public equity shareholders of Bank of Baroda, one of our Promoters (excluding such persons who are not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines) as on the date of the filing of the Red Herring Prospectus. The maximum Bid Amount under the Shareholder Reservation Portion by an Eligible BOB Shareholder shall not exceed the Shareholder Reservation Portion
Eligible Employee(s)	All or any of the following: (a) a permanent employee of our Company or Bank of Baroda, one of our Promoters, working in or outside India (excluding such employees who are not eligible to invest in the Offer under applicable laws of the jurisdictions other than India) as of the date of filing of the Red Herring Prospectus with the RoC and who continues to be a permanent employee of our Company or Bank of Baroda, until the submission of the Bid cum Application Form; and (b) a Director of our Company, whether whole time or not, who is eligible to apply under the Employee Reservation Portion under applicable laws, rules, regulations and guidelines as on the date of filing of the Red Herring Prospectus with the RoC and who continues to be a Director of our Company, until the submission of the Bid cum Application Form, but not including Directors who either themselves or through their relatives or through any body corporate, directly or indirectly, hold more than 10% of the outstanding Equity Shares of our Company. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000. Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000
Eligible FPI(s)	FPI(s) that are eligible to participate in the Offer in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares
Eligible NRI(s)	NRI(s) eligible to invest under Schedule 3 and Schedule 4 of the FEMA Rules, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to purchase the Equity Shares
Employee Reservation Portion	The portion of the Offer being up to [●] Equity Shares, aggregating up to ₹[●] available for allocation to Eligible Employees, on a proportionate basis. Such portion shall not exceed 5.00% of the post-Offer Equity Share capital of our Company
Escrow Account(s)	The 'no-lien' and 'non-interest bearing' account(s) opened with the Escrow Collection Bank and in whose favour the Bidders (excluding the ASBA Bidders) will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank(s)	Bank(s), which are clearing members and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Account will be opened, in this case being, [●]
First Bidder/Sole Bidder	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name also appears as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision thereto, not being less than the face value of the Equity Shares at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted

Term	Description
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Fresh Issue	Fresh issue of up to [●] Equity Shares aggregating up to ₹5,000 million by our Company. Our Company may, in consultation with the Book Running Lead Managers, consider a Pre-IPO Placement of such number of Equity Shares for cash consideration aggregating up to ₹ 1,000 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is undertaken, the minimum Offer size (comprising the Fresh Issue so reduced by the amount raised from the Pre-IPO Placement, and the Offer for Sale) shall constitute at least [●]% of the post-Offer paid-up Equity Share capital of our Company
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
"General Information Document" or "GID"	The General Information Document for investing in public issues, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020, as updated and the UPI Circulars. The General Information Document shall be available on the websites of the Stock Exchanges and the Book Running Lead Managers
HSBC	HSBC Securities and Capital Markets (India) Private Limited
I-Sec	ICICI Securities Limited
Jefferies	Jefferies India Private Limited
JM Financial	JM Financial Limited
Minimum Non-Institutional Bidders Application Size	Bid Amount of more than ₹200,000
Mutual Fund Portion	5% of the Net QIB Portion or [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Net Offer	The Offer less the Employee Reservation Portion and the Shareholder Reservation Portion
Net Proceeds	Proceeds of the Fresh Issue less our Company's share of the Offer expenses. For details in relation to use of the Net Proceeds and the Offer expenses, see "*Objects of the Offer*" on page 104
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
"Non-Institutional Bidders" or "NIBs"	All Bidders that are not QIBs, RIBs or Eligible Employees Bidding in the Employee Reservation Portion and who have Bid for Equity Shares, for an amount of more than ₹200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not more than 15% of the Net Offer comprising [●] Equity Shares which shall be available for allocation on a proportionate basis or any other manner as introduced in accordance with applicable laws, to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price. One-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹200,000 and up to ₹1,000,000 and two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of the sub-categories, may be allocated to applicants in the other sub-category of Non-Institutional Bidders in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price
Non-Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
"Non-Resident Indians" or "NRI(s)"	A non-resident Indian as defined under the FEMA Rules
Offer	The initial public offer of Equity Shares comprising the Fresh Issue and the Offer for Sale. The Offer comprises the Net Offer, the Employee Reservation Portion and the Shareholder Reservation Portion
Offer Agreement	The offer agreement dated October 21, 2022 entered into between our Company, the Selling Shareholders, and the Book Running Lead Managers, pursuant to which certain arrangements are agreed upon in relation to the Offer
Offer for Sale	The offer for sale of up to 89,015,734 Equity Shares aggregating up to ₹[●] million by Bank of Baroda, up to 39,227,273 Equity Shares aggregating up to ₹[●] million by Carmel Point Investments India Private Limited and up to 13,056,415 Equity Shares aggregating up to ₹[●] million by Union Bank
Offer Price	The final price at which Equity Shares will be Allotted to ASBA Bidders in terms of the Red Herring Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus. The Offer Price will be decided by our Company and the Selling Shareholders in consultation with the Book Running Lead Managers on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus

Term	Description
Offered Shares	Up to 141,299,422 Equity Shares aggregating up to ₹[●] million offered for sale by the Selling Shareholders in the Offer for Sale
Pre-IPO Placement	The private placement, preferential allotment, rights issue or issue of equity shares through such other method as may be permitted under applicable law, of such number of Equity Shares for cash consideration aggregating up to ₹ 1,000 million, which may be undertaken by our Company in consultation with the Book Running Lead Managers, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is undertaken, the minimum Offer size (comprising the Fresh Issue so reduced by the amount raised from the Pre-IPO Placement, and the Offer for Sale) shall constitute at least [●]% of the post-Offer paid-up Equity Share capital of our Company
Price Band	The price band of a minimum price of ₹[●] per Equity Share (Floor Price) and the maximum price of ₹[●] per Equity Share (Cap Price) including revisions thereof. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company and the Selling Shareholders in consultation with the Book Running Lead Managers and will be advertised in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation at least two Working Days prior to the Bid/ Offer Opening Date and shall be available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	The date on which our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, will finalise the Offer Price
Prospectus	The prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, and the SEBI ICDR Regulations containing, *inter alia*, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information including any addenda or corrigenda thereto
Public Offer Account	The 'no-lien' and 'non-interest bearing' account to be opened, in accordance with Section 40(3) of the Companies Act, with the Public Offer Bank to receive monies from the Escrow Account and the ASBA Accounts on the Designated Date
Public Offer Bank(s)	Bank(s) which are a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Offer Account for collection of Bid Amounts from Escrow Accounts and ASBA Accounts will be opened, in this case being [●]
QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not less than 75% of the Net Offer comprising [●] Equity Shares which shall be allocated to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors)
"QIBs" or "QIB Bidders" or "Qualified Institutional Buyers"	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
"Red Herring Prospectus" or "RHP"	The red herring prospectus to be issued by our Company in accordance with Section 32 of the Companies Act, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/ Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account(s)	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made
Refund Bank(s)	The Banker(s) to the Offer with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	The stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids from relevant Bidders in terms of the SEBI circular number CIR/CFD/14/2012 dated October 4, 2012 issued by SEBI and the UPI Circulars
Registrar Agreement	Registrar agreement dated October 21, 2022 entered into between our Company, the Selling Shareholders and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar pertaining to the Offer
"Registrar to the Offer" or "Registrar"	KFin Technologies Limited
"Retail Individual Bidder(s)" or "Retail Individual Investor(s)" or "RII(s)" or "RIB(s)"	Individual Bidders submitting Bids, who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs)
Retail Portion	The portion of the Offer being not more than 10% of the Net Offer comprising [●] Equity Shares, which shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price

Term	Description
Revision Form	The form used by Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs bidding in the Retail Portion, Eligible Employees Bidding in the Employee Reservation Portion (subject to their Bid Amount being up to ₹500,000) and Eligible BOB Shareholders Bidding in the Shareholder Reservation Portion (subject to the Bid Amount being up to ₹200,000) can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bid(s) until Bid/ Offer Closing Date
"RTAs" or "Registrar and Share Transfer Agents"	The registrar and share transfer agents registered with SEBI and eligible to procure Bids from relevant Bidders at the Designated RTA Locations in terms of SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI and available on the websites of the Stock Exchanges at www.nseindia.com and www.bseindia.com
SEBI SCORES	Securities and Exchange Board of India Complaints Redress System
"Self Certified Syndicate Bank(s)" or "SCSB(s)"	The banks registered with SEBI, offering services (i) in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI Mechanism), a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be prescribed by SEBI and updated from time to time
Share Escrow Agent	The share escrow agent to be appointed pursuant to the Share Escrow Agreement namely, [●]
Share Escrow Agreement	Share escrow agreement dated [●] to be entered into between our Company, the Selling Shareholders and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer for Sale by the Selling Shareholders for the purposes of credit of such Equity Shares to the demat accounts of the Allottees in accordance with the Basis of Allotment
Shareholder Reservation Portion	The portion of the Offer being up to [●] Equity Shares, aggregating up to ₹[●] million available for allocation to Eligible BOB Shareholders, on a proportionate basis. Such portion shall not exceed 10.00% of the Offer size
Specified Locations	The Bidding centres where the Syndicate shall accept Bid cum Application Forms from relevant Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in), and updated from time to time
Sponsor Bank(s)	[●], being Banker to the Offer registered with SEBI, appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and/ or payment instructions of UPI Bidders using the UPI Mechanism, in terms of the UPI Circulars
Syndicate Agreement	Syndicate agreement to be entered into between our Company, the Selling Shareholders, the Registrar and the members of the Syndicate in relation to collection of Bid cum Application Forms by the Syndicate
Syndicate Member(s)	Intermediaries (other than the Book Running Lead Managers) registered with SEBI who are permitted to accept bids, applications and place order with respect to the Offer, namely [●]
"Syndicate" or "members of the Syndicate"	The Book Running Lead Managers and the Syndicate Members
Underwriters	[●]
Underwriting Agreement	Underwriting agreement to be entered into between our Company, the Selling Shareholders and the Underwriters, on or after the Pricing Date, but prior to filing the Prospectus with the RoC
UPI	Unified payments interface, which is an instant payment mechanism, developed by NPCI
UPI Bidder(s)	Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion, (ii) Eligible Employees in the Employee Reservation Portion, (iii) Eligible BOB Shareholders in the Shareholder Reservation Portion (subject to the Bid Amount being ₹500,000), and (iv) Non-Institutional Bidders with an application size of up to ₹500,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹500,000 shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an offer and share transfer (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number

Term	Description
	SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/ HO/CFD/DIL2/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI application and by way of a SMS for directing the UPI Bidder to such UPI mobile application) to the UPI Bidder initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	Process for applications by UPI Bidders submitted with intermediaries with UPI as mode of payment, in terms of the UPI Circulars
Wilful Defaulter	A company or person, as the case may be, categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI
Working Day	All days on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/ Offer Period, the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI, including the UPI Circulars

Technical, Industry Related Terms or Abbreviations

Term	Description
ALM	Asset-liability management, which in the context of life insurance involves setting out a framework to ensure assets are in line with the nature and term of policy liabilities
APE	Annualised Premium Equivalent, being 100% of annualised regular premium for new business plus 10% of single premium
AUM	Assets under management, being the total market / realizable value of all financial assets held by an insurance company of policyholders' and shareholders' funds
Banca or Bancassurance	Bancassurance, being an arrangement entered into by a bank and an insurance company (either through corporate agency or as a master policyholder), through which the bank sells/ enrols the insurance products of the company to its customer base
BI	Business Intelligence
Bonus	An amount which is determined at the end of every financial year and declared as simple reversionary bonus, if declared, and/or terminal bonus, if declared, as the case may be for participating life insurance policies. It is the way in which policyholders receive their share of profits
CAD	Current Account Deficit
CAPEX	Capital Expenditure
Conservation Ratio	Conservation Ratio is total renewal premium income in the current year divided by first year premium and renewal premium income in the previous year
CPI	Consumer Price Index
Critical Illness Basic Table	Critical Illness Basic Table 1993 issued by the Actuarial Society of India (now known as Institute of Actuaries of India) with respect to incidence rates and morbidity assumptions
CSC	Common Service Centres, being centers established under National e-Governance Plan by CSC e-Governance Services India Limited. They are front-end delivery points for government, private and social sector services to citizens of India
Death claims	Claims for amounts payable on death as specified in the policy document
Death Claims Repudiation Ratio	Death Claims Repudiation Ratio is the number of claims repudiated or not found admissible out of the total number intimated for individual products in India, expressed as a ratio
Death Claims Settlement Ratio	Death Claims Settlement Ratio is calculated as the number of claims paid out of the total intimated
Discounted Fund	A segregated fund of the insurer that is set aside and is constituted by the fund value of all discontinued policies determined in accordance with the IRDA (Linked Insurance Products) Regulations, 2013

Term	Description
EV	Embedded Value, which is calculated as the sum of Adjusted Net Worth and Value of In-Force business. Adjusted Net Worth is the sum of the Free Surplus and Required Capital. This is the value of all assets allocated to the covered business that are not required to back the liabilities of the covered business. Value of In-Force business consists of the following components: – Present Value of Future Profits expected to emerge from the covered business; – Less Frictional Cost of Capital; – Less Time Value of Financial Options and Guarantees; – Less Cost of Residual Non-Hedgeable Risks.
Embedded Value Report	The embedded value report dated September 12, 2022 prepared by the Independent Actuary
Fair Value Change Account	Unrealised gains/losses arising due to changes in the fair value of investment assets including listed equity shares, mutual funds, debt securities and derivative instruments
First year premium	Insurance premium that is due in the first policy year of a life insurance contract
FPI	Foreign Portfolio Investor
GDP	Gross Domestic Product
GWP	Gross Written Premium, being the total premium written by our Company before deductions for reinsurance ceded
"GWP" or "Gross Written Premium"	The total premium written by our Company before reinsurance ceded by our Company
Gross Incurred Claims	The total claims incurred by our Company before reinsurance ceded by our Company
IMF	Insurance Marketing Firm
Independent Actuary	Willis Towers Watson Actuarial Advisory LLP
Indian Assured Lives Mortality Table 2012-2014	Published Mortality Table as published by the Institute of Actuaries of India, effective from April 1, 2019, within the meaning of regulation 4 of Insurance and Regulatory Development Authority of India (Assets, Liabilities and Solvency Margin of Life Insurance Business) Regulations, 2016
Individual Annuitant's Mortality Table (2012-2015)	Published Mortality Table for annuitants as published by the Institute of Actuaries of India, within the meaning of regulation 4 of Insurance and Regulatory Development Authority of India (Assets, Liabilities and Solvency Margin of Life Insurance Business) Regulations
Individual NBP	Individual New Business Premium, being insurance premium that is due in the first policy year of an individual life insurance contract
Individual Surrender Ratio	Individual Surrenders / Individual AUM or Individual AUM
IRP	Individual Rated Premium, being premiums written by our Company under individual products and weighted at the rate of 10.00% for single premiums
JV	Joint Venture
LIC	Life Insurance Corporation of India
Linked liabilities	Represents the liability for units held under the life insurance contracts and is part of the liability that is held under the unit linked business
Life insurers with PSU bank parentage	Life insurers with PSU bank as one of the shareholders
MFI	Microfinance institutions
Mis-selling Ratio	Grievances with respect to unfair business practice that are reported to our Company divided by policies issued by our Company in the same period represented as a percentage.
MOSPI	Ministry of Statistics and Programme Implementation
MPC	Monetary Policy Committee
NAV	Net Asset Value in the context of the unit-linked business of our Company is computed as the price per unit of each segregated fund as defined under IRDAI Investment Regulations. Segregated fund level NAV is calculated as market value of investment held by the fund, plus value of current assets, less value of current liabilities and provisions, if any, divided by number of units existing on valuation date (before creation / redemption of units)
NBM	New Business Margin
NBP	New Business Premium, being insurance premium that is due in the first policy year of a life insurance contract or a single lump sum payment from the policyholder
Net Incurred Claims	The total claims incurred by our Company net of reinsurance ceded by our Company
Net Premium	The total premium written by our Company after deductions for reinsurance ceded
Net Written Premium	The total premium written by our Company net of reinsurance ceded by our Company

Term	Description
New Business IRP	New Business Individual Rated Premium, New Business Individual Rated Premium is calculated as 10% of individual single premium plus 100% of individual non-single premium
Non-Participating or Non-Par Product	Policies without participation in profits, means policies which are not entitled to any share in surplus (profits) during the term of the policy as defined under Regulation 2(k) of IRDAI Actuarial Report and Abstract for Life Insurance Business Regulations
NSO	National Statistical Office
Operating Expense Ratio	Operating expenses as a percentage of total premium
Participating or Par Products	A life insurance policy where the policyholder is entitled to at least a 90.00% share of the surplus emerging in the participating fund
Persistency ratio	The ratio of life insurance policies remaining in force to all policies issued in a fixed period. Persistency can be measured in terms of number of policies or in terms of premium
PLI	Production-Linked Incentive
PMJJBY	Pradhan Mantri Jeevan Jyoti Bima Yojana
PMLI	PNB MetLife India Insurance Company Limited
POS	Point of Sales
PPP	Purchasing Power Parity
Premium	The consideration the policyholder will have to pay in order to secure the benefits offered by the insurance policy
Private life insurers	All Indian life insurance companies other than the Life Insurance Corporation of India
PSU	Public Sector Undertaking
RBI	Reserve Bank of India
Reinsurance ceded	Reinsurance means an insurance contract between one insurance company (cedant) and another insurance company (reinsurer) to indemnify against losses on one or more contracts issued by the cedant in exchange for a consideration. The consideration paid is termed as reinsurance ceded. The intent of reinsurance is for an insurance company to reduce the risks associated with underwritten policies by spreading risks across alternative institutions
Renewal Premium	Life insurance premiums falling due in the years subsequent to the first year of the policy
Rider	The add-on benefits which are in addition to the benefits under a basic policy
SDF	Standing Deposit Facility
Single Premium	Those policies that require only a single lump sum payment from the policyholder
Solvency Ratio	Ratio of the amount of Available Solvency Margin to the amount of Required Solvency Margin as specified in form-KT-3 of IRDAI Actuarial Report and Abstracts for Life Insurance Business Regulations
Sum assured	The guaranteed amount payable during the policy term and based on which the premium is calculated while applying for the policy
Surplus	The excess of the value placed on a life insurance company’s assets over the value placed on its liabilities
Surrender	Complete withdrawal/ termination of the entire policy
Terminal bonus	Bonus declared under the policy in the year when the policy results into a claim either by death, surrender or maturity, post completion of premium paying term
ULIP	Unit Linked Insurance Plan, being plans where the benefits of policies are based on notional part, which represents a specific and proportionate part of the unit account
VNB or VONB	Value of New Business, being the present value of expected future earnings from new policies written during a specified period and it reflects the additional value to shareholders expected to be generated through the activity of writing new policies during a specified period
VNB Margin or VONB Margin or New Business Margin	Value of New Business Margin, being the ratio of VNB to APE.

Conventional and General Terms or Abbreviations

Term	Description
“₹” or “Rs.” or “Rupees” or “INR”	Indian Rupees
“AS” or “Accounting Standards”	Accounting standards issued by the ICAI
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012

Term	Description
“Bn” or “bn”	Billion
BSE	BSE Limited
CAGR	Compound annual growth rate
Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
Category II FPIs	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
“Companies Act” or “Companies Act, 2013”	Companies Act, 2013, as applicable, along with the relevant rules, regulations, clarifications and modifications made thereunder
Companies Act, 1956	Companies Act, 1956, along with the relevant rules made thereunder
Consolidated FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT under DPIIT File Number 5(2)/2020-FDI Policy dated the October 15, 2020, effective from October 15, 2020
Depositories	Together, NSDL and CDSL
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
DP ID	Depository Participant’s Identification
“DP” or “Depository Participant”	A depository participant as defined under the Depositories Act
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (*formerly known as Department of Industrial Policy and Promotion*)
EGM	Extraordinary general meeting
EPS	Earnings per share
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
“Financial Year” or “Fiscal” or “Fiscal Year” or “FY”	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FIR	First Information Report
FPI	Foreign portfolio investors as defined under the SEBI FPI Regulations
FVCI	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
“GoI” or “Government” or “Central Government”	Government of India
GST	Goods and services tax
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Income Tax Act	The Income-tax Act, 1961
Ind AS	Indian Accounting Standards notified under Section 133 of the Companies Act and referred to in the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013
India	Republic of India
“Indian GAAP/IGAAP”	Accounting Standards notified under Section 133 of the Companies Act and referred to in the Companies (Accounting Standards) Rules, 2014
Insurance Act	Insurance Act, 1938 as amended
IPO	Initial public offering
IRDA Act	Insurance Regulatory and Development Authority Act, 1999 as amended
IRDAI	Insurance Regulatory and Development Authority of India

Term	Description
IRDAI CG Guidelines	Guidelines on corporate governance for insurers in India issued by IRDAI by way of circular no. IRDA/F&A/GDL/CG/100/05/2016 dated May 18, 2016
IRDAI Investment Regulations	Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 as amended
IRDAI Issuance of Capital Regulations	Insurance Regulatory and Development Authority of India (Issuance of Capital by Indian Insurance Companies transacting Life Insurance Business) Regulations, 2015 as amended
IRDAI Preparation of Financial Statements Regulations	Insurance Regulatory and Development Authority of India (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations, 2002 as amended
IRDAI Transfer of Equity Shares Regulations	Insurance Regulatory and Development Authority of India (Transfer of Equity Shares of Insurance Companies) Regulations, 2015
IST	Indian Standard Time
IT	Information Technology
IT Act	The Information Technology Act, 2000
KYC	Know Your Customer
Listed Indian Insurance Companies Guidelines	Insurance Regulatory and Development Authority of India (Listed Indian Insurance Companies) Guidelines, 2016
MCA	Ministry of Corporate Affairs, Government of India
"Mn" or "mn"	Million
NACH	National Automated Clearing House
NAV	Net Asset Value
NBFC	Non-Banking Financial Companies
NCD(s)	Non-convertible debentures
NEFT	National Electronic Fund Transfer
Negotiable Instruments Act	The Negotiable Instruments Act, 1881
NPCI	National Payments Corporation of India
NRE	Non- Resident External
NRI	An individual resident outside India, who is a citizen of India.
NRO	Non-Resident Ordinary
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
"OCB" or "Overseas Corporate Body"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
p.a.	Per annum
P/E Ratio	Price to Earnings Ratio
PAN	Permanent Account Number
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
Regulation S	Regulation S under the U.S. Securities Act
RoE	Return on equity
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SARFAESI Act	Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019

Term	Description
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI Mutual Fund Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
State Government	The government of a state in India
Stock Exchanges	BSE and NSE
STT	Securities Transaction Tax
Systemically Important NBFC or NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
TAN	Tax deduction account number
U.S. Securities Act	United States Securities Act of 1933, as amended
“U.S.” or “USA” or “United States”	United States of America including its territories and possessions, any State of the United States, and the District of Columbia
“U.S.” or “USA” or “United States”	United States of America
“USD” or “US$”	United States Dollars
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be

SUMMARY OF THE OFFER DOCUMENT

The following is a general summary of the terms of the Offer and is not exhaustive, nor does it purport to contain a summary of the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including "Risk Factors", "The Offer", "Capital Structure", "Objects of the Offer", "Industry Overview", "Our Business", "Our Promoters and Promoter Group", "Financial Information", "Outstanding Litigation and Material Developments", "Offer Procedure" and "Description of Equity Shares and Terms of Articles of Association" beginning on pages 28, 75, 92, 104, 125, 167, 247, 257, 372, 430 and 449, respectively.

Primary business of our Company

We were among the fastest growing private life insurers in India in terms of New Business Individual Rated Premium in Fiscal 2022 and recorded a CAGR of 27.3% for the five-years ended Fiscal 2022, the highest growth in terms of New Business Individual Rated Premium amongst life insurers with PSU bank parentage (*Source: CRISIL Report*). We reported 23.10% Value of New Business Margin in Fiscal 2022. We are supported by bancassurance networks of Bank of Baroda and Union Bank, the third and fifth largest PSU banks in India based on total assets, as of March 31, 2022 (*Source: CRISIL Report*).

Industry in which our Company Operates

As of 2021, the Indian life insurance industry is the ninth largest in the world and the fourth largest in Asia in terms of life insurance premiums. High GDP growth, rising income, younger population, rapid urbanization, focus on financial inclusion, preference towards financial savings, increasing financial literacy and increasing adoption of insurance through digital channels are key factors for the growth of the Indian life insurance sector. The total premium for life insurers is expected to grow from ₹ 6,926 billion to ₹ 13,500 billion between Fiscal 2022 and Fiscal 2027, at a CAGR of 14% - 15% (*Source: CRISIL Report*).

Our Promoters

Our Promoters are Bank of Baroda and Carmel Point Investments India Private Limited. For details, see "*Our Promoters and Promoter Group*" on page 247.

Offer Size

The following table summarizes the details of the Offer:

Offer for Equity Shares	Up to [●] Equity Shares aggregating up to ₹[●] million
of which:	
Fresh Issue(1)(2)	Up to [●] Equity Shares aggregating up to ₹5,000 million
Offer for Sale(3)	Up to 141,299,422 Equity Shares aggregating up to ₹[●] million
The Offer may include:	
Employee Reservation Portion(4)	Up to [●] Equity Shares aggregating up to ₹[●] million
Shareholder Reservation Portion(5)	Up to [●] Equity Shares aggregating up to ₹[●] million
Net Offer	Up to [●] Equity Shares aggregating up to ₹[●] million

(1) *The Offer (including the Fresh Issue) has been authorized by our Board of Directors pursuant to the resolutions passed at their meetings dated July 18, 2022 and October 18, 2022, and our Shareholders pursuant to the resolution passed at their meeting held on October 20, 2022. Our Board has taken on record the consent of the Selling Shareholders to participate in the Offer for Sale pursuant to a resolution passed in its meeting held on October 18, 2022.*

(2) *A Pre-IPO Placement may be undertaken by our Company in consultation with the Book Running Lead Managers of such number of Equity Shares for cash consideration aggregating up to ₹ 1,000 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is undertaken, the minimum Offer size (comprising the Fresh Issue so reduced by the amount raised from the Pre-IPO Placement, and the Offer for Sale) shall constitute at least [●]% of the post-Offer paid-up Equity Share capital of our Company.*

(3) *The Equity Shares being offered by the Selling Shareholders are eligible for being offered for sale in terms of the SEBI ICDR Regulations. Each of the Selling Shareholders has authorized the sale of its respective portion of the Offered Shares. For details on the authorisation of the Selling Shareholders in relation to the Offered Shares, see "Other Regulatory and Statutory Disclosures" on page 394.*

(4) *In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹500,000), shall be added to the Net Offer. The Employee Reservation Portion shall not exceed 5.00% of our post-Offer paid-up Equity Share Capital. For further details, see "Offer Structure" on page 426.*

(5) *The Shareholder Reservation Portion shall not exceed 10.00% of the Offer size. The unsubscribed portion, if any, in the Shareholder Reservation Portion, shall be added to the Net Offer. For further details, see "Offer Structure" on page 426.*

The Offer and Net Offer shall constitute [●]% and [●]% of the post-Offer paid up Equity Share capital of our Company, respectively.

For further details, see "*The Offer*", *"Other Regulatory and Statutory Disclosures"* and "*Offer Structure*" on pages 75, 394 and 426, respectively.

Objects of the Offer

Particulars	Amount (₹ in million)
Augmentation of capital base to support solvency levels	5,000(1)(2)
Net Proceeds	[●](2)

(1) *Includes the proceeds, if any, received pursuant to the Pre-IPO Placement. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement, we may utilise the proceeds from such Pre-IPO Placement towards the Objects of the Offer prior to completion of the Offer.*
(2) *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.*

For further details, see "*Objects of the Offer*" on page 104.

Aggregate pre-Offer shareholding of our Promoters and the Selling Shareholders and members of the Promoter Group

Category of Shareholders	Pre-Offer		Post-Offer*	
	No. of Equity Shares	Percentage of pre-Offer paid up Equity Share capital (%)	No. of Equity Shares	Percentage of post-Offer paid up Equity Share capital (%)
Promoters (also the Promoter Selling Shareholders)				
Bank of Baroda(1)	490,340,909	65.00	[●]	[●]
Carmel Point Investments India Private Limited	196,136,364	26.00	[●]	[●]
Promoter Group				
Entities forming part of the Promoter Group of our Company	Nil			
Other Selling Shareholder				
Union Bank of India(2)	67,893,357	9.00	[●]	[●]
Total	**754,370,630**	**100.00**	[●]	[●]

(1) *Inclusive of 10 Equity Shares each held by Purshotam, Rajesh Inder Malhotra and Subrat Kumar as nominees of Bank of Baroda.*
(2) *Inclusive of 10 Equity Shares each held by Arun Kumar and Vikas Babu Chittiprolu as nominees of Union Bank.*
* *To be updated in the Prospectus.*

For further details, see "*Capital Structure*" on page 92. For details in relation to the entities forming part of the Promoter Group of our Company, see *"Our Promoters and Promoter Group – Promoter Group"* on page 251.

Summary of Restated Financial Information

A summary of the financial information of our Company as per the Restated Financial Statements is as follows:

(₹ in million, unless otherwise stated)

Sr. No.	Particulars	As at and for the three months ended June 30, 2022	As at and for the Financial Year ended March 31, 2022	As at and for the Financial Year ended March 31, 2021	As at and for the Financial Year ended March 31, 2020
1.	Equity Share capital	6,634.62	6,634.62	6,634.62	6,350.00
2.	Net worth	4,509.75	4,932.70	7,755.26	7,169.36
3.	Revenue	9,079.68	51,865.64	40,555.02	33,604.36
4.	Profit after tax	(418.27)	(2,816.20)	301.89	(974.15)
5.	Basic earnings per share (in ₹)	(0.63)	(4.24)	0.46	(1.55)
6.	Diluted earnings per share (in ₹)	(0.63)	(4.24)	0.46	(1.55)
7.	Net Asset Value per Equity Share (in ₹)	6.80	7.43	11.69	11.29
8.	Total borrowings (as per restated balance sheet)	2,250.00	2,250.00	1,000.00	1,000.00

Notes:
(1) *Basic earnings per share (in ₹) = Restated profit for the year attributable to equity shareholders / weighted average number of equity shares.*
(2) *Diluted earnings per share (in ₹) = Restated profit for the year attributable to equity shareholders / weighted average number of diluted equity shares.*
(3) *"Net worth" represents the shareholders' funds and is computed as sum of share capital and reserves including share premium share application money and fair value change account net of debit balance in profit and loss account.*
(4) *Net asset value per Equity Share (in ₹) = Restated net worth at the end of the year/period / Total number of equity shares outstanding at the end of the year/period.*

For further details in relation to the Restated Financial Statements, see *"Restated Financial Information"* on page 257.

Qualifications of the Joint Statutory Auditors which have not been given effect to in the Restated Financial Statements

There are no qualifications included by the Joint Statutory Auditors in their audit reports and hence no effect is required to be given in the Restated Financial Statements.

Summary of Outstanding Litigation

A summary of outstanding litigation proceedings involving our Company, Promoters and Directors as on the date of this Draft Red Herring Prospectus as disclosed in "*Outstanding Litigation and Other Material Developments*" on page 372 in terms of the SEBI ICDR Regulations is provided below:

Name of Entity	Criminal proceedings	Tax proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters	Material civil litigations	Aggregate amount involved (₹ in million)*
Company						
By the Company	6	-	-	-	1	242.46^
Against the Company	2	20$	-	-	1	810.00#^
Directors						
By the Directors	-	-	-	-	-	-
Against the Directors	-	2	-	-	-	8.54
Promoters						
By Bank of Baroda	-	-	-	-	7	219,519.01
Against Bank of Baroda	86**	87	7	-	-	130,193.39**
By Carmel Point Investments India Private Limited	-	-	-	-	-	-
Against Carmel Point Investments India Private Limited	-	-	-	-	-	-

* *The amounts indicated above are approximate amounts and have been disclosed to the extent ascertainable.*

\# *The material civil litigation by our Company includes a counter-claim to the extent of ₹ 5,218.87 million against our Company. For details, see "Outstanding Litigation and Material Developments – Litigation involving our Company – Litigation by our Company" on page 374.*

^ *Includes ₹ 0.4 million involved in a criminal litigation against our Company and an aggregate of ₹ 5.83 million involved in criminal litigations by our Company. For details, see "Outstanding Litigation and Material Developments" beginning on page 372.*

$ *Aggregate amount involved in the direct tax proceedings against our Company does not include the simple interest of one per cent for every month or part of a month, on the amount in dispute calculated in accordance with the demand notice dated February 15, 2021 and the aggregate amount involved in indirect tax proceedings against our Company includes two pending cases of refund of tax amount, amounting to ₹ 8.31 million.*

** *Includes ₹ 4.97 million involved in criminal litigations against Bank of Baroda and ₹ 27.74 million in statutory and regulatory proceedings against Bank of Baroda. For further information, see "Outstanding Litigation and Material Developments – Litigation against our Promoters – Criminal Litigation" and "Outstanding Litigation and Material Developments – Litigation against our Promoters – Actions taken by Regulatory and Statutory Authorities" on pages 379 and 386, respectively.*

Note: The above table does not include ₹ 76.39 million paid by our Company in relation to an ongoing enquiry by the Directorate General of GST Intelligence Zonal Unit, Mumbai, in relation to the input tax credit availed by our Company. For details, please see "Risk Factors – 34. There are outstanding actions and litigation proceedings against our Company, Promoters and Directors. Any adverse outcome in such proceedings may have an adverse impact on our reputation, business, financial condition, results of operations and cash flows." on page 54.

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigation proceedings involving our Group Companies, the outcome of which may have a material impact on our Company.

For further details of the outstanding litigation proceedings, see "*Outstanding Litigation and Material Developments*" on page 372.

Risk Factors

Specific attention of the Bidders is invited to "*Risk Factors*" on page 28 to have an informed view before making an investment decision.

Summary of Contingent Liabilities

The details of our contingent liabilities as derived from our Restated Financial Statements are set forth in the table below:

(₹ in million)

Sr. No.	Particulars	As at June 30, 2022
1.	Partly paid-up investments	63.05
2.	Statutory demands / liabilities in dispute, not provided for	797.89
3.	Policy related claims under litigation	638.91
Total		**1,499.85**

For further details in relation to our contingent liabilities, see *"Restated Financial Information – Notes to Restated Financial Information – Notes to Accounts – 1. Contingent Liabilities"* on page 290.

Summary of Related Party Transactions

A summary of related party transactions as per the Related Party Disclosures read with the SEBI ICDR Regulations entered into by our Company with related parties, derived from our Restated Financial Statements are as follows:

Amount of (Payable) / Receivable

(₹ in million, unless otherwise stated)

Sr. No.	Name of the Related Party	Type of transaction	Amount of (Payable) / Receivable			
			As at and for the three months ended June 30, 2022	As at and for the Financial Year ended March 31, 2022	As at and for the Financial Year ended March 31, 2021	As at and for the Financial Year ended March 31, 2020
1.	Bank of Baroda	Fixed deposit	0.10	0.09	0.09	0.08
		Investments	597.30	730.48	242.58	73.37
		Bank balance*	2,730.63	1,573.33	1,101.48	531.02
		Interest on fixed deposit receivable	0.00	-	-	-
		Advertisement and publicity fee	(1.73)	-	-	-
		Directors' sitting fees	-	(0.20)	-	-
		Borrowing	(1,150.00)	(1,150.00)	-	-
		Interest on borrowing	(26.20)	(2.12)	-	-
		Commission	(143.77)	(100.27)	(29.69)	(25.44)
2.	Union Bank of India	Commission	-	(60.23)	(15.47)	(8.53)
		Advertisement and publicity	-	-	-	(6.00)
		Investments	-	319.84	20.99	0.92
		Bank balances*	-	559.69	450.65	251.33
3.	The Nainital Bank Limited	Commission payable	(1.33)	(1.10)	(0.56)	(0.18)
		Bank balance*	0.04	5.39	0.65	1.44
4.	India Infra Debt Limited	Investments in bond	1,307.05	1,317.94	1,578.90	1,575.01
		Interest receivable on investment	57.08	63.04	71.31	71.29
5.	Baroda U.P. Bank	Commission payable	(7.21)	(1.52)	(3.15)	(0.43)
		Bank balance*	345.54	106.22	69.70	61.33
6.	Baroda Rajasthan Kshetriya Gramin Bank	Commission payable	(5.20)	(0.66)	(0.74)	(0.40)
		Bank balance*	4.83	27.36	5.60	3.74
7.	Baroda Gujarat Gramin Bank	Commission payable	(5.73)	(1.51)	(1.54)	(0.68)
		Bank balance*	60.50	87.95	27.25	130.50

**Banking transactions in the normal course of business with related parties have not been considered*

Transactions during the year

(₹ in million, unless otherwise stated)

Sr. No.	Name of the Related Party	Description of Transactions / Categories	As at and for the three months ended June 30, 2022	As at and for the Financial Year ended March 31, 2022	As at and for the Financial Year ended March 31, 2021	As at and for the Financial Year ended March 31, 2020
1.	Bank of Baroda	Purchase fixed deposit	(0.04)	(0.09)	(0.09)	(0.08)
		Redemption of fixed deposits	0.04	0.09	0.08	0.08
		Interest on fixed deposits	0.00	0.00	0.00	0.01
		Dividend on Equity Shares	17.41	-	-	-
		Commission	(330.69)	(1,685.66)	(1,169.22)	(951.84)
		Directors sitting fees	(0.70)	(3.06)	(1.63)	(1.73)
		Premium income as a policyholder	-	1.24	0.85	-
		Bank charges	(3.04)	(10.03)	(8.36)	(7.15)
		Advertisement and publicity	(1.73)	(6.90)	(6.90)	(6.90)
		Reimbursement of expenses	-	(1.51)	-	-
		Share Capital Issued	-	-	169.23	-
		Other Income	-	0.57	-	-
		Borrowing	-	1,150.00	-	-
		Interest on Borrowing	(24.08)	(2.12)	-	-
2.	Union Bank of India	Commission	-	(411.37)	(278.42)	(283.13)
		Directors sitting fees	-	-	(0.90)	(1.40)

Sr. No.	Name of the Related Party	Description of Transactions / Categories	As at and for the three months ended June 30, 2022	As at and for the Financial Year ended March 31, 2022	As at and for the Financial Year ended March 31, 2021	As at and for the Financial Year ended March 31, 2020
		Reimbursement of expenses	-	-	3.50	-
		Advertisement and publicity	-	(6.90)	(6.90)	(6.00)
		Bank charges	-	(0.03)	(0.08)	(7.77)
		Share capital issued	-	-	115.38	-
		Health prepaid card	-	-	-	(0.03)
		Other income	-	0.41	-	-
3.	Carmel Point Investments India Private Limited	Share capital issued	-	-	-	1,500.00
		Other income	-	0.34	-	-
4.	The Nainital Bank Limited	Payment of commission	(0.23)	(0.71)	(1.18)	(0.81)
		Bank charges	(0.00)	(0.00)	(0.00)	-
5.	BOB Financial Solutions Limited	Premium income as a policyholder	0.07	1.78	0.27	0.24
6.	BOB Capital Markets Limited	Brokerage	(1.12)	(3.99)	(3.55)	(1.91)
7.	Baroda Global Shared Services Limited	Premium income as a policyholder	0.05	5.35	-	-
8.	India Infra Debt Limited	Redemption of bonds	-	250.00	-	100.00
		Interest income on investments	26.05	106.75	125.64	125.90
9.	Baroda U.P. Bank	Payment of commission	(17.52)	(68.73)	(28.98)	(17.71)
		Bank charges	(0.00)	(0.00)	(0.00)	-
10.	Baroda Rajasthan Kshetriya Gramin Bank	Payment of commission	(4.53)	(21.19)	(17.97)	(18.79)
		Bank charges	(0.00)	(0.00)	(0.00)	-
		Premium income as policy holder	0.17	-	-	-
11.	Baroda Gujarat Gramin Bank	Payment of commission	(4.22)	(19.16)	(16.91)	(11.82)
		Bank charges	(0.00)	(0.00)	(0.00)	-
12.	R.M. Vishakha	Premium income	-	-	0.10	0.10
		Managerial remuneration	(21.72)	(57.10)	(47.03)	(37.02)
13.	Relative of Key Managerial Personnel	Premium income	0.02	0.06	0.06	0.06

For details of the related party transactions, see "*Restated Financial Information – Notes to Restated Financial Information – Notes to Account: 21. Related Party Disclosure*" on page 305.

Issue of Equity Shares made in the last one year for consideration other than cash

Our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Draft Red Herring Prospectus.

Split or consolidation of Equity Shares in the last one year

Our Company has not undertaken split or consolidation of the equity shares of our Company in the last one year preceding the date of this Draft Red Herring Prospectus.

Financing Arrangements

There have been no financing arrangements whereby the Promoters, members of our Promoter Group, directors of our Promoters, our Directors or any of their relatives, have financed the purchase by any other person of securities of our Company during a period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

Weighted average price at which the Equity Shares were acquired by the Promoters and the Selling Shareholders of the Company in the last one year

The weighted average price at which the Equity Shares were acquired by the Promoters and the Selling Shareholders in the one year preceding the date of this Draft Red Herring Prospectus is as follows:

Name of the Promoter / Selling Shareholder	Number of Equity Shares acquired in the one year preceding the date of this Draft Red Herring Prospectus*	Weighted average price of acquisition per Equity Share (in ₹)*
Promoters (also the Promoter Selling Shareholders)		

Name of the Promoter / Selling Shareholder	Number of Equity Shares acquired in the one year preceding the date of this Draft Red Herring Prospectus*	Weighted average price of acquisition per Equity Share (in ₹)*
Bank of Baroda	198,417,832	55.00
Carmel Point Investments India Private Limited	23,636,364	55.00
Other Selling Shareholder		
Union Bank	8,181,818	55.00

** As certified by Mehta Chokshi & Shah LLP and N S Gokhale & Company, our Joint Statutory Auditors, pursuant to the certificate dated October 20, 2022.*

For further details, see "*Capital Structure – Notes to the Capital Structure – Equity share capital history of our Company*" on page 92.

Average cost of acquisition of Equity Shares for the Promoters and the Selling Shareholders

The average cost of acquisition per Equity Share acquired by the Promoters and the Selling Shareholders, as on the date of this Draft Red Herring Prospectus is as follows:

Name of the Promoter / Selling Shareholder	Number of Equity Shares held	Average cost of Acquisition per Equity Share (in ₹)*
Promoters (also the Promoter Selling Shareholders)		
Bank of Baroda(1)	490,340,909	28.21
Carmel Point Investments India Private Limited	196,136,364	50.50
Other Selling Shareholder		
Union Bank(2)	67,893,357	15.42

* *As certified by Mehta Chokshi & Shah LLP and N S Gokhale & Company, our Joint Statutory Auditors, pursuant to the certificate dated October 20, 2022.*

(1) *Inclusive of 10 Equity Shares each held by Purshotam, Rajesh Inder Malhotra and Subrat Kumar as nominees of Bank of Baroda.*

(2) *Inclusive of 10 Equity Shares each held by Arun Kumar and Vikas Babu Chittiprolu as nominees of Union Bank.*

Details of price at which Equity Shares were acquired by our Promoters, members of the Promoter Group, Selling Shareholders and other Shareholders with special rights in the last three years preceding the date of this Draft Red Herring Prospectus

The details of the price at which Equity Shares were acquired by our Promoters, members of the Promoter Group, Selling Shareholders and other Shareholders with special rights in the last three years preceding the date of this Draft Red Herring Prospectus are as follows:

Name of the acquirer/shareholder	Date of acquisition of Equity Shares	Number of Equity Shares acquired	Nature of allotment / acquisition	Face value per Equity Share	Acquisition price per Equity Share (in ₹)*
Promoters (also the Promoter Selling Shareholders)					
Bank of Baroda**	April 18, 2020	16,923,077	Rights Issue	10	10
	March 31, 2022	139,326,923	Transfer of Equity Shares from Union Bank of India	10	55
	July 12, 2022	59,090,909	Rights Issue	10	55
Carmel Point Investments India Private Limited**	July 12, 2022	23,636,364	Rights Issue	10	55
Promoter Group					
Entities forming part of the Promoter Group of our Company	Nil				
Other Selling Shareholder					
Union Bank	April 18, 2020	11,538,462	Rights Issue	10	10
	July 12, 2022	8,181,818	Rights Issue	10	55

* *As certified by Mehta Chokshi & Shah LLP and N S Gokhale & Company, our Joint Statutory Auditors, pursuant to the certificate dated October 20, 2022.*

** *Also Shareholders with nominee director rights.*

For details, see "*Capital Structure – Notes to the Capital Structure – Equity share capital history of our Company*" on page 92. For details in relation to the entities forming part of the Promoter Group of our Company, see *"Our Promoters and Promoter Group – Promoter Group"* on page 251.

Details of Pre-IPO placement

Our Company may, in consultation with the Book Running Lead Managers, consider a private placement, preferential allotment, rights issue or issue of equity shares through such other method as may be permitted under applicable law, of such number of Equity Shares for cash consideration aggregating up to ₹ 1,000 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is undertaken, the minimum Offer size (comprising the Fresh Issue so reduced by the amount raised from the Pre-IPO Placement, and the Offer for Sale) shall constitute at least [●]% of the post-Offer paid-up Equity Share capital of our Company.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not received or sought any exemption from SEBI from complying with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references to "India" contained in this Draft Red Herring Prospectus are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable. All references to the "U.S.", "US", "U.S.A" or "United States" are to the United States of America and its territories and possessions.

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time ("**IST**"). Unless indicated otherwise, all references to a 'year' in this Draft Red Herring Prospectus are to a calendar year.

Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the page numbers of this Draft Red Herring Prospectus.

Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Draft Red Herring Prospectus have been derived from our Restated Financial Information. For further information, see "*Restated Financial Information*" on page 257.

The Restated Financial Information comprises of audited financial statements for the three month period ended June 30, 2022 and for the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020 (prepared in accordance with Indian GAAP, the Insurance Act, the IRDA Act and the IRDAI Preparation of Financial Statements Regulations) and examined by the Joint Statutory Auditors in accordance with the requirements of the relevant provisions of the SEBI ICDR Regulations and the IRDAI Issuance of Capital Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI, as amended from time to time.

Our Company's financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references in this Draft Red Herring Prospectus to a particular FY, Financial Year, Fiscal or Fiscal Year, unless stated otherwise, are to the 12-month period ended on March 31 of that particular calendar year.

There are significant differences between Indian GAAP, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should, accordingly, be limited. For risks relating to significant differences between Indian GAAP and other accounting principles, see "*Risk Factors – 65. Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition*" on page 67.

Unless the context otherwise indicates, any percentage amounts or ratios (excluding certain operational metrics), relating to the financial information of our Company in the sections *"Risk Factors"*, *"Our Business"* and *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* beginning on pages 28, 167 and 337, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of our Restated Financial Information. Further, in this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

Our Company has obtained the Embedded Value Report from Willis Towers Watson Actuarial Advisory LLP, Independent Actuary in accordance with the IRDAI Issuance of Capital Regulations. For details, see *"Embedded Value Report"* on page 468.

Our Company has also obtained a certificate dated June 2, 2022 from our Appointed Actuary in relation to actuarial report and abstract for Fiscal 2022, under the Insurance Act and the Insurance Regulatory and Development Authority of India (Actuarial Report and Abstract for Life Insurance Business) Regulations, 2016. Additionally, our Company has obtained a certificate dated July 25, 2022 from our Appointed Actuary in relation to actuarial valuation of liabilities of our Company as at June 30, 2022, as required under the IRDAI Issuance of Capital Regulations.

Non-Generally Accepted Accounting Principles Financial Measures

Certain non-GAAP financial measures relating to our financial performance such as, EBITDA, EBITDA margin, RoCE, RoE, fixed asset turnover, net asset value per equity share and debt equity ratio ("**Non-GAAP Measures**") have been included in this Draft Red Herring Prospectus. These Non-GAAP Measures are not a measurement of our financial performance or liquidity under Indian GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Indian GAAP. In addition, these Non-GAAP Measures are not a standardised term, hence a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance. See "*Risk Factors – 59. We have in this Draft Red Herring Prospectus included certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance. These non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the industry in which we operate, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies*" on page 64.

Currency and Units of Presentation

All references to:

- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India; and
- "USD" or "US$" are to United States Dollar, the official currency of the United States.

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in "million" units. One million represents 1,000,000 and one billion represents 1,000,000,000.

However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than millions, such figures appear in this Draft Red Herring Prospectus in such denominations as provided in the respective sources.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures derived from our Restated Financial Information in decimals have been rounded off to the two decimal place. However, where any figures may have been sourced from third-party industry sources, such figures may be rounded off to such number of decimal places as provided in such respective sources.

Exchange Rates

This Draft Red Herring Prospectus contains conversion of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and the other currencies:

(Amount in ₹, unless otherwise specified)

Currency	As of June 30, 2022	As of March 31, 2022	As of March 31, 2021	As of March 31, 2020
1 US$	78.94	75.81	73.50	75.39

(Source: www.fbil.org.in)

Industry and Market Data

Unless stated otherwise, industry and market data used throughout this Draft Red Herring Prospectus has been obtained from various industry publications and sources, including the report titled "Analysis of Life Insurance Industry in India" dated October 20, 2022 issued by CRISIL Limited ("**CRISIL Report**"), which has been paid for and commissioned by our Company for an agreed fee and which will be available on the website of our Company at https://www.indiafirstlife.com/Investor-Relations from the date of the Red Herring Prospectus till the Bid/ Offer Closing Date. CRISIL Limited has been exclusively commissioned by our Company for the purposes of confirming our understanding of the industry in which our Company operates, in connection with the Offer and was appointed by our Company pursuant to an engagement letter dated September 14, 2022. CRISIL Limited is an independent agency which has no relationship with our Company, any of our Directors or the Book Running Lead Managers.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but accuracy, completeness and underlying assumptions of such third-party sources are not guaranteed. Although the industry and market data used in this Draft Red Herring Prospectus is believed to be reliable, the data used in these sources may have been re-classified by us for the purposes of presentation, however, no material data in connection with the Offer has been omitted. Data from these sources may also not be comparable. Accordingly, no investment decisions should be based solely on such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors – 51. Industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by CRISIL Limited exclusively commissioned and paid for by us for such purpose"* on page 62.

The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

In accordance with the SEBI ICDR Regulations, the section *"Basis for Offer Price"* on page 109 includes information relating to our peer group companies. Such information has been derived from publicly available sources specified herein. Accordingly, no investment decision should be made solely on the basis of such information.

The CRISIL Report is subject to the following disclaimer:

"CRISIL Market Intelligence & Analytics (MI&A), a division of CRISIL Limited (CRISIL) has taken due care and caution in preparing this report (Report) based on the Information obtained by CRISIL from sources which it considers reliable (Data). However, CRISIL does not guarantee the accuracy, adequacy or completeness of the Data/ Report and is not responsible for any errors or omissions or for the results obtained from the use of Data/ Report. This Report is not a recommendation to invest/ disinvest in any entity covered in the Report and no part of this Report should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. CRISIL especially states that it has no liability whatsoever to the subscribers/ users/ transmitters/ distributors of this Report. Without limiting the generality of the foregoing, nothing in the Report is to be construed as CRISIL providing or intending to provide any services in jurisdictions where CRISIL does not have the necessary permission and/or registration to carry out its business activities in this regard. IndiaFirst Life Insurance Company Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the Report or part thereof outside India. CRISIL MI&A operates independently of, and does not have access to information obtained by CRISIL Ratings Limited, which may, in their regular operations, obtain information of a confidential nature. The views expressed in this Report are that of CRISIL MI&A and not of CRISIL Ratings Limited. No part of this Report may be published/reproduced in any form without CRISIL's prior written approval."

Notice to Prospective Investors In The United States

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved. The Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "**U.S. QIBs**") in transactions exempt from the registration requirements of the U.S. Securities Act and (b) outside the United States in "offshore transactions" (as defined under Regulation S) in compliance with Regulation S and the applicable laws of the jurisdictions where those offers and sales are made. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs".

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "are likely", "believe", "continue", "can", "could", "expect", "estimate", "intend", "may", "likely", "objective", "plan", "propose", "project", "seek" "will", "will achieve", "will continue", "will likely", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. All statements in this Draft Red Herring Prospectus that are not statements of historical fact are 'forward–looking statements'.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to and including, regulatory changes pertaining to the industries in India and other overseas jurisdictions in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate.

Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- termination or adverse changes in our bancassurance agreements;
- adverse persistency metrics or an adverse variation in persistency metrics;
- complex regulatory requirements applicable to our Company which, if not complied with, may disrupt our operations;
- actual claims experienced and other parameters are different from the assumptions used in pricing our products and setting reserves for our products;
- the continuing effect of the COVID-19 pandemic;
- occurrence of natural or man-made disasters or catastrophes, which could materially increase our liabilities for claims by policyholders and result in losses in our investment portfolios;
- interest rate fluctuations; and
- significant technical complexity involved in embedded value calculations and the estimates used in the Embedded Value Report, which could vary materially if key assumptions are changed or if our experience differs from our assumptions used to calculate our Embedded Value.

For further details regarding factors that could cause actual results to differ from expectations, see "*Risk Factors*", "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 28, 125, 167 and 337, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

There can be no assurance to Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

Forward-looking statements reflect current views as on the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the Selling Shareholders, the Syndicate nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company and the Book Running Lead Managers will ensure that the Bidders in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchanges for the Offer.

In accordance with regulatory requirements including requirements of SEBI and as prescribed under applicable law, each of the Selling Shareholders shall, severally and not jointly, ensure that the Bidders in India are informed of material developments, in relation to statements and undertakings specifically undertaken or confirmed by it in relation to itself as a Selling Shareholder and its respective portion of the Offered Shares in the Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges. Only statements and undertakings which are specifically confirmed or undertaken by each Selling Shareholder in relation to itself as a Selling Shareholder and its respective portion of the Offered Shares, in this Draft Red Herring Prospectus shall be deemed to be statements and undertakings made by such Selling Shareholder.

SECTION II: RISK FACTORS

*An investment in equity shares involves a high degree of risk. Investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. We have described the risks and uncertainties that we believe are material, but the risks described below are not the only ones relevant to us or our Equity Shares, the industry in which we operate or to India. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition. If any of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment. To the extent the novel coronavirus ("**COVID-19**") pandemic adversely affects our business and financial results, it may also have the effect of heightening many of the other risks described in this section. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "Industry Overview", "Our Business", "Restated Financial Information", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Embedded Value Report" on pages 125, 167, 257, 337 and 468, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Offer including the merits and risks involved.*

Prospective investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment, which may differ in certain respects from that of other countries.

This Draft Red Herring Prospectus also contains certain forward-looking statements that involve risks and uncertainties. Investors should read with "Forward-Looking Statements" on page 26 for a discussion of the risks and uncertainties related to those statements and also the sections entitled "Industry Overview", "Restated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 125, 257 and 337, respectively, as well as financial and other information contained in this Draft Red Herring Prospectus as a whole, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Unless otherwise indicated, the financial information included herein is based on our Restated Financial Statements included in this Draft Red Herring Prospectus. For further information, see "Restated Financial Information" on page 257. Unless the context otherwise requires, in this section, references to "the Company", "our Company", "we", "us" and "our", are to IndiaFirst Life Insurance Company Limited.

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Analysis of Life Insurance Industry in India" dated October 20, 2022 (the "**CRISIL Report**") prepared and issued by CRISIL Limited, appointed by us on September 14, 2022 and exclusively commissioned and paid for by us in connection with the Offer. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For further information, see "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" on page 24.*

Internal Risks

Risks relating to the business of our Company

1. Any termination of, or adverse change in, our bancassurance arrangements, and in particular our bancassurance agreement with one of our Promoters, Bank of Baroda, or a decline in performance standards of our bancassurance partners, may have a material adverse effect on our business, results of operations and financial condition.

We have an extensive multi-channel distribution network across India, and bancassurance represents our largest distribution channel. We have in recent years experienced a significant increase in sales through our bancassurance channels, supported by the expansive distribution network of our bancassurance partners and significant access to potential customers. In particular, we have entered into a bancassurance arrangement with Bank of Baroda, which was India's third largest public sector bank and an arrangement with Union Bank of India, which was India's fifth largest public sector bank, each in terms of total asset size as of March 31, 2022 (*Source: CRISIL Report*). Bancassurance contributed ₹ 7,782.69 million, ₹ 8,204.24 million, ₹ 12,285.51 million and ₹ 2,676.88 million, representing 91.57%, 91.76%, 91.34% and 90.48% of our New Business IRP in Fiscal 2020, 2021 and 2022, and the three months ended June 30, 2022, respectively. Our existing bancassurance agreement with Bank of Baroda was renewed with effect from April 1, 2022 and is valid up to March 31, 2025, and our existing bancassurance agreement with Union Bank of India was renewed with effect from April 1, 2022 and is valid up to March 31, 2024. We have historically relied and expect to continue to rely primarily on Bank of Baroda, in particular, as well as on Union Bank of India, for generation of our New Business IRP in our bancassurance channel. In Fiscal 2020, 2021, 2022 and in the three months ended June 30, 2022, New Business IRP generated through Bank of Baroda represented 73.55%, 73.51%, 70.15% and 69.73%, respectively, of our New Business IRP in such periods. NBP generated through Bank of Baroda may increase in the future as we strategically expand our bancassurance business through additional branches, enhancing our reliance on the channel.

IRDAI regulations permit our bancassurance partners to enter into distribution arrangements with up to three life insurers, and we may therefore compete with other life insurers to promote our products through our bancassurance partners. As of the date of this DRHP, Union Bank of India acts as a bancassurance partner for other insurers, such as Life Insurance Corporation of India and Star Union Dai-ichi Life Insurance Company Limited. There can be no assurance that, subject to regulatory limits on bancassurance partners, our bancassurance partners will not enter into similar bancassurance arrangements with other life insurers in the future. For instance, the IRDAI in a recent exposure draft to amend the IRDAI (Insurance Intermediaries) Regulations has contemplated permitting corporate agents to tie up with nine insurers each in the general, life and health insurance sectors, instead of the existing limit of three insurers in each sector.

In addition, if a bancassurance partner is merged with any other entity, any right of first preference for our products may not be applicable or such right may be foregone. For instance, in 2020, Andhra Bank, our erstwhile bancassurance partner, was merged into Union Bank of India as per a scheme notified by the Government of India, in consultation with the Reserve Bank of India. While we have also entered into bancassurance arrangements with eight regional rural banks in India as of June 30, 2022, these arrangements are also not exclusive in nature, and they currently do not, and may not in the future, contribute a significant proportion of our bancassurance channel business. Any termination of, disruption to, or any other adverse change affecting, our relationship with our bancassurance partners, and in particular Bank of Baroda, could materially and adversely affect our product sales and the growth of our business. An inability to enter into additional bancassurance arrangements, maintain our relationship with existing partners over competing life insurers with similar arrangements, fully capitalize on the distribution channels presented by our existing bancassurance partners, or a lack of qualified and experienced representatives of our bancassurance partners at their branches could adversely affect our product sales. Further, the bancassurance arrangements with Bank of Baroda contain certain restrictive activities, such as our Company cannot use Bank of Baroda's name and logo for advertisement of the products, marketing and distribution without the prior written approval of Bank of Baroda. For further information, see "- *28. We use the logo of one of our Promoters, Bank of Baroda, and one of our Shareholders, Union Bank of India, for marketing and communication purposes, through trade logo agreements. If these agreements are terminated or we are unable to renew these agreements in a timely manner on commercially viable terms, or at all, our business, financial condition, cash flows and results of operations may be adversely affected*" on page 52.

Our bancassurance partners may be entitled to terminate the agreements with us in circumstances including (i) any breach of applicable law or the terms and conditions of the respective agreements, by us; (ii) our failure to pay, or wrongful withholding of commission beyond specified periods; (iii) our submission of any information pertaining to the agreements that is intentionally false or misleading or in violation of specified regulations, among others.

Amongst major channels of life insurance distribution, insurers with PSU parentage benefit from high share of NBP from bancassurance channels, which aids commission costs. (*Source: CRISIL Report*) Through our corporate agency (including bancassurance and other corporate agents) we had the lowest commission ratio amongst our peer set, at 18.9%, in Fiscal 2022. (*Source: CRISIL Report*) As the bancassurance market becomes increasingly competitive, distribution banks, including one of our Promoters, Bank of Baroda, may demand permissible higher commission rates subject to any regulatory caps as may be applicable, which could increase our cost of sales, thereby reducing profitability. Our bancassurance partners are subject to the Master Direction- Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, which are distinct from the regulatory regime applicable to insurance companies in India. Any regulatory changes affecting the bancassurance business and distribution of insurance products by banks could adversely affect our arrangements with bancassurance partners or restrict our ability to further grow our business through the bancassurance channel, and may have an adverse effect on our business, financial condition, results of operations and prospects.

2. ***Adverse persistency metrics or an adverse variation in persistency metrics could have a material adverse effect on our financial condition, results of operations and cash flows.***

Our product pricing and expected future profitability of our business is based on assumptions of future persistency of the policies. These estimates are based on our historical experience and the product features. If the actual persistency of our policies is different from our persistency assumptions, it could have a material adverse impact on our business, profitability and financial condition.

Persistency can be affected by overall customer satisfaction and market sentiments. Events such as changes in regulatory policies, volatility in capital markets, loss of customer confidence in the insurance industry or in us, or decline in our customers' financial position due to a deterioration in economic conditions, may cause discontinuations of insurance policies by our customers, lowering persistency. If we do not achieve satisfactory investment returns or underperform in relation to our competitors, or if the market environment changes such that our products become less attractive, or if there is an actual or perceived deterioration in our financial strength, our customers may decide to surrender their policies. In the extreme scenario where a large number of our customers surrender their policies, leading to pay-outs exceeding our cash flows, we may have to dispose of our investment assets in order to make the significant amount of surrender payments. Some of our investment assets may have low liquidity and we may be forced to sell such investment assets at below market value to cover the surrendered payments, which could materially and adversely affect our financial condition and results of operations. In the last three Fiscals and the three months ended June 30, 2022, we have not been forced to sell any assets at below market prices due to the surrender of policies by our customers.

While the probability of higher surrenders at the end of the lock-in period (when policyholders no longer have to pay surrender penalties) for unit-linked policies has been included in the actuarial assumptions used for the calculation of future projected profits, we may encounter higher than expected surrenders or experience concentrated surrenders at times other than at the end of such lock-in period. For Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022, our Company derived New Business IRP of ₹ 2,605.16 million, ₹ 2,589.11 million, ₹ 3,827.47 million and ₹ 838.97 million, respectively, from unit-linked insurance policies, which represented 30.65%, 28.96%, 28.46% and 28.36%, respectively, of our Company's New Business IRP in such periods. For further information, refer to the sensitivity analysis in "*Embedded Value Report*" on page 468.

The following table sets forth our Persistency Ratios (by premium) by product categories for our retail products in the periods indicated:

Product	Period	Fiscal			Three months ended June 30, 2022
		2020	2021	2022	
ULIPS	13th month	79.83%	78.29%	78.74%	80.75%
	25th month	70.17%	69.36%	69.97%	71.11%
	37th month	65.99%	63.46%	64.93%	65.81%
	49th month	61.84%	61.08%	61.05%	61.51%
	61st month	36.05%	46.27%	42.05%	44.55%
Participating products	13th month	73.25%	79.12%	78.99%	79.52%
	25th month	66.59%	64.48%	71.32%	73.53%
	37th month	62.19%	60.05%	60.29%	61.16%
	49th month	51.06%	56.58%	57.27%	57.38%
	61st month	38.74%	39.79%	44.97%	47.54%
Non-participating, savings products	13th month	71.41%	76.35%	84.35%	86.32%
	25th month	61.64%	61.09%	67.01%	69.15%
	37th month	59.35%	56.78%	58.01%	58.88%
	49th month	53.70%	54.19%	52.02%	52.59%
	61st month	26.91%	45.42%	46.22%	50.69%
Non-participating, protection products	13th month	77.39%	93.90%	93.36%	94.13%
	25th month	64.34%	72.80%	90.31%	88.71%
	37th month	66.88%	47.60%	67.92%	70.75%
	49th month	50.42%	59.32%	43.69%	43.73%
	61st month	42.31%	49.89%	61.81%	61.61%

Maintaining Persistency Ratios in line with pricing assumptions is important for our results of operations, as a large block of in-force policies provides us with regular revenue in the form of Renewal Premiums. We have an in-house system for analysing and monitoring Persistency Ratios. For Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022, our Renewal Premiums were ₹ 14,936.48 million, ₹ 20,049.32 million, ₹ 24,203.52 million and ₹ 4,069.21 million, which were 44.45%, 49.44%, 46.67% and 44.82% of our total premium, respectively.

Further, set forth below are details of our individual policies surrendered, compared to our individual AUM in each of the corresponding periods:

	Fiscal 2020	Fiscal 2021	Fiscal 2022	Three months ended June 30, 2022
Individual Surrender/ Individual AUM	6.50%	5.04%	4.88%	1.65%

Deviation from our expected Persistency Ratios would have an adverse effect on our financial condition, results of operations and cash flows.

3. ***Our Company is subject to complex regulatory requirements and if we fail to comply with these regulatory requirements, our operations could be disrupted or we may become subject to significant penalties.***

Our Company is governed by exhaustive and complex laws, regulations, rules and guidelines issued from time to time by the IRDAI, and other regulatory/statutory/governmental authorities in India, which include the following:

Investment Restrictions: In terms of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("**IRDAI Investment Regulations**") read with the Investments – Master Circular issued by the IRDAI in May 2017 and other rules, guidelines and circulars issued by the IRDAI under the IRDAI Investment Regulations, our Company is bound to invest a fixed percentage of our Company's controlled fund for certain products in specified categories of assets and instruments, including bonds and securities issued by various government institutions. For example, our Company is required to invest a minimum of 50% of our life fund (funds other than those relating to our pension, general annuity and group businesses and unit reserves of all categories of our unit-linked business) in government securities or other "Approved Securities" as defined in the IRDAI Investment Regulations, which could have a negative impact on our income since interest earned on this portion are at rates that are generally less favourable than those received on our other interest-earning assets. Our Company is also required to invest a minimum of 15% of our life funds in the housing and infrastructure sectors. As of June 30, 2022, we have invested 16.25% of our life funds in the housing and infrastructure sector. Additionally, the IRDAI prescribes exposure norms and prudential norms which govern the types and categories of securities in which our Company is permitted to invest. Other investments are restricted to 15% of our Company's total investments. While the term "Other Investments" is not defined under the IRDAI Investment Regulations, such term is used to include those investments of an insurer which are other than the "Approved Investments." The term "Approved Investments" is defined under Regulation 3(a) of the IRDAI Investment Regulations. The investments that are 'deemed' Approved Investments are listed in Regulation 3(b) of the IRDAI Investment Regulations. Investment in the insurance business may be subject to further restrictions in light of an exposure draft issued by IRDAI dated October 13, 2022, which would require an insurer, its promoters and investors to meet the stipulated "fit and proper" criteria prior to receiving a certificate of registration as an insurer. The exposure draft also proposes a lock-in period for the promoters and investors of the insurer in addition to limits on number of insurance entities the investor may invest in. Further, the exposure draft imposes eligibility criteria on private equity investors, which could limit their ability to make investments in an insurance business.

Issuance of Capital: The issuance of capital by our Company is governed by the IRDAI Issuance of Capital Regulations, according to which insurers are required to obtain prior approval of the IRDAI for issuance of capital by way of public issue or any subsequent issue of equity shares. The aforementioned regulations, *inter alia,* prescribe the manner and procedure for the issuance of capital, timelines for IRDAI approval and the conditions which may be attached to the approval from the IRDAI. Our Company has received in-principle approval dated October 20, 2022 from IRDAI to undertake a public offer in accordance with the provisions of the SEBI ICDR Regulations, under the provisions of the IRDAI Issuance of Capital Regulations. For details, see *"Other Regulatory and Statutory Disclosures"* beginning on page 394. For further information, see "*Key Regulations and Policies*" on page 204.

Transfer Restrictions: The DPIIT has introduced an amendment to the FDI Policy by issuance of Press Note no. 2 (2021 Series) dated June 14, 2021, permitting FDI to up to 74% in our Company through the automatic route, subject to verification by IRDAI. However, there are certain restrictions on transfers of Equity Shares of our Company. Pursuant to the IRDAI Transfer of Equity Shares Regulations, insurers are required to obtain prior approval of the IRDAI in the event (i) the total paid up capital held by the transferee is likely to exceed 5% of the paid up capital after the transfer, or (ii) the nominal value of equity shares intended to be transferred by any individual, firm, group, constituents of a group or body corporate under the same management, jointly or severally, exceeds 1% of the paid up capital of the insurance company. The IRDAI Transfer of Equity Shares Regulations define 'Transfer of Shares' to include (i) a transfer of shares from an existing shareholder of an insurance company to another person, (ii) transmission of shares of an insurance company, and (iii) fresh issuance of equity shares which leads to a change in the shareholding pattern of an insurance company as set out in the preceding sentence. In the event there are one or more investors (excluding foreign investors) in an insurance company, an investor can hold shares not exceeding 10% of the paid up equity share capital of such an insurance company. Additionally, the IRDAI has issued the Listed Indian Insurance Companies Guidelines, which are applicable to all insurance companies whose equity shares are listed on the stock exchanges and to the allotment process pursuant to a public issue. Accordingly, as regards such insurance companies the transfer of equity shares shall be in the manner prescribed under the aforementioned guidelines. Further, in accordance with the IRDAI Circular on Transfer of Shares of the Insurance Companies dated July 22, 2020 ("**Transfer Circular**"), for acquisitions of more than 1% and up to 5% of the paid up share capital of a listed insurance company (inclusive of existing holdings), in addition to providing a "fit and proper" declaration as specified in the Listed Indian Insurance Companies Guidelines, the transferor must inform the insurer immediately on execution of the transaction. For further details in relation to the Transfer Circular, see "*Key Regulations and Policies*" on page 204. For further information, see "- *79. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares*" on page 72.

Solvency Ratio Requirement: IRDAI regulations require our Company to have a minimum Solvency Ratio of 1.50x, calculated as the ratio of Available Solvency Margin to Required Solvency Margin, with both calculated and valued in accordance with the Insurance Act read with the Insurance Regulatory and Development Authority of India (Assets, Liabilities and Solvency Margin of Life Insurance Business) Regulations, 2016. For more details, see "- *17. If we do not meet solvency ratio requirements, our Company could be subject to regulatory actions and could be forced to raise additional capital. We may need additional capital in the future, and we cannot assure investors that we will be able to obtain such capital on acceptable terms or at all*" on page 44.

Restrictions on Place of Business: The Insurance Act and the Insurance Regulatory and Development Authority of India (Places of Business) Regulations, 2015 ("**IRDAI Places of Business Regulations**") require that IRDAI's approval be obtained prior to opening a place of business within India, or a representative/liaison/foreign branch office outside India.

Caps on Commission or Remuneration to Agents and Insurance Intermediaries: The Insurance Regulatory and Development Authority of India (Payment of Commission or Remuneration or Reward to Insurance Agents and Insurance Intermediaries) Regulations, 2016 limits our ability to incentivise our insurance intermediaries in India (e.g., individual agents, corporate agents, insurance brokers, bancassurance partners, brokers and insurance marketing firms) by imposing limits on the payment of commission or remuneration to such agents and intermediaries. The aforesaid regulations are also subject to change in light of the notification issued by the IRDAI in relation to an exposure draft of the Insurance Regulatory and Development Authority of India (Payment of Commission or Remuneration or Reward to Insurance Agents and Insurance Intermediaries) Regulations, 2022.

Regulations for Unit-linked and Non-linked Insurance Products: The Insurance Regulatory and Development Authority of India (Unit-Linked Insurance Products) Regulations, 2019 and the Insurance Regulatory and Development Authority of India (Non-Linked Insurance Products) Regulations, 2019 set forth various regulations regarding, among others, minimum death benefits and policy terms, discontinuance terms, caps on various charges under products, surrender value offered under unit-linked and non-linked products and administration and disclosure norms of such products, with the objective of protecting the interests of policyholders and ensuring that insurers follow prudent practices while designing and pricing life insurance products.

Obligations to Rural and Social Sectors: The Insurance Regulatory and Development Authority of India (Obligation of Insurers to Rural and Social Sectors) Regulations, 2015, requires an insurer to undertake certain insurance related business in rural and social sectors, and require life insurers, including our Company, to underwrite a certain percentage of our number of policies underwritten to persons in the rural sector. Our Company is required to underwrite 20% of the total policies underwritten by us in a Fiscal Year to the rural sector. Further, our Company is required to ensure that 5% of the business procured in a Fiscal Year are underwritten to identified social sectors.

Regulations in relation to preparation of financial statements: The IRDAI Preparation of Financial Statements Regulations require insurance companies to prepare financial statements in a prescribed format. Accordingly, any profit/loss on sale of investments would include accumulated changes in the carrying amount previously recognised under the Revaluation Reserves. The IRDAI may issue directions specifying the amount to be released from the Revaluation Reserves for declaring bonus to the policyholders. Further, except for the amount that is released to policyholders as per the IRDAI's direction, no other amount can be distributed to shareholders out of Revaluation Reserves.

Appointed Actuary System: The Insurance Regulatory and Development Authority of India (Appointed Actuary) Regulations, 2017, as amended, require every insurer to appoint an actuary, who renders actuarial advice to the management of the insurer, particularly in the areas of product designing and pricing, insurance contract wording, investments and reinsurance. The appointed actuary certifies all statutory valuations required to be provided in the Actuarial Report and Abstract (including valuation of the insurer's assets and liabilities) as well as other returns as required under the laws and confirms that in his/her opinion, the assumptions for such statutory valuations are in accordance with the respective applicable provisions in the acts, regulations and guidelines of the IRDAI and actuarial practice standards issued by the Institute of Actuaries of India. The statutory actuarial valuation presented in our Company's financial statements and elsewhere of statutory liabilities for our policies with outstanding liabilities as of March 31, 2022 and as of June 30, 2022, are certified by the Appointed Actuary, Bhavna Verma. Statutory liabilities for our policies with outstanding liabilities as of March 31, 2020 and March 31, 2021 were certified by our appointed actuary at the relevant time.

Retention of Information: Pursuant to the Insurance Regulatory and Development Authority of India (Minimum Information Required for Investigation and Inspection) Regulations, 2020, our Company is required to maintain various records to enable an investigating officer to effectively discharge his or her duties as per the Insurance Act, including a record of all insurance proposals received, a record of cover notes issued, a record of all insurance policies issued, details of each insurance agent, attendance records of staff, a record of all claims intimated and a record of premiums received, among others.

Outsourcing of activities: The Insurance Regulatory and Development Authority of India (Outsourcing of Activities by Indian Insurers) Regulations, 2017 restrict our ability to outsource core activities to third party service providers, which could have an adverse impact on costs.

Advertising: Our advertising and marketing campaigns are subject to the Insurance Regulatory and Development Authority of India (Insurance Advertisements and Disclosure) Regulations, 2021, as amended, read with the IRDAI Master Circular on Insurance Advertisements dated October 17, 2019 (collectively referred to as "**IRDAI Advertisement Regulations**"), which among other things, limits the involvement of third parties in our advertising, requires us to file a copy of each advertisement with the IRDAI and establish and maintain certain policies and procedures related to our advertisements. In addition, revisions to the IRDAI Advertisement Regulations could further restrict our ability to effectively conduct our advertising and marketing campaigns, which could impair our ability to improve brand recognition and build brand loyalty. In addition to the IRDAI Advertisement Regulations, our Company is also subject to the Consumer Protection Act, 2019 and the regulatory purview of Central Consumer Protection Authority.

Expenses of Management: The Insurance Regulatory and Development Authority of India (Expenses of Management of Insurers Transacting Life Insurance Business) Regulations, 2016 ("**EOM Regulations**") prescribe the limit and scope of the expenses of the management in life insurance business, i.e., all operating expenses, including commission/brokerage payable to intermediaries, that are charged to the revenue account (policyholders' account). The EOM Regulations prescribe the percentage of the allowable expenses under various segments of life insurance business and the insurers are obligated to ensure that the expenses of management are within the allowable limits on an overall as well as segmental basis. While these are subject to change based on the exposure draft of the Insurance Regulatory and Development Authority of India (Expenses of Management of Insurers Transacting Life Insurance Business) Regulations, 2022, if the expenses of management exceed the allowable limits, the excess is required to be charged to the Shareholders' Account.

Any new laws promulgated by the IRDAI relating to, among other matters, product guidelines, rules regarding insurance intermediaries, distribution or provisioning norms affecting our business etc., may result in increased operational expenses, including the cost of regulatory compliance. For example, IRDAI vide notification dated August 3, 2022, has issued 'Exposure Draft – Insurance Regulatory and Development Authority of India (Insurance Intermediaries) (Amendment) Regulations, 2022, which seeks to, among others, increase the maximum limit of tie-ups with insurers for corporate agents from the existing three for each category of insurance to nine, increase the maximum limit of tie-ups with insurers for insurance marketing firms from the existing two for each category of insurance to six and remove restriction on corporate agent (general) to place commercial lines of products having a total sum insured not exceeding ₹ 50 million per risk for all insurances combined.

Further, the Insurance Regulatory and Development Authority of India (Protection of Policyholders Interests) Regulations, 2017 prescribe the form and content in relation to, inter alia, policy documents and proposal forms, and specify procedures for expeditiously settling claims. The IRDAI Master Circular on Unclaimed Amount of Policyholders, issued in July 2017 and November 2020, requires our Company to transfer unclaimed amounts (that have remained outstanding for more than ten years) of policyholders to the Senior Citizens' Welfare Fund. For more information on the laws and regulations applicable to our Company, see "*Key Regulations and Policies*" on page 204.

There have not been any penalties or warnings issued against us in the three preceding Fiscals and the three months ended June 30, 2022, and all advisories arising from inspections have been implemented. For further information, see "- *10. Our Company is subject to periodic inspections by the IRDAI. Inspection by the IRDAI is a regular exercise for all insurance companies and we may be subject to inspections from the IRDAI in the future. Non-compliance with the IRDAI's observations could adversely affect our business, financial condition, results of operations and cash flows*" on page 39. However, the frequent enactment/repeal of, or amendments to, interpretations of laws and regulations could, among other things, require us to implement changes to our types of coverage, or prevent us from innovating and evolving; increase our administrative costs; impose additional capital and surplus requirements; make it more difficult to obtain regulatory approvals to operate our business or maintain existing regulatory approvals; prevent or delay us from entering into new service areas or product lines; and increase or change our liability to policyholders in the event of malpractice by our distributors, any of which could have a material adverse effect on our business, financial condition, results of operations and cash flows. Regulatory changes have resulted in changes to our business practices in the past and could continue to do so in the future. There can be no assurance that we will be able to overcome the disruptions successfully or promptly, and this may impact our results of operations, financial conditions and cash flows.

4. ***If actual claims experienced and other parameters are different from the assumptions used by us in pricing and setting reserves for our products, it could have a material adverse effect on our business, financial condition and results of operations.***

As is customary in the life insurance industry, we price our products based on assumptions and estimates for future claim payments as per policy conditions, expenses and commission, expected investment return in future and other parameters. The assumptions regarding mortality/morbidity are derived from our historical experience, expected future outcomes, industry data and data from reinsurers. Similarly, other parameters are also based on our own emerging experience and anticipated future outcomes. Further, we determine liabilities that provide for future obligations relating to our products based on certain assumptions and estimates. Our earnings therefore are dependent on the extent to which our experience with actual benefits, claims and other parameters emerge consistently with the assumptions and estimates we have used in the pricing of our products and in the determination of the appropriate amount of policy reserves. The estimates and actual experience are also affected by other factors beyond our control, such as regulatory developments or judicial determination relating to insurance claims and damages, any change in the political environment or general macroeconomic trends affecting the Indian economy, including inflation. There may be a risk that the model and parameter assumptions we make are not appropriate, despite our efforts to ensure the accuracy of such models and assumptions, including through peer review mechanisms in place for verification. We also utilize policyholder information and other third-party data in our modelling exercise, which could be inaccurate or incomplete.

Mortality risk, or the risk of there being higher mortality rates than expected, is more significant for our pure protection products as compared to our other products that offer both protection benefits and savings. Similarly, if actual mortality rates are lower than expected for annuitants, it could have a material adverse effect on the profitability of our annuity portfolio. The actual to expected death strain ratios for Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022 in respect of non-linked life assurance par business were 110.00%, 112.00%, 169.00% and 102.00%, respectively, where the actual to expected death strain ratio is (amount paid on death less reserve) as a percentage of ((death benefit less reserve) multiplied by the mortality rate). The increase in Fiscal 2022 was owing to the increased death claims we experienced as a result of the second wave of the COVID-19 pandemic. The morbidity/mortality rates considered for pricing certain products for which we have limited experience, among others, involve an elevated degree of uncertainty, as we have limited experience as compared to making assumptions for certain other existing products. Mortality/morbidity risks have increased in light of the COVID-19 pandemic, as we experienced in Fiscal 2022. If actual outcomes are not consistent with historical data or our actual investment performance is worse than the underlying assumptions, our profitability may be materially and adversely affected, which may cause negative variance in our Embedded Value and have a material adverse effect on our business, results of operations and financial condition.

Moreover, based on our risk assessment, if we under-price our products, our profitability could be adversely affected, while if we overprice our products, our competitiveness, sales, market share and business prospects may be materially and adversely affected. In addition, various assumptions related to future investment returns are used in pricing our products and setting reserves. Actual investment returns that are lower than those projected could result in significant losses on particular products, causing us to increase the price of our products, thereby affecting future business. While we have not experienced any such instance in the past, we may be required to withdraw product offerings owing to their lack of financial feasibility. If we do not optimally price our insurance products, it could adversely affect our results of operations and financial condition.

We establish and carry reserves as balance sheet liabilities to pay future policyholder benefits and claims. Due to the nature of the underlying risks and the high degree of uncertainty associated with the determination of the liabilities for unpaid benefits and claims, we cannot precisely determine the amount that we will ultimately pay to settle these liabilities. These amounts may vary from the estimated amounts, particularly when payments may not occur until well into the future. In addition, actual experience, such as lapse, mortality, expense and morbidity, investment returns and inflation can be different from the assumptions used when we establish reserves for and price our products or otherwise use such assumptions in conducting our business. While we have not witnessed any instance of reserves depleting significantly owing to failure to predict risks in the past, there can be no assurance that this will not occur in future.

Significant deviations in actual experience from our assumptions could have a material adverse effect on our business, results of operations and financial condition. For instance, premiums for one-year renewable group term assurance products are guaranteed for one year and are reviewed and revised at subsequent renewal dates. However, it is difficult to forecast and allow for unusual events, such as COVID-19, in pricing and such events may cause significant deviation in actual experience leading to a material adverse effect on our business, results of operations and financial condition.

5. ***The COVID-19 pandemic, and similar events, could adversely affect all aspects of our business, including: (i) restricting our ability to sell our products; (ii) significantly increasing our expenses due to changes in laws and regulations and investing in new methodologies to overcome the restrictions brought in to address the spread of COVID-19 and the adverse changes in population mortality/morbidity or utilization behaviours; (iii) adversely affecting our investment portfolio; and adversely affecting our operational effectiveness overall.***

The World Health Organization ("**WHO**") declared the outbreak of COVID-19 a global pandemic on March 11, 2020. The Government initiated a nation-wide lockdown from March 25, 2020 for three weeks on all services except essential services (which included insurance offices), which was extended to May 31, 2020. Vide its circular dated May 9, 2020, the IRDAI extended the deadline to pay insurance premiums on all life insurance policies to May 31, 2020, for all policies where the premium was due in the month of March 2020, in line with the nation-wide lockdown. The IRDAI further allowed insurers to permit delays in the renewal of health insurance policies for up to 30 days. Although the nation-wide lockdown was lifted in a phased manner from June 1, 2020, in the aftermath of the second wave witnessed in the first quarter of Fiscal 2022, many states implemented localized restrictions and lockdowns to prevent the spread of infections. (*Source: CRISIL Report*). While the insurance sector was exempted from COVID-19-related state curfews and lockdowns, we automated relevant processes and closed certain of our branch offices at different points of time in order to comply with state and local COVID-19-related regulations. Our offices were permitted to remain open with restricted attendance, starting with up to 10% attendance and gradually increasing up to 15%, 33% and 50% attendance, following which the attendance restrictions were lifted.

Our Company was mandated by the IRDAI to take, among others, the following measures: (i) submit details of all branch closures or partial closures every fortnight, (ii) keep track of data in respect of claims related to COVID-19, (iii) create and submit to the IRDAI a business continuity plan to manage processes, transactions, reporting and customer service, (iv) form a crisis management committee comprising Key Managerial Personnel to decide certain COVID-19 related decisions pertaining to our business operations, (v) put systems in place to enable policyholders to pay premiums via digital methods, which we already had in place, and (vi) adopt a simplified and expedited claim procedure for claims arising on account of COVID-19. The COVID-19 pandemic has created a low interest rate environment, with the RBI bringing the reverse repo rate to 3.35% and the repo rate to 4.00% on May 22, 2020, with the repo rate increasing to 4.90% as of June 30, 2022. To tide over any unwarranted volatility, the RBI also increased borrowing limits under the marginal standing facility of the liquidity adjustment facility window from 2% to 3% as at June 30, 2020, which was again reduced to 2% of net demand and time liabilities for overnight borrowings under the marginal standing facility vide notification dated December 10, 2021, issued by RBI. Investment returns are typically expected to remain subdued when interest rates stay low for longer, thereby impacting life insurance products.

The COVID-19 pandemic, the nationwide lockdown and other restrictions and regulatory actions taken by the IRDAI have had, and may continue to have, the following adverse effects on our business, financial condition, results of operations and cash flows:

Our and our distribution partners' ability to distribute our products was adversely affected due to lockdowns and social distancing measures limiting in-person interactions. For Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022, we procured ₹ 8,499.36 million, ₹ 8,940.65 million, ₹ 13,450.72 million and ₹ 2,958.42 million of New Business IRP.

Our 37th month Persistency Ratios decreased as of March 31, 2021 and March 31, 2022, compared to March 31, 2020. The lower 37th month Persistency Ratios for retail products stood at 62.74% as of March 31, 2020, compared to 60.61% as at March 31, 2021 and 61.93% as at March 31, 2022 was primarily due to declines in some our customers' financial positions caused by the COVID-19 pandemic, which has improved subsequently.

Our insurance claims by death increased during the pandemic. In Fiscal 2020, the number of death claims reported stood at 14,066, which increased to 17,969 in Fiscal 2021 and 31,963 in Fiscal 2022 and our Death Claims Settlement Ratio was 98.56%, 98.70% and 98.83% in each of the relevant periods. In the three months ended June 30, 2022 the number of death claims reported was 7,237, with a Death Claims Settlement Ratio of 98.21%.

For Fiscal 2022, a separate mortality reserve of ₹ 300.00 million was provided for the COVID-19 pandemic, which we continue to hold as on June 30, 2022. Currently, we believe the mortality loading in premium rates is adequate for the long term due to the expected end of the pandemic. The uncertainties related to the pandemic are currently being addressed through our COVID-19 reserve and we are observing the impact of COVID-19 as it unfolds by comparing the actual to expected claims experience. We cannot guarantee that our COVID-19 reserves will be adequate to cover the excess claims arising out of the COVID-19 pandemic, particularly as new variants are found.

Further, our operations could be disrupted if key members of management, a significant percentage of our workforce, or the workforce of certain third parties (including our distribution partners, agents, brokers or service providers) are unable to continue to work because of illness, government directives or otherwise. The interruption of system capabilities for our distribution partners, agents, brokers, or service providers could result in deterioration of our ability to perform necessary business functions, and the shift to remote work arrangements by us, our business partners, and our service providers could heighten the risk of cybersecurity or data security incidents.

The extent to which the COVID-19 pandemic will continue to affect the Indian or global economy, our business, financial condition, results of operations and cash flows in the future will depend on future developments, which are highly uncertain and cannot be predicted, including the scope and duration of the pandemic and actions taken by governmental authorities and other third parties in response to the pandemic. Further, to the extent the COVID-19 pandemic continues to impact our business, results of operations, financial position or liquidity, it may also have the effect of increasing the likelihood or magnitude of the other risks described in this Draft Red Herring Prospectus. Additional risks and uncertainties not currently known to us or that we deem to be immaterial also may materially and adversely affect our business, results of operations, financial position or liquidity.

6. ***The occurrence of natural or man-made disasters and catastrophes, could materially increase our liabilities for claims by policyholders and result in losses in our investment portfolios, which could in turn have a material adverse effect on our financial condition results of operations and cash flows.***

The insurance industry, particularly the health and life insurance markets, is exposed to the risk of catastrophes, such as pandemics or other catastrophic events that causes a large number of hospitalizations and deaths. The occurrence and severity of many catastrophic events is inherently unpredictable. Our insurance business exposes us to claims arising out of such events and catastrophes affecting a large segment of the population. In our group insurance business, a localised event that affects the workplace of one or more of our group insurance customers could cause a significant loss due to mortality or morbidity claims. In particular, our life insurance business is exposed to the risk of catastrophic mortality due to events that cause a large number of hospitalizations and deaths, such as the COVID-19 pandemic. Such events could also result in losses in our investment portfolios, due to, among others, the failure of our counterparties to perform their obligations or significant volatility or disruption in the financial markets, and could in turn have an adverse effect on our business, financial condition, results of operations and prospects. Such events could adversely affect all aspects of our business, including: (i) restricting the ability of our agents to sell our products; (ii) significantly increasing our expenses due to changes in laws and regulations and investing in new methodologies to overcome the restrictions brought in to address the spread of such disasters and the adverse changes in population mortality/morbidity or utilization behaviours; (iii) adversely affecting our investment portfolio; (iv) adversely affecting our operational effectiveness; and (v) heightening the risks we face in our business. The extent of losses from a catastrophe is a function of both the total amount of insured exposure in the area affected by the event and the severity of the event. Most catastrophes are restricted to small geographic areas; however, pandemics, hurricanes, earthquakes and man-made catastrophes may produce significant damage in larger areas, especially those that are heavily populated. Such catastrophic events could also harm the financial condition of our reinsurers and thereby increase the probability of default on reinsurance recoveries and could also reduce our ability to write new business. In addition, any catastrophe could lead to regulatory changes in India that may force us to cover healthcare costs for customers for which we would not typically be responsible, such as through the promulgation of emergency regulations requiring insurers to relax prior authorization requirements and cover the cost of vaccinations. Furthermore, pandemics, natural disasters, terrorism and fires could disrupt our operations, increase the numbers of claims, result in uncertainty in pricing our premiums and result in significant loss of property, key personnel and information about our clients and their respective businesses if their business continuity plans fail to cope with the scale or nature of the catastrophe. Such events could adversely affect our business, financial condition, results of operations and cash flows. Apart from the losses caused by the effects of COVID-19 as set forth in "- *5. The COVID-19 pandemic, and similar events, could adversely affect all aspects of our business, including: (i) restricting our ability to sell our products; (ii) significantly increasing our expenses due to changes in laws and regulations and investing in new methodologies to overcome the restrictions brought in to address the spread of COVID-19 and the adverse changes in population mortality/morbidity or utilization behaviours; (iii) adversely affecting our investment portfolio; and adversely affecting our operational effectiveness overall*" on page 34, we have not experienced any material losses from the occurrence of natural or man-made disasters or catastrophes in the last three Fiscal Years and the three months ended June 30, 2022.

We have not set aside a catastrophe reserve and our Company does not have reinsurance cover specifically to reduce our exposure to claims arising out of catastrophic losses. If catastrophic events covered by our insurance occur with greater frequency and severity than expected, claims arising from such catastrophic events could have a material adverse effect on our business, financial condition, results of operations and cash flows. In addition, catastrophic events may materially and adversely affect market prices for our investments, thereby causing decreased asset values during a period in which we may also experience increases in claims incurred. A decrease in asset value could result in, among other things, a write-down in the fair value of assets and other changes to our earnings, which would reduce our profitability.

7. ***Interest rate fluctuations may materially and adversely affect our profitability. In addition, there are limited amounts and types of long-term fixed income products in the Indian capital markets. The legal and regulatory requirements on the types of investment and amount of investment assets that insurance entities are permitted to make could limit our ability to closely match the duration of our assets and liabilities.***

Depending on the nature of our asset and liability portfolio, our results of operations could be materially and adversely affected either by rising interest rates or decreasing interest rates. We seek to manage interest rate risk by matching, to the extent commercially practicable, the average duration of our investment assets and the corresponding insurance policy liabilities they support. Matching the duration of our assets to the corresponding liabilities reduces our exposure to changes in interest rates, because the effect of the changes could largely be offset against each other. However, restrictions under Indian insurance laws and related regulations, including the IRDAI Investment Regulations, on the type of investments and amount of investment assets in which we may invest, as well as the limited amounts and types of long-term investment assets in the Indian capital markets capable of matching the duration of our liabilities, may result in a shorter duration of assets compared to liabilities with respect to certain investments. We cannot assure you that the investment restrictions imposed in insurance companies in India will not be strengthened or the sizes and types of long-term fixed income products available in the Indian securities market may increase in the future. Our failure to closely match the duration of our assets to that of the corresponding liabilities will continue to expose us to risks related to interest rate changes, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Interest rates are highly sensitive to various factors, including monetary and taxation policies, domestic and international economic and political considerations including RBI's monetary and government's fiscal policies, balance of payments, inflationary factors, fiscal deficits, trade surpluses or deficits, regulatory requirements and other factors beyond our control. For example, since April 1, 2018, the RBI reduced the repo rate several times. However, in recent times, the RBI has increased the repo rate and as of the date of August 30, 2022, the repo rate was 5.40%.

The following table sets forth the composition of our funds by asset class on the basis of carrying value as of June 30, 2022:

Asset Class	**As of June 30, 2022**									
	Policyholders' Funds						**Shareholders' Funds**		**Total**	
	Linked Funds		**Non-Participating Funds**		**Participating Funds**					
	Carrying value (₹ in million)	**Percentage of Total AUM (%)**	**Carrying value (₹ in million)**	**Percentage of Total AUM (%)**	**Carrying value (₹ in million)**	**Percentage of Total AUM (%)**	**Carrying value (₹ in million)**	**Percentage of Total AUM (%)**	**Carrying value (₹ in million)**	**Percentage of Total AUM (%)**
Equity	41,519.04	61.36%	816.83	1.76%	1,625.95	2.40%	158.71	3.44%	44,120.53	23.67%
Government Securities	12,532.85	18.52%	28,652.89	61.79%	45,516.26	67.21%	2,407.65	52.16%	89,109.64	47.81%
Debentures and Bonds	4,460.87	6.59%	10,330.94	22.28%	12,721.55	18.78%	1,729.60	37.47%	29,242.97	15.69%
Fixed Deposits	-	-	-	-	-	-	2.60	0.06%	2.60	-
Money Market Instruments	8,724.84	12.89%	5,756.47	12.41%	6,600.28	9.75%	963.74	20.88%	22,045.33	11.83%
Investment Net Current Assets	426.74	0.63%	816.85	1.76%	1,258.02	1.86%	(646.25)	(14.00)%	1,855.36	1.00%
Total	**67,664.34**	**100.00%**	**46,373.97**	**100.00%**	**67,722.07**	**100.00%**	**4,616.05**	**100.00%**	**1,86,376.43**	**100.00%**

Further, in periods of increasing interest rates, yield on existing portfolios may lag relative to the interest rate environment, making it difficult to offer crediting rates that will compete with products that account for the interest rate hike. To account for change in interest rates, we might be required to revise the premium rates for certain product categories. As a result of such price adjustment we may not remain competitive with peer groups in similar product categories, who may be able to account for changes in interest rates through other means, without affecting their product pricing.

Some of our insurance and investment contracts have guaranteed features. These contracts carry the risk that interest income from the financial assets backing such liabilities are insufficient to fund the guaranteed benefits payable as interest rates fall or fail to meet customer expectations for participating and non-participating products. During periods of sharply declining interest rates, we may not be able to fully meet the guaranteed liabilities of our non-participating contracts.

Non-participating products have insurance and investment guarantees. We use assumptions on future investment returns when pricing our non-participating products and setting our reserves. Actual investment returns that are lower than those projected could lead to us incurring losses on non-participating products and cause us to increase the prices of our non-participating products in the future, thereby affecting future business. The RBI or the Government of India may implement further measures in response to changes in the macroeconomic environment, which may have a material adverse effect on our business, financial condition, results of operations and prospects. For the three months ended June 30, 2022, our simple average yield on investments for participating products was (7.02)%, our simple average yield on investments for non-participating products was (5.85)% and our simple average yield on investments for linked products, was (21.77)%, in each case including unrealised gains/ losses on investments. For Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022, our New Business IRP from non-participating products was ₹ 1,319.12 million, ₹ 3,389.56 million, ₹ 6,664.81 million and ₹ 1,556.80 million, which represented 15.52%, 37.91%, 49.55% and 52.62% of our total New Business IRP in each of the corresponding periods. Our exposure to interest rate risk with respect to non-participating products will increase if we increase sales of non-participating products. For further information, see "*Our Business – Business Strategies – Enhance our product mix and build economies of scale to further improve our profitability and cost efficiencies*" on page 174.

For participating products, a decline in interest rates may result in lower bonus rates for policyholders, which may lead to policyholder dissatisfaction and therefore, an increase in surrenders and a decrease in sales of new policies. For Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022, our individual surrender ratio, which is calculated on the basis of individual surrender amount divided by individual AUM/ individual investments during the period, was 6.50%, 5.04%, 4.88% and 1.65%, respectively. For Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022, our New Business IRP from participating products was ₹ 4,575.08 million, ₹ 2,961.98 million, ₹ 2,958.44 million and ₹ 562.65 million, respectively, which represented 53.83%, 33.13%, 21.99% and 19.02% of our New Business IRP, respectively.

A sustained or sharp decline in interest rates may result in the reduction of our interest rate assumption used to calculate the statutory policy liabilities, which would increase mathematical reserves. Increases in mathematical reserves could have a material adverse effect on our financial condition and results of our operations, and could require us to take actions, such as realigning discretionary benefits to our policyholders or capital funding from Shareholders, or a combination of both. Rising interest rates could lead to higher levels of surrenders and withdrawals of existing policies as policyholders seek to buy products with perceived higher returns. While there have been no such instances in the past, we may be required to sell our invested assets and make cash payments to policyholders at a time when prices of those assets are declining, which may lead us to incur losses.

In addition, we use assumptions on the future investment returns when pricing our products and setting our reserves. Actual investment returns that are lower than those projected could lead to us suffering significant losses on certain products and also cause us to increase the price of our products in the future, thereby affecting future business.

For further information on the effect of interest rates being different from that assumed for the base value of our Company's Embedded Value and VNB included in the Embedded Value Reports and herein, see the sensitivity analysis in "*Embedded Value Reports*" on page 468.

8. There is significant technical complexity involved in embedded value calculations and the estimates used in the Embedded Value Reports could vary materially if key assumptions are changed or if our experience differs from our assumptions used to calculate our Embedded Value. In addition, there may be a risk that the model used to calculate Embedded Value itself may not be appropriate despite taking due care to ensure that models are appropriate. Our VNB may vary as future experience may be different from the assumptions used in calculating our VNB and may not be comparable to similar information reported by our peers.

In order to provide investors with an additional tool to understand our economic value and business results, information regarding our Embedded Value has been discussed in "*Embedded Value Report*" on page 468. While we have obtained the reports from the Independent Actuary, there is significant technical complexity involved in embedded value calculations and the estimates used in such Embedded Value Reports could vary materially if key assumptions are changed or if our experience differs from the assumptions used to calculate our Embedded Value. The Embedded Value Report, dated September 12, 2022, has been prepared by the Independent Actuary on the basis of the Indian embedded value method as specified by the IRDAI and in accordance with the requirements and principles prescribed in the Actuarial Practice Standard 10 ("**APS 10**") issued by the Institute of Actuaries of India, which differ from methodologies that may be used in other jurisdictions, such as the European embedded value method, the traditional embedded value method and the market consistent embedded value method, and may not be comparable to the embedded value methodology adopted by our peers. The calculation of the values necessarily includes numerous assumptions and estimates with respect to, among other things, mortality and morbidity, policy/premium discontinuance rates and revival/reinstatement rates, commission and expenses, inflation, policyholder bonuses/crediting rates, reinsurance, asset values, reference rates, investment returns and discount rates, stochastic asset model, taxation as well as statutory reserving and capital requirements, many of which are beyond our control.

In addition, there may be a risk that the model used to calculate Embedded Value itself may not be appropriate despite taking due care to ensure that models are appropriate as set out in "*Embedded Value Report*" on page 468. Our Embedded Value results may not be comparable with those of insurers in other jurisdictions. Moreover, the values shown in the Embedded Value Reports do not encompass the full range of potential outcomes.

We have appointed an Independent Actuary to calculate our Embedded Value as at March 31, 2021 and March 31, 2022 for the purposes of the Offer.

Our VNB may vary as future experience may be different from the assumptions used in calculating our VNB. Since our actual market value is determined by investors based on a variety of information available to them, our Indian Embedded Value and our VNB should not be construed as a direct reflection of our actual market value and performance, nor should they be construed to have any correlation with the price of the Equity Shares. Investors should read the discussion in "*Embedded Value Report*", and "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Embedded Value*" on pages 468 and 345, respectively, and use special care when interpreting Embedded Value and VNB results and should not place undue reliance on them. The inclusion of these values should not be regarded as a representation of our future profitability by us, the Independent Actuary, the BRLMs or any other person. Furthermore, we do not intend to update or otherwise revise these values in the future, whether as a result of new information, future events or otherwise. Investors should read the Embedded Value Reports in their entirety, including the disclaimers, context and assumptions set forth therein. It should also be recognised that assumptions and estimates involve judgment and are forward-looking, actual future results may vary from those shown, on account of changes in the operating and economic environments and natural variations in experience and such differences may be material. We cannot assure investors that the future experience will be in line with the assumptions made. See "*Forward-Looking Statements*" on page 26.

9. Any inability to verify the accuracy and completeness of information provided by or on behalf of our customers and counterparties for pricing and the underwriting of our insurance policies, handling claims and maximizing automation may subject us to fraud, misrepresentation and other similar risks, which could adversely affect our business, financial condition and results of operations. We are obliged to collect certain information in relation to our customers and counterparties and depend on the accuracy and completeness of information provided by or on behalf of such persons.

In deciding whether to issue policies to customers, pay out claims or enter into other transactions with counterparties, we necessarily have to rely on information furnished to us by or on behalf of our customers and counterparties, including, personal details, their medical histories, income statements and other financial information. Our financial condition and results of operations could be adversely affected by relying on any incorrect, misleading or incomplete information sourced from customers and counterparties. Such information might include non-disclosure of pre-existing medical conditions, inaccurate, incomplete or forged income and financial statements, KYC documents, thereby leading to violation of laws including anti-money laundering ("**AML**") related laws.

In addition, pursuant to an amendment to Section 45 of the Insurance Act, no life insurance policy can be called into question on any grounds, including misstatement of facts or fraud, at any time after three years from the date of the policy, i.e., the later of (i) date of issuance of policy, (ii) commencement of risk or (iii) revival of policy (or any rider to the policy). If we are unable to detect any such misstatement or fraud within the stipulated period, we could be subjected to higher morbidity, mortality and credit risks than those we have assumed. Even if we subsequently believe or discover that certain representations were made fraudulently, we may not be able to challenge such policies after the three year period has lapsed. As we continue to increase our dependence on digital modes for dissemination of our policies, and allow for policy approval and claims settlement online, there is a possibility of increased fraud through documents being uploaded digitally for KYC purposes, which we may not be able to detect in time**.** This could lead to higher claim payments to customers and could have a material adverse effect on our business, financial condition and results of operations.

While we have implemented internal controls and fraud monitoring mechanisms to detect and prevent material misconduct in a timely manner, and seek to implement corrective and preventive measures for recurrence of any such action, we may not be able to avoid minor incidents of operational errors and frauds, which could harm our reputation and have an adverse effect on our business, financial condition, results of operations and prospects. For instance, we repudiated the policies to the tune of ₹ 52.07 million obtained by certain of our customers in Fiscal 2022 due to inadequate disclosure provided by these customers. We also cannot assure investors that such incidents will not recur, and any such recurrences could have a material adverse effect on our business, financial condition, results of operations and reputation. Although we perform regular checks to see if any such party uses or attempts to use our operations for money-laundering or other illegal activities, nevertheless, our business, financial condition, results of operations and reputation could suffer, and we may be subjected to regulatory action or litigation. If any such party so uses or attempts, or if we are unable to timely detect or report such incidents to the relevant regulatory authorities, it could adversely affect our business, financial condition and results of operations.

10. Our Company is subject to periodic inspections by the IRDAI. Inspection by the IRDAI is a regular exercise for all insurance companies and we may be subject to inspections from the IRDAI in the future. Non-compliance with the IRDAI's observations could adversely affect our business, financial condition, results of operations and cash flows.

Our Company is subject to periodic inspections by the IRDAI and may be subject to such inspections from the IRDAI in the future in the course of which the IRDAI may report on divergences (if any) from regulatory requirements applicable to life insurance companies. In certain of its past inspection reports, the IRDAI has made observations in relation to, among others: (i) redressal of policyholders' grievances; (ii) adherence to certain regulations issued by the IRDAI; (iii) alleged deficiencies in the conduct of our corporate agents; (iv) delays in settlement of claims; (v) non-payment of maturity amounts within prescribed timelines; (vi) maintenance of internal policies; (vii) excess payments to corporate agents; and (viii) possible discrepancies in timely refunds of unallocated premium amounts. We have submitted a response to the IRDAI's last report dated March 12, 2021 issued in relation to its most recent inspection of our Company from June 14, 2021 to June 18, 2021 *vide* letter dated September 14, 2021 and we are currently awaiting the IRDAI observation/ inspection report. Additionally, the IRDAI conducted an on-site inspection of our Company between September 16, 2019 and September 27, 2019 pursuant to which it issued its final report dated April

20, 2020 and an advisory letter dated May 6, 2021. The IRDAI *inter alia* observed the violation of various provisions of IRDAI (Protection of Policyholders' Interest) Regulations, 2017 ("**Policyholders Regulations**") and IRDAI (Actuarial Report and Abstracts for Life Insurance Business) Regulations, 2016. We have responded to the aforesaid report on October 16, 2020 and March 23, 2021. In this regard, we have also received a show-cause notice dated May 6, 2021 wherein the IRDAI observed that the Company has kept the amounts of policyholders/customers as unallocated premium without refunding the same, which implied that the policyholder protection committee had not ensured that all refunds are paid in a timely manner. Accordingly, the IRDAI alleged a violation of Regulation 8(6) of the Policyholders Regulations and clauses 3(2) and 5 of Master Circular on Unclaimed Amounts of Policyholders dated July 25, 2017. The Company responded to the aforesaid show-cause notice on May 26, 2021 wherein it submitted that the Company has a process of continuous follow up to refund all excess and/or unallocated premium and efforts were ongoing towards identifying the valid accounts and making refunds to the policyholders. Further communication from the IRDAI in this regard is awaited and the matter is currently pending. For further information, see "*Outstanding Litigation and Other Material Developments*" on page 372.

While we have responded to the observations made by the IRDAI in their inspection reports, advisory letters and show-cause notice on an ongoing basis and our Board and Audit Committee, as applicable, continue to review such observations and take steps to improve our internal systems, there can be no assurance that we will be able to respond to the observations made by the IRDAI in their inspection reports in the future to their satisfaction, within the prescribed timelines, or that the IRDAI will not make an adverse remark or impose a penalty as a consequence of such inspections. While there have been no such instances of penalties being imposed on us in the three preceding years and the three months ended June 30, 2022, in the event we are unable to satisfactorily address the observations of the IRDAI or are unable to comply with any specified requirements, for any reason, we may be subject to proceedings/ monetary sanctions/ penalties/ regulatory actions such as the mandatory recall of products or the issuance of negative reports or opinions. Any such outcome may have an adverse effect on our business, financial condition and reputation. In the event of, or to the extent that, any grave deficiencies are found in the future, which we are unable to rectify, any levy of fines or penalties against us, or the suspension or cancellation of our registration with the IRDAI, our reputation, cash flows, business, prospects, financial condition, results of operations, and the trading price of our Equity Shares may be adversely affected. Regardless of the ultimate outcome, regulatory action can be long drawn, requiring significant investment of time and resources.

11. A significant proportion of our Company's New Business IRP is increasingly generated by non-participating products, even as participating products continue to contribute to a portion of our revenues. Any significant regulatory changes or market developments that adversely affect sales of such products could have a material adverse effect on our business, financial condition, results of operations and cash flows and may also require us to make changes to our existing product designs.

We have increasingly focused on non-participating policies in our business strategy. However, participating products continue to contribute to a portion of our Company's revenue. For Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022, New Business IRP of our retail participating products was ₹ 4,575.08 million, ₹ 2,961.98 million, ₹ 2,958.44 million and ₹ 562.65 million, respectively, which contributed 53.83%, 33.13%, 21.99% and 19.02% to our New Business IRP in each of the corresponding periods.

As we have focussed on non-participating products to improve our margins, for Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022, our New Business IRP from non-participating products was ₹ 1,319.12 million, ₹ 3,389.56 million, ₹ 6,664.81 million and ₹ 1,556.80 million, which represented 15.52%, 37.91%, 49.55% and 52.62% of our total New Business IRP in each of the corresponding periods.

In the past, IRDAI has introduced new product regulations, namely the Insurance Regulatory and Development Authority of India (Linked Insurance Products) Regulations, 2019 and the Insurance Regulatory and Development Authority of India (Non-Linked Insurance Products) Regulations, 2019 (collectively the "**IRDAI Product Regulations 2019**"). In accordance with the IRDAI Product Regulations 2019, we were required to make certain modifications and adjustments to our products sold to ensure that they were compliant with the new regulations. For more details on the salient provisions under the IRDAI Product Regulations 2019 and the changes that we were required to make, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Factors Affecting Our Results of Operations– Regulatory and fiscal environment – IRDAI Regulations*" on page 340. While the IRDAI has recently prescribed a 'Use and File' approach for protection products, which is beneficial for us, any significant adverse regulatory changes may have an adverse effect our business, financial condition, results of operations and cash flows and may also require us to make changes to our existing product designs.

In addition, if our participating products generate lower than expected returns to policyholders, this may result in increased surrenders, which would have an adverse effect on our total premium and thereby on our financial condition, results of operations and cash flows. See "- *2. Adverse persistency metrics or an adverse variation in persistency metrics could have a material adverse effect on our financial condition, results of operations and cash flows*" on page 29.

12. ***We have incurred net loss in the past, and we may not be able to achieve or maintain profitability in the future. Further, any negative cash flows from operating activities in the future would adversely affect our cash flow requirements, which may adversely affect our ability to operate our business and implement our growth plans, thereby affecting our financial condition.***

We have in the past incurred, and may in the future incur, net losses. Further, we have in the past witnessed negative cash flows from operating activities.

The following table sets forth certain information relating to our net profits and cash flows for the periods indicated:

Particulars	**Fiscal 2020**	**Fiscal 2021**	**Fiscal 2022**	**Three months ended June 30, 2022**
	(₹ in million)			
Profit/ (Loss) after tax	(974.15)	301.89	(2,816.20)	(418.27)
Net cash flows from operating activities	(5,698.00)	(473.67)	(20.70)	136.10

Negative operating cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected. We may not generate sufficient revenue for various reasons, including increasing competition, challenging macro-economic environment, the ramifications of the COVID-19 pandemic, as well as other risks discussed elsewhere in this Draft Red Herring Prospectus. If we fail to sustain or increase profitability, our business, results of operations and cash flows could be adversely affected.

For further information, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources – Operating Activities*" and "*Summary of Restated Financial Information*" on pages 368 and 77, respectively.

13. ***Our previous joint statutory auditors had included an emphasis of matter in their audit report for the financial year ended March 31, 2020 and our Joint Statutory Auditors have included certain other matters in their examination report.***

Our Joint Statutory Auditors have included certain other matters in their examination report:

Three months ended June 30, 2022

"The actuarial valuation of liabilities for life policies in force and policies where premium is discontinued is the responsibility of the Company's Appointed Actuary (the "Appointed Actuary"). The actuarial valuation of these liabilities for life policies in force and for policies in respect of which premium has been discontinued but liability exists on financial statements of the Company as at June 30, 2022 has been duly certified by the Appointed Actuary and in her opinion, the assumptions for such valuation are in accordance with the guidelines and norms issued by the IRDAI and the Institute of Actuaries of India in concurrence with the IRDAI. We have relied on the Appointed Actuary's certificate in this regard for forming our opinion on the valuation of liabilities for life policies in force and for policies in respect of which premium has been discontinued but liability exists, as contained in the financial statements of the Company."

Fiscal 2022

"The actuarial valuation of liabilities for life policies in force and policies where premium is discontinued is the responsibility of the Company's Appointed Actuary (the "Appointed Actuary"). The actuarial valuation of these liabilities for life policies in force and for policies in respect of which premium has been discontinued but liability exists on financial statements of the Company as at March 31, 2022 has been duly certified by the Appointed Actuary and in her opinion, the assumptions for such valuation are in accordance with the guidelines and norms issued by the IRDAI and the Institute of Actuaries of India in concurrence with the IRDAI. We have relied on the Appointed Actuary's certificate in this regard for forming our opinion on the valuation of liabilities for life policies in force and for policies in respect of which premium has been discontinued but liability exists, as contained in the financial statements of the Company."

Fiscal 2021

"The actuarial valuation of liabilities for life policies in force and policies where premium is discontinued is the responsibility of the Company's Appointed Actuary (the "Appointed Actuary"). The actuarial valuation of these liabilities for life policies in force and for policies in respect of which premium has been discontinued but liability exists on financial statements of the Company as at March 31, 2021 has been duly certified by the Appointed Actuary and in her opinion, the assumptions for such valuation are in accordance with the guidelines and norms issued by the

IRDAI and the Institute of Actuaries of India in concurrence with the IRDAI. We have relied on the Appointed Actuary's certificate in this regard for forming our opinion on the valuation of liabilities for life policies in force and for policies in respect of which premium has been discontinued but liability exists, as contained in the financial statements of the Company."

Fiscal 2020

"The actuarial valuation of liabilities for life policies in force and policies where premium is discontinued is the responsibility of the Company's Appointed Actuary (the "Appointed Actuary"). The actuarial valuation of these liabilities for life policies in force and for policies in respect of which premium has been discontinued but liability exists on financial statements of the Company as at March 31, 2020 has been duly certified by the Appointed Actuary and in her opinion, the assumptions for such valuation are in accordance with the guidelines and norms issued by the IRDAI and the Institute of Actuaries of India in concurrence with the IRDAI. We have relied on the Appointed Actuary's certificate in this regard for forming our opinion on the valuation of liabilities for life policies in force and for policies in respect of which premium has been discontinued but liability exists, as contained in the financial statements of the Company."

Our previous joint statutory auditors have also included the following emphasis of matter paragraph in their report on the financial statements for Fiscal 2020:

"*We draw attention to Note 3.37 to the financial statements which explain that there have been no material changes in the control or processes followed in the financial statement closing process of the company for the year ended March 31, 2020. In view of the highly uncertain economic environment due to COVID-19 pandemic situation, a definitive assessment of the impact on the financial statements on the subsequent periods is highly dependent upon the circumstances as they evolve. Our opinion is not modified in respect of this matter*."

There can be no assurance that any similar emphasis of matters or other observations will not form part of our financial statements for the future fiscal periods, which could subject us to additional liabilities due to which our reputation and financial condition may be adversely affected.

14. We may be unable to implement our growth strategies and develop and distribute an appropriate product mix for specific customer segments through our distribution channels.

The Indian life insurance sector is highly competitive and the success of our business in India depends greatly on our ability to effectively manage our business and implement our growth strategies. Our assets under management ("**AUM**") increased at a CAGR of 13.40% from ₹ 147,228.76 million in Fiscal 2020 to ₹ 189,318.10 million in Fiscal 2022 and was ₹ 186,376.43 million in the three months ended June 30, 2022. Our total premium increased at a CAGR of 24.23% from ₹ 33,604.36 million in Fiscal 2020 to ₹ 51,865.64 million in Fiscal 2022, and was ₹ 9,079.68 million in the three months ended June 30, 2022. However, these rates of growth may not be indicative of future growth. We may not be able to sustain our growth amidst intense competitive pressures, consolidation among competitors, or due to macroeconomic and other factors beyond our control. Any decrease in our growth rates, whether in absolute terms or relative to industry standards, could adversely affect our market share and future prospects. Any of the foregoing events may materially and adversely affect our business, financial condition and results of operations.

We have a broad, diversified product portfolio, covering segments across the retail and group categories. Retail products include participating products, non-participating protection products, non-participating savings products, annuity products and other unit-linked insurance products, while group products include group protection products and corporate funds. As our capital requirements, pricing assumptions reserving requirements, profitability, and the profit patterns vary across our products, changes in the product mix for new business may affect our financial condition and results of operations. While we have strategically focused on certain products, such as protection, annuity and group fund-based products, and endeavour to create an optimal mix between participating, non-participating and unit-linked products, there can be no assurance that our strategies will improve profitability and increase the value of our new business. An inability to continue to grow our product portfolio, achieve an increase in the relative proportion of our high margin products in our new business, maintain the proportion of products critical for our profitability or maintain our overall growth levels while developing additional products may adversely affect our market position, profitability and our VNB.

Our ability to develop and distribute appropriate insurance products for specific customer segments through our multiple distribution channels on a timely basis affects our business prospects and financial performance. We typically incur losses in the initial period of new life insurance policies when much of our development and marketing costs are incurred, while the profits, if any, from such policies emerge over the term of the insurance contract. A significant growth in new business, while potentially beneficial for our business in the long term, could result in us incurring significant losses in the short term, thereby affecting our results of operations and financial condition. For further information on our strategies, see "*Our Business – Business Strategies*" beginning on page 173. For further information on competition, see "*-23. We face significant competition and our business, financial condition, results of operations and cash flows could be materially harmed if we are unable to compete effectively*" and "*Our Business – Competition*" on pages 50 and 201, respectively. There can be no assurance that we will be able to successfully implement our growth strategies or that if we do implement those strategies, it will result in an improvement in our financial condition and results of operations.

15. ***Changes in regulation and compliance requirements could limit our ability to introduce new products, increase our operating expenses and reduce our operating flexibility.***

The regulatory and policy environment in which we operate continues to evolve and remains subject to changes which may be beyond our control. Our business, financial condition, results of operations and prospects may be adversely affected if we are unable to suitably respond to and comply with changes in applicable law and policy.

Our business and product offerings have been affected by a number of regulatory changes pertaining to the insurance industry in India. In 2010, IRDAI overhauled the regulations affecting unit-linked insurance products and required insurance companies to cap charges and use prescribed minimum levels of sum assured, which caused a decrease in new business premiums across the Indian life insurance sector. Health insurance regulations issued in 2016 prohibited life insurance companies from offering indemnity-based products. The expenses of management regulations issued in 2016 (which specify expense limits for various categories of products) have allowed only 10% of first year premiums as expenses (including commissions) for deferred annuity products, which has resulted in pension businesses in the participating segment of insurance companies being unprofitable. Future regulatory changes may require us to commit significant management resources, require significant changes to our business practices and could have a material adverse effect on our business, financial condition, results of operations and prospects.

In addition, the IRDAI has in the past contemplated moving towards a risk-based capital regime. In such an event, we may face increased compliance requirements and may need to modify the calculation of solvency ratios. Further, existing regulations impose caps on the number of life insurers whose products can be distributed by a distribution partner. Any change to such regulations may allow distribution channels to sell products from multiple life insurance companies, impacting the quantum of business we are able to generate from the relevant channel. For instance, the IRDAI in a recent exposure draft to amend the IRDAI (Insurance Intermediaries) Regulations has contemplated permitting corporate agents to tie up with nine insurers each in the general, life and health insurance sectors, instead of the existing limit of three insurers in each sector. Similarly, a proposal has been floated requiring life insurers to formulate board-approved norms for payment of commission to agents, subject to a regulatory cap. Changes such as these may increase the competition we face in the distribution of our products through corporate agents, as they will be able to offer a more diverse suite of products.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent, may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. Any inability or failure by us to comply with, or adapt adequately or promptly to, changes in our regulatory environment may have an adverse impact on our ability to remain competitive and have an adverse impact on our results of operations and profitability.

16. ***Our risk management policies and procedures and internal controls, as well as the risk management tools available to us, may not be adequate or effective in identifying and responding to risks.***

We have historically established a risk management system in accordance with the requirements of IRDAI by developing internal control systems comprising an organisational framework, policies, procedures and methods to help us identify risks and develop mitigating measures that we consider to be appropriate for the scale of our business operations, and we endeavour to continuously improving these systems. For more details, see "*Our Business – Risk Management*" on page 196. However, due to the inherent limitations in the design and implementation of such a system, including internal control environment, risk identification and evaluation, effectiveness of risk control, and information communication, our systems may not be adequate or effective in identifying or mitigating our risk exposure in all market environments or against all types of risks. For instance, we were exposed to higher claims owing to the unexpected COVID-19 pandemic. In particular, some methods of managing risk are based upon observed historical market behaviour, statistics and claims experience. These methods may also fail to predict future risk exposures, which could be significantly greater than those indicated by historical measures. Other risk management methods depend upon an evaluation of available information regarding operating and market conditions and other matters. This information may not be accurate, complete or properly evaluated. Moreover, the information and experience data that we rely on may quickly become obsolete as a result of market and regulatory developments, and our historical data may be unable to adequately reflect risks that may emerge from time to time in the future.

We have a risk management framework, with individual functional heads at our corporate offices monitoring and managing the risks relating to their functions. Our Board of Directors provide overall guidance on risk management, which includes providing oversight on key risks and measures, approving our risk management policy, our risk management strategy, our risk appetite statement, our asset/liability management ("**ALM**") policy on an annual basis and the business continuity plan. For further information, see "*Our Business – Risk Management*" on page 196. Management of operational, legal and regulatory risks requires, among other things, policies and procedures to properly record and verify a large number of transactions and events, as well as appropriate and consistently applied internal control systems. As part of our risk management procedures, we use models that rely on assumptions and projections that are inherently uncertain. These policies, procedures, internal controls and assumptions may not be adequate or effective, and our business, financial condition and results of operations could be materially and adversely affected by the corresponding increase in our risk exposure and actual losses experienced as a direct or indirect result of failures of our risk management policies and internal controls. Any mitigation programmes that we may utilise may also not be fully effective or may not adequately cover our liabilities and may leave us exposed to unidentified and unanticipated risks. Any inability to implement and continuously upgrade effective risk management procedures or non-availability of adequate information to respond to such risks in a timely manner may result in significant operational risks including non-compliance with applicable regulations which may adversely affect our business and financial performance.

We are mainly in the business of being paid to accept certain risks and provide relevant protection. Our employees, intermediaries and agents do so in part by taking decisions that expose us to risks. These decisions include setting underwriting guidelines and standards, product design and pricing, investment decisions, and pursuit of business opportunities, among others. In addition, our employees, intermediaries and agents may make decisions beyond their scope of authority that expose us to additional risks. For more details, see "*-19. We may not be able to detect, in a timely manner, or prevent fraud or misconduct. Any actual or alleged misconduct or fraudulent activity by our employees, agents and other distribution partners may lead to customer claims as well as regulatory action against us, require us to compensate customers for such fraud, pay penalties, face regulatory restrictions on our operations or similar penalties, and damage our reputation, all of which could adversely affect our business, prospects, financial condition and results of operations*" on page 46.

Any future expansion and diversification in our insurance product offerings and investments will require us to continue to enhance our risk management and internal control capabilities. As the Indian insurance market continues to evolve, we are likely to offer a broader and more diversified range of life insurance products and invest in a wider range of investment assets in the future. If we fail to timely adapt our risk management and internal control policies and procedures to our developing business, it could have a material adverse effect on our business, financial condition, results of operations and cash flows.

17. If we do not meet solvency ratio requirements, our Company could be subject to regulatory actions and could be forced to raise additional capital. We may need additional capital in the future, and we cannot assure investors that we will be able to obtain such capital on acceptable terms or at all.

Indian laws and regulations require our Company to maintain a specified level of solvency. As at March 31, 2020, 2021 and 2022, and June 30, 2022 our Company's Solvency Ratio was 172.25%, 181.26%, 165.06% and 166.04%, respectively. The solvency ratio is the ratio of the excess of assets over liabilities to the required capital. Under the Insurance Act, every insurer is required to maintain, at all times, an excess of value of assets over the amount of liabilities of not less than 50% of the amount of minimum capital as prescribed therein. IRDAI further specifies a level of solvency ratio, which is the ratio of (i) the amount of the Available Solvency Margin, which is excess of value of assets (as furnished in form-AA specified under Insurance Regulatory Development Authority of India (Actuarial Report and Abstracts for Life Insurance Business) Regulations, 2016) over the value of life insurance liabilities (as furnished in form-KT-3 of Insurance Regulatory Development Authority of India (Actuarial Reports and Abstracts for Life Insurance Business) Regulations, 2016) and other liabilities of policyholders' fund and shareholders' funds to (ii) to the amount of Required Solvency Margin as specified in form-KT-3 of Insurance Regulatory Development Authority of India (Actuarial Report and Abstracts for Life Insurance Business) Regulations, 2016 (the "**Solvency Ratio**"). As at June 30, 2022 the mandated Solvency Ratio was 1.50x.

If our Company fails to meet the minimum Solvency Ratio required under IRDAI regulations, in accordance with Section 64VA(4) of the Insurance Act, we may be required to submit a financial plan to the IRDAI, indicating a plan of action to correct the deficiency within a specified period not exceeding six months. The IRDAI may propose modifications to the financial plan so submitted if the IRDAI deems it to be inadequate, and in such an eventuality, the IRDAI may impose such restrictions as it may deem necessary, including restrictions with regard to transacting any new business or the appointment of administrator with respect to our business, or both. While we have had no instances of failure to meet the minimum Solvency Ratio, failure to do so in certain exceptional circumstances, this could also result in a suspension of our Company's certificate of registration as a life insurance company. For further information on the Solvency Ratio required to be maintained by our Company, see "*Key Regulations and Policies - Certain regulations prescribed by the IRDAI*" on page 206.

Our Solvency Ratio is affected by factors such as our amount of capital, product mix, business growth, inadmissible assets and profitability. If our share capital and profit cannot continue to support the growth of our business in the future, or if the IRDAI increases the statutorily required Solvency Ratio or changes the solvency regime from the current regime, if our financial condition or results of operations deteriorate including on account of the COVID-19 crisis, or there is an increase in claims due to resurgence of cases of COVID-19 in India or if we cannot comply with the statutorily required Solvency Ratio requirements for any other reason, we may need to raise additional capital in order to meet such requirements. Any such change, including a change to a risk-based solvency regime, could subject us to significant compliance costs and we may need to raise additional capital in order to achieve compliance with the changed requirement.

India's solvency regime may be different from those of other countries. Therefore, our Company's calculation of Solvency Ratio might not be comparable to that of insurance companies in other countries with which an investor in the Equity Shares might be familiar. The present framework of determination is a factor-based approach with factors and computational methodology prescribed in the IRDAI's Asset Liability and Solvency Margin Regulations, 2016 (the "**ALSM Regulations**"). These factors include mathematical reserves before reinsurance, mathematical reserves after reinsurance, sum at risk before reinsurance and sum at risk after reinsurance. Any shift by IRDAI away from a factor-based approach to adopt a risk-based approach for the determination of an insurance company's capital could potentially affect our capital requirements and consequently our capital position, which in turn could lead to the need for a capital infusion.

We may require additional capital in the future to absorb the loss that will be incurred when other investments forming part of the pension and group funds are transferred to the Shareholders' funds at amortised cost, to scale up faster and enter into new partnerships, undertake acquisitions, remain competitive, pay operating expenses, conduct investment activities, meet our liquidity needs, expand our base of operations and offer new products and services. To the extent our existing sources of capital are insufficient for satisfying our needs, we will need to seek external sources for funding. Our ability to obtain additional capital from external sources in the future is subject to a variety of uncertainties, including but not limited to, our future financial condition, results of operations, cash flow, regulatory approvals, changes in regulations relating to capital raising activities, our credit rating, general market conditions for capital raising activities, and other economic and political conditions in and outside India. In addition, the IRDAI and other regulatory bodies may not permit additional equity issuances or financing that we may wish to pursue, and may restrict the types of investors who may provide us with equity financing, in particular foreign investors. For instance, the Insurance Regulatory and Development Authority of India (Other Forms of Capital) Regulations, 2015, provides a limit up to which insurers can raise capital in forms other than equity. The total quantum of the instruments taken together cannot exceed 25% of total of paid-up equity share capital and securities premium of an insurer. However, the total quantum of the "other forms of capital" cannot exceed 50% of the net worth of an insurer. For further information, see "*Key Regulations and Policies*" on page 204. Our Company has issued unsecured and listed NCDs that are currently outstanding. For further information, see *"Financial Indebtedness"* on page 335. Future debt financing could include terms that restrict our financial flexibility or restrict our ability to manage our business freely. Furthermore, the terms and amount of any additional capital raised through issuances of equity securities may significantly dilute our Shareholders' equity interests. For further information, see "- *3. Our Company is subject to complex regulatory requirements and if we fail to comply with these regulatory requirements, our operations could be disrupted or we may become subject to significant penalties*" on page 31.

Failure by us to meet the solvency ratio requirements may have an adverse effect on our business, financial condition, results of operations and prospects, including leading to a risk of default of interest payment on our NCDs as the IRDAI may not permit us to make interest payments on such NCDs if the solvency ratio is below the control level of solvency. Under a risk-based solvency regime, the solvency requirements of an insurer will depend on the risks underwritten by the insurer and, consequently, this may result in our Company having to maintain a Solvency Ratio of more than 1.5x in proportion to the risks underwritten. In the event of any change in the regulatory requirements on solvency ratios, we will be required to comply with such ratios as well. Also see "- *17. If we do not meet solvency ratio requirements, our Company could be subject to regulatory actions and could be forced to raise additional capital. We may need additional capital in the future, and we cannot assure investors that we will be able to obtain such capital on acceptable terms or at all*" on page 44.

18. We may be unable to obtain external reinsurance on a timely basis at reasonable costs and are exposed to concentration risk with individual reinsurers.

We utilise the reinsurance markets to minimize our risk exposure in order to stabilize our earnings, support our growth and protect our capital resources. For Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022, our reinsurance ceded to third-party reinsurers was ₹ 1,151.40 million, ₹ 1,545.62 million, ₹ 2,013.59 million and ₹ 344.52 million, respectively.

Our ability to obtain external reinsurance on a timely basis and at a reasonable cost is subject to a number of factors, many of which are beyond our control. In particular, certain risks that we are subject to, such as epidemics or pandemics, including the COVID-19 are difficult to reinsure. While reinsurance agreements generally bind the reinsurer for the life of the business reinsured at fixed pricing, market conditions beyond our control determine the availability and cost of the reinsurance protection for new business. In certain circumstances, the price of reinsurance for business already reinsured may also increase. If we are unable to renew any expiring external coverage or obtain acceptable new external reinsurance coverage on terms that would provide us with adequate protection, our net risk exposure could increase or, if we are unwilling to bear an increase in net risk exposure, our overall underwriting capacity and the amount of risk we are able to underwrite would decrease. To the extent that we are unable to utilise external reinsurance successfully, our business, financial condition and results of operations could be adversely affected.

For Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022, the total amount ceded in reinsurance for claims paid (claims by death and other benefits, and including surrenders and withdrawals) was ₹ (1,002.97) million, ₹ (1,471.43) million, ₹ (3,372.01) million and ₹ (636.74) million, respectively, which represented 3.24%, 4.42%, 8.41% and 8.15%, respectively, of insurance claims paid. Although a reinsurer would be liable to us for the risk transferred pursuant to a reinsurance arrangement, such an arrangement does not discharge our primary liability to our policyholders. As a result, we are exposed to credit risk with respect to our current and future reinsurers. In particular, our reinsurers may default in their obligations to us under our reinsurance arrangements due to bankruptcy, lack of liquidity, downturns in the economy, operational failure, fraud or other reasons. We are also subject to the risk that our rights against our reinsurers may not be enforceable in all circumstances. As a result, although we seek reinsurance arrangements only with reputable and creditworthy reinsurers, a default by a reinsurer or the unenforceability of our rights against such reinsurer would increase the financial losses arising out of a risk we have insured, which would reduce our profitability and may have a material adverse effect on our liquidity position. We cannot assure investors that our reinsurers will always be able to meet their obligations under our reinsurance arrangements on a timely basis, if at all. However, if our reinsurers fail to pay us on a timely basis, or at all, our business, financial condition and results of operations could be adversely affected.

We are exposed to concentration risk with individual reinsurers due to the nature of the reinsurance market and the restricted range of reinsurers that have acceptable credit ratings. For more details, see "*Our Business – Reinsurance*" on page 192.

19. We may not be able to detect, in a timely manner, or prevent fraud or misconduct. Any actual or alleged misconduct or fraudulent activity by our employees, agents and other distribution partners may lead to customer claims as well as regulatory action against us, require us to compensate customers for such fraud, pay penalties, face regulatory restrictions on our operations or similar penalties, and damage our reputation, all of which could adversely affect our business, prospects, financial condition and results of operations.

Misconduct by our employees, agents or other distribution partners could result in violations of laws and regulations, which could bring regulatory sanctions, litigation and reputational or financial loss to us, as well as financial loss to our customers. and expect to continue to be subjected to, fraudulent activities by employees, customers and third parties. Although we maintain a system of internal controls to monitor, detect and prevent fraud, there can be no assurance that we will not suffer significant losses due to fraudulent activities. Such misconduct and fraud could include:

- engaging in mis-selling, misrepresentation or fraudulent, deceptive or otherwise improper activities when marketing or selling products;
- binding us to transactions that exceed authorised limits;
- hiding unauthorised or unsuccessful activities, such as insider trading, resulting in unknown and unmanaged risks or losses;
- improperly using or disclosing confidential information;
- making illegal or improper payments;
- falsifying documents or data;
- misappropriation of funds;
- engaging in unauthorised or excessive transactions to the detriment of our customers;
- intra-employee disputes or disciplinary proceedings initiated against our employees; or
- otherwise not complying with applicable laws or our internal policies and procedures.

The following table sets forth the number of fraud cases, including cases of cash embezzlement by intermediaries, committed against our Company and the total amount of involved in such fraud cases for the periods presented:

Fiscal 2020								
Description of Fraud	**Unresolved cases at the beginning of the year**		**New cases detected during the year**		**Cases closed during the year**		**Unresolved cases at the end of the year**	
	No.	**Amount involved (₹ in million)**	**No.**	**Amount involved (₹ in million)**	**No.**	**Amount involved (₹ in million)**	**No.**	**Amount involved (₹ in million)**
Policyholders Fraud	8	25.68	69	53.97	76	74.09	1	5.55
Intermediary Fraud	0	0	0	0	0	0	0	0
Internal Fraud	2	0.80	1	5	3	1.30	0	0
Total	**10**	**26.47**	**70**	**54.47**	**79**	**75.39**	**1**	**5.55**

Fiscal 2021								
Description of Fraud	**Unresolved cases at the beginning of the year**		**New cases detected during the year**		**Cases closed during the year**		**Unresolved cases at the end of the year**	
	No.	**Amount involved (₹ in million)**	**No.**	**Amount involved (₹ in million)**	**No.**	**Amount involved (₹ in million)**	**No.**	**Amount involved (₹ in million)**
Policyholders Fraud	1	5.55	49	35.98	48	34.57	2	6.95
Intermediary Fraud	0	0	1	0.26	1	0.26	0	0
Internal Fraud	0	0	2	9.73	1	0.49	1	9.23
Total	**1**	**5.55**	**52**	**45.96**	**50**	**35.32**	**3**	**16.18**

Fiscal 2022								
Description of Fraud	**Unresolved cases at the beginning of the year**		**New cases detected during the year**		**Cases closed during the year**		**Unresolved cases at the end of the year**	
	No.	**Amount involved (₹ in million)**	**No.**	**Amount involved (₹ in million)**	**No.**	**Amount involved (₹ in million)**	**No.**	**Amount involved (₹ in million)**
Policyholders Fraud	2	6.95	118	66.32	120	73.27	0	0
Intermediary Fraud	0	0	6	1.00	4	0.86	2	0.14
Internal Fraud	1	9.23	12	3.43	12	12.55	2	1.11
Total	**3**	**16.18**	**136**	**70.75**	**136**	**86.68**	**4**	**1.25**

Three months ended June 30, 2022								
Description of Fraud	**Unresolved cases at the beginning of the year**		**New cases detected during the year**		**Cases closed during the year**		**Unresolved cases at the end of the year**	
	No.	**Amount involved (₹ in million)**	**No.**	**Amount involved (₹ in million)**	**No.**	**Amount involved (₹ in million)**	**No.**	**Amount involved (₹ in million)**
Policyholders Fraud	3	0.25	126	26.18	126	26.18	3	0.25
Intermediary Fraud	0	0	0	0	0	0	0	0
Internal Fraud	0	0	0	0	0	0	0	0
Total	**3**	**0.25**	**126**	**26.18**	**126**	**26.18**	**3**	**0.25**

In addition, our sales intermediaries have direct contact with our customers and have knowledge of their personal and financial information. This contact exposes our clients to various forms of possible misconduct, including unethical / illegal sales practices, fraud, identity theft, breach of confidentiality and loss of personal information. Any such misconduct could have a material adverse effect on our business and reputation.

For further information, see "*Outstanding Litigation and Other Material Developments – Litigation involving our Company – Litigation by our Company*" on page 374.

While we have implemented an anti-fraud policy, there can be no assurance that we will be able to prevent all misconduct and fraud by our employees, agents and other distributors, any instances of misconduct or fraud could adversely affect our reputation, business, financial condition, results of operations and cash flows.

20. ***Failures of or inadequacies in our information technology systems could have a material adverse effect on our business, financial condition, results of operations and cash flows.***

Our business operations depend heavily on the ability of our information technology systems to process and record a large number of transactions across different distribution channels and numerous product lines. Our technology capabilities follow a three-pronged approach, streamlining our operations at the level of our customers; our internal functioning and operations; and our distribution partners, and any disruption in our information technology system can impact our overall operations. In particular, transaction processes have become increasingly complex, and the volume of transactions continues to grow at a significant rate. The proper functioning of our financial controls, accounting, customer database, customer service and other data processing systems, including those relating to underwriting and claims processing functions, actuarial and risk management, and the communications systems linking our offices and our principal IT centres, are critical to our business operations and our ability to compete effectively. For more information on our information technology systems, see "*Our Business –Technology Infrastructure and Initiatives*" on page 185.

Delays, system failures or other accidents may also occur during system upgrades or introduction of new systems. Further, we may need to incur increased expenses due to additional license requirements for new technology or software. In addition, upgraded or new information technology systems may not be able to achieve the projected processing capacity and availability, and may also not be able to meet the needs of our business scale and business growth in the future. Further, we may face risks stemming from failure of third parties to whom we outsource our systems management and networking operations. A partial or complete failure of any of these information technology or communications systems could result in our inability to perform, or result in prolonged delays in the performance of, critical business and operational functions, the loss of key business information and customer data, or a failure to comply with regulatory requirements. While our Company has experienced minor incidents of technology downtime in the past, which ranged from 15 minutes to 240 hours which impacted certain applications, any prolonged failure could also affect our risk management and customer service functions, resulting in a material adverse effect on our business, financial condition, results of operations and cash flows. These failures could be caused by, among other things, software bugs, computer virus attacks, malware and cybersecurity attacks, conversion errors due to system upgrading, failure to successfully implement ongoing information technology initiatives, natural disasters such as earthquakes and floods, war, terrorist attacks and unanticipated problems at our existing and future facilities.

Pursuant to the IRDAI Guidelines on Information and Cyber Security for Insurers dated April 7, 2017 (IRDA/IT/GDL/MISC/082/04/2017), certain audits are periodically conducted on life insurance companies. On January 18, 2022, we received the report pursuant to the information and cybersecurity audit conducted on our Company. The report noted certain key findings in our IT operations, including (i) delay in access revocation of resigned users from the human resources team, (ii) failure in access revocation of dormant users; and (iii) absence of data classification in relation to certain documents. While we have provided responses to the observations made in the report and have undertaken to effect remedial and preventive measures, we cannot guarantee that any such findings in the future will not result in penalties or otherwise have a material adverse effect on our business, financial condition, results of operations and cash flows.

While we have a disaster recovery facility in place in Hyderabad, Telangana, a primary data center in Navi Mumbai, Maharashtra and maintain tape back-ups, we cannot assure investors that our Company's business activities would not be materially disrupted in the event of a partial or complete failure of any of these or other information technology systems or related processes.

21. ***Denial of claims or our failure to accurately and timely pay claims could materially and adversely affect our business, financial condition, results of operations, and prospects.***

We must accurately and timely evaluate and pay claims that are made under our policies. Many factors affect our ability to pay claims accurately and timely, including but not limited to the training and experience of our in-house claims team, our ability to develop or select and implement appropriate procedures and systems to support our claims functions, and the functionality of the information technology systems on which we rely to pay claims. Other factors that are beyond our control, including those specific to individuals claims or in general, may also result in delay in payment of claims, such as lack of cooperation from external parties, including the insured, local authorities, as well as and timely submission of required documents. If our information technology systems and claims team are unable to effectively process our volume of claims, our ability to grow our business while maintaining high levels of customer satisfaction could be compromised, which in turn, could adversely affect our ability to retain existing customers and attract new ones and adversely affect our business, financial condition, results of operations, and prospects. The speed with which our technology allows us to process and pay claims is, in particular, a differentiating factor for our business and an increase in the average time to process claims could undermine our reputation and position in the insurance marketplace. There can be no assurance that we will be able to appropriately maintain and update our information technology systems or retain and attract a sufficient number of members for our claims team to keep pace with an increasing volume of claims as our business grows. Furthermore, any failure to pay claims accurately or timely could also lead to regulatory and administrative actions, litigation, or result in damage to our reputation, any one of which could materially and adversely affect our business, financial condition, results of operations, and prospects.

22. ***Our business involves the use, transmission and storage of confidential customer information and the failure to properly safeguard such information could result in violations of data privacy laws and regulations and lead to reputational harm and monetary damages, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.***

Our business involves the collection, processing, storage, use and transmission of a large volume of confidential policyholder information, as well as financial, employee and operational information, both online and offline. Despite the security measures we have put in place, there remains a risk that such data could be lost and/or misused as a result of intentional or unintentional acts by internal or external parties. While our Company has not experienced such incidents in the past, our computer networks and IT infrastructure may be exposed to computer attacks or disruptions, which may jeopardize the security of information stored in and transmitted through our computer systems or the systems that we manage. As a result, we may be required to expend significant resources to protect against the threat of these security breaches or to alleviate problems caused by these breaches. Techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are not recognized until launched against a target. We may be unable to anticipate these techniques or implement adequate preventative measures. Even if we anticipate these attacks, we may not be able to counteract these attacks in time to prevent them. In addition, our arrangements with our bancassurance partners, agents and other service providers expose us to the risk of such third parties failing to maintain and protect the security and confidentiality of our or our policyholders' information and data. We are also at risk of a data security breach involving another third party or by internal stakeholders, including our agents or employees, which could result in a breakdown of such third party's data protection processes or in cyber-attackers gaining access to our infrastructure through the third party. To the extent that a third party or our internal stakeholders suffer a data security breach that compromises its operations, we could incur significant costs related to litigation, service interruptions or damage to our reputation or relationships with our policyholders. Any security breach, data theft, unauthorised access, unauthorised usage, virus or similar breach or disruption could result in loss or disclosure of confidential information, damage to our reputation, litigation, regulatory investigations or other liabilities, which could have a material adverse effect on our business, financial condition, results of operations and cash flows. Also see, *"- 20. Failures of or inadequacies in our information technology systems could have a material adverse effect on our business, financial condition, results of operations and cash flows*" on page 48.

We are subject to various data privacy laws and regulations that regulate the use of customer data. Compliance with these laws and regulations may restrict our business activities and require us to incur increased expenses and devote considerable time to compliance efforts. Applicable data privacy laws and regulations could also adversely affect our distribution channels and limit our ability to use third-party firms in connection with customer data. Certain of our corporate agency agreements include provisions for the sharing of customer data between us and our bancassurance partners, which agreements were made in accordance with applicable laws and regulations relating to data privacy.

Certain of these laws and regulations are relatively new and their interpretation and application remain uncertain. Data privacy laws and regulations are also subject to change and may become more restrictive in the future. For instance, the IRDAI issued its Guidelines on Information and Cyber Security for Insurers dated April 7, 2017, which effected a comprehensive information and cyber security framework in the Indian insurance sector, and timelines for all insurers to comply with certain measures, such as the finalisation of a Board-approved Information and Cyber Security Policy and the completion of the first comprehensive Information and Cyber Security assurance audit. On February 24, 2021, the IRDAI formed a working group committee to review and consider whether to update its cyber security guidelines amidst the increase in cyberattacks in the wake of the COVID-19 pandemic.

Moreover, with the ongoing regulatory discussions regarding proposed Indian regulations to govern non-personal data, the privacy and data protection laws are set to be closely administered in India, and we may become subject to additional potential liability. The GoI is also in the process of considering legislation governing non-personal data (defined as any data other than personal data). In September 2019, the Ministry of Electronics and Information Technology of the GoI formed a committee of experts ("**NPD Committee**") to recommend a regulatory regime to govern non-personal data. The NPD Committee has released two reports, which recommend, among other items, a framework to govern non-personal data, access and sharing of non-personal data with the GoI and corporations alike who will undertake a 'duty of care' to the community to which the non-personal data pertains and a registration regime for "data businesses", meaning businesses that collect, process or store data, both personal and non-personal.

As part of our operations, we are required to comply with the Information Technology Act, 2000, which provides for civil and criminal liability, including compensation to persons affected and penalties for various cyber-related offences, such as the unauthorised disclosure of confidential information and failure to protect sensitive personal data. In addition, the GoI has implemented certain privacy laws, including the Information Technology (Reasonable Security Practices and Procedures and or Information) Rules, 2011, which impose limitations and restrictions on the collection, use, disclosure and transfer of personal information. For further information, see "*Key Regulations and Policies*" on page 204. Further restrictions and other changes in data privacy laws and regulations could have a material adverse effect on our business and results of operations.

23. ***We face significant competition and our business, financial condition, results of operations and cash flows could be materially harmed if we are unable to compete effectively.***

The life insurance market is highly competitive. Competition in the insurance business is based on many factors. Closer integration between the insurance and banking sectors may potentially better align their economic interests and increase incentives for banks to distribute insurance products and services of their insurance business affiliates and partners instead of ours. Such potential competitors may further increase the competitive pressures we expect to face, especially in our bancassurance distribution channel, through which the staff of a bank offer our products to the bank's customers. Our competitors may also have an advantage as a result of longer operating experience and greater product diversification than us.

We face significant competition in India with respect to our business. Our ability to compete is based on a number of factors, including premiums charged and other terms and conditions of coverage, product features, investment performance, services provided, product development, distribution capabilities, scale, experience, commission structure, brand strength and name recognition, information technology and actual or perceived financial strength.

Private sector insurance companies have been growing and gaining market since entry into the Indian insurance industry in 2001. From Fiscal 2014 to Fiscal 2020, the New Business IRP for private sector players in the life insurance industry in India increased at a CAGR of 16%. (*Source: CRISIL Report*) While our Company grew at a CAGR of 27.3% in terms of New Business IRP in the five year period ending Fiscal 2022, in terms of total premium in the Indian life insurance sector our Company had a market share of 2.00% in Fiscal 2022. (*Source: CRISIL Report*). In terms of New Business IRP, our Company had a market share of 2.4% in Fiscal 2022. (*Source: CRISIL Report*).

Our competitors also include non-life (i.e., health and general) insurance companies (to the extent that they distribute accident and health insurance products that overlap with ours), pension funds, mutual fund companies, reinsurance companies, banks and other financial services providers.

We also face potential competition from commercial banks, which are permitted to invest in, or form alliances with, insurance companies to offer insurance products and services that compete against those offered by us. With further liberalization of the Indian economy and permitted foreign investment in the insurance sector through the recently passed Insurance (Amendment) Act, 2021, there is an impending possibility of foreign players entering the market and capturing market share.

Consolidation among our competitors, including acquisitions of insurance companies in India, could result in additional or more established competitors with strong financial resources, marketing and distribution capabilities and brand recognition. The increased competitive pressures resulting from these, our failure to respond effectively to these various competitive pressures and other factors may materially and adversely harm our business, financial condition, results of operations and cash flows by, among other things, reducing our market share, decreasing our margins and spreads, reducing the growth of our customer base and increasing our policy acquisition costs, operating expenses and turnover of management and agents.

For more details on the competitive landscape in India, see "*Industry Overview – Indian Insurance Industry – Evolution of Life Insurance Industry*" on page 128.

24. ***Our business could be adversely affected if we are unable to obtain regulatory approvals or licenses in the future, or maintain or renew our existing regulatory approvals or licenses.***

We are required to obtain and maintain various statutory and regulatory permits, licenses and approvals including approvals under the Insurance Act to carry on the life insurance business, regulations issued by the IRDAI from time to time, various state Shops and Establishments Acts, Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and various tax related regulations in respect of our existing business. For description of the regulations to which we are subject, see "*Key Regulations and Policies*" on page 204.

The opening and closing or relocation of places of business by insurance companies in India are governed by the IRDAI Places of Business Regulations. While our Company has obtained the requisite regulatory approvals for opening each of our branches from the IRDAI, we do not have in our records all of the copies of such approvals from IRDAI. Further, some of the registrations of our branches have expired in the ordinary course of business, and we have made renewal applications to the relevant authorities for such registrations. For further information on these approvals, licenses, registrations and permissions in relation to our business, see "*Government and Other Approvals*" on page 391. Any failure in the future to obtain or renew licenses required, or any delay in obtaining approvals in relation to our business, may materially affect our ability to carry on or conduct our business. Further, any failure to obtain relevant licenses or to comply with the terms of any licenses that we are currently required to maintain, could subject us to penalties and restrict our ability to conduct certain lines of business, which could have a material adverse effect on our business, financial condition and cash flows.

Our Company also requires IRDAI approvals for the products we provide. We have withdrawn some of these products after obtaining IRDAI approvals and have relaunched the same on future dates. We cannot assure you that these products will not be withdrawn in the future after obtaining such approvals.

25. Our business reputation is critical to maintaining market share and growing our business and any adverse publicity regarding us or our promoters and investors may have a material adverse effect on our business, prospects, financial condition and results of operations.

Our brand equity, business reputation and market perception are critical to maintaining our market share and growing our business. In terms of New Business IRP, our Company has a market share of 2.4% in Fiscal 2022 (*Source: CRISIL* Report). While we have developed our brand and business reputation over the years, any negative incident or adverse publicity could rapidly erode customer trust and confidence in us, particularly if such incidents receive widespread adverse mainstream and social media publicity or attract regulatory investigation or litigation. In addition, our brand and business reputation will be adversely affected in the event of any adverse publicity relating to one of our Promoters, Bank of Baroda and its operations, irrespective of whether such development relates to factors within Bank of Baroda's control. The high level of media scrutiny and public attention that the insurance sector is subjected to, together with increasing consumer activism in India, has significantly increased the risk of negative publicity that may affect our reputation or the reputation of the insurance industry in general.

Any significant claim or litigation, employee misconduct, operational failure, regulatory investigation, media speculation and adverse publicity, whether actual, unfounded or merely alleged, could damage our brand, business reputation and confidence of customers. Our brand may also be adversely affected if our products, or the services provided by our employees, agents and other intermediaries, do not meet customer expectations (whether legitimate or reasonable), or if there is a change in customer expectation from the relevant insurance product. Negative publicity could be based, for instance, on allegations that we have failed to comply with regulatory requirements, or result from any failure in business continuity or information technology systems, from loss of confidential customer information, inadequate customer service levels or insufficient transparency in product terms and administration of claims.

Any damage to our brand or business reputation may result in loss of existing and potential customers, and inability to maintain existing or enter into additional distribution arrangements. Furthermore, negative publicity may result in an increase in regulatory scrutiny of our operations, and an increase in claims litigation, which may further increase our cost of operations and adversely affect our profitability. Negative publicity may also influence market perception of our business and affect our ability to maintain our credit ratings. Accordingly, any adverse impact on our brand and business reputation may have a material adverse effect on our business, prospects, financial condition and results of operations.

26. The actuarial valuations of policies with outstanding liabilities are not required to be audited by a statutory auditor and if such valuation is incorrect, it could have an adverse effect on our business, financial condition and results of operations.

The actuarial valuation presented in our financial statements and elsewhere, of liabilities for our policies with outstanding liabilities, are performed by an appointed actuary, who certifies the insurance entity's actuarial valuation, and confirms that, in his/her opinion, the assumptions for such valuation are in accordance with the guidelines and norms prescribed by the applicable provisions of/ issued by the IRDAI, the Insurance Act, the Institute of Actuaries of India and the Actuarial Practice Standards. The valuation results, including policy liabilities, are approved by our Board. Our Joint Statutory Auditors rely on the certificate by the Appointed Actuary with respect to the adequacy of reserves. We regularly monitor the assumptions used in the calculation of reserves, such as discount rates, mortality, morbidity and expenses, including expense inflation and persistency. If we, based on the review of assumptions, conclude that such assumptions need to be revised, this may require us to increase our reserves and incur income statement charges for the period during which we make the determination, as well as lead to a change in our pricing of certain products. While there have not been any instances of inaccurate valuations in the past, any such events in the future that may require us to make any of these changes could have a material adverse effect on our business, financial condition and results of operations.

27. ***We use the logo of one of our Promoters, Bank of Baroda and one of our Shareholders, Union Bank of India, for marketing and communication purposes, through trade logo agreements. If these agreements are terminated or we are unable to renew these agreements in a timely manner on commercially viable terms, or at all, our business, financial condition, cash flows and results of operations may be adversely affected.***

Pursuant to the trade logo agreements dated September 8, 2022 and July 14, 2020 entered into between our Company and Bank of Baroda and our Company and Union Bank of India, respectively, Bank of Baroda has allowed us to use the 'Bank of Baroda' logo and/or name and Union Bank of India has allowed us to use the 'Union Bank of India' logo and/or name ("**Trademarks**") for marketing and communication of our products, with the agreement being renewable annually on mutually acceptable terms and conditions. We are required to pay Bank of Baroda and Union Bank of India, a stipulated license fee per annum, on a half-yearly basis, for use of the Trademarks. The right to store, copy, use and distribute the Trademarks is non-exclusive, non-transferable and is subject to conditions set forth in the license agreement. The trade logo agreements can be terminated *inter alia* if: (i) Bank of Baroda or Union Bank of India ceases to be a shareholder of our Company; (ii) we breach any of the terms of the agreement; (iii) our Company is engaged in engaged in any activity or commits any acts or makes any statements which are detrimental to Bank of Baroda or Union Bank of India; or (iv) Bank of Baroda or Union Bank of India or our Company, as the case may be, provides a written notice of 30 days for termination. We may also be required to indemnify Bank of Baroda and Union Bank of India for all claims, losses, demands, fees, liabilities, damages, orders and expenses incurred by Bank of Baroda as a result of failure on our Company's part to comply with the agreement. Since the agreements need to be renewed by mutual agreement, in the event Bank of Baroda or Union Bank of India choose not to renew their respective agreements, or if such renewal is proposed to be on commercial terms that are not beneficial to us, we may not be able to use the Trademarks for our business purposes, which could adversely impact our business, financial condition, cash flows and results of operations. Further, we may be subject to termination of the agreement, and even indemnity claims, if we are in breach of the agreement. Such non-renewal, or delayed renewal or indemnity claim or termination of the agreement may have an adverse effect on our business, results of operations and cash flows. For details of the trade logo agreements, see "*History and Certain Corporate Matters – Material Agreements – Trade Logo Agreements*" on page 226.

28. ***Our investments are subject to credit risks, concentration risks, market risks and liquidity risks, which could have a material adverse effect on our financial condition, results of operations and cash flows.***

Our debt investments are subject to the risk that the counterparties whose debt we hold do not perform their obligations owed to us, whether due to bankruptcy, lack of liquidity, business failure, economic downturn, fraud, or any other reason, and if they default on their obligations to us, we could suffer significant losses. We are also subject to the risk that our rights against these counterparties may not be enforceable in all circumstances, or at all, and such losses could have a material adverse effect on our financial condition, results of operations and cash flows. While there have been no write-offs for investments in Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022, we remain subject to the risk of such write-offs, which could be for losses from defaults on debt. In addition, we are also subject to the risk of non-payment of interest owed to us. On each of March 31, 2020, 2021, 2022 and June 30, 2022, the amount of overdue interest payable to our Company was ₹ 56.80 million.

Further, events or developments that have a negative effect on India in general and any particular industry, asset class, or group of related industries in India, may have a greater negative effect on our investment portfolio to the extent that our portfolio is concentrated. These types of concentrations in our investment portfolio increase the risk that, in the event we experience a significant loss in any of these investments, our financial condition and results of operations would be materially and adversely affected.

Some of our investments may not have sufficient liquidity as a result of a number of factors, including a lack of suitable buyers and market makers, market sentiment and volatility, and the size of our investments. Due to the significant size of some of our fixed income investments, relative to the trading volume/size and liquidity of the relevant types of investment in relevant markets, our ability to sell certain bonds without significantly depressing market prices, or at all, may be limited. While, to our knowledge, we have not had any circumstances since Fiscal 2020 and up to the date of this Draft Red Herring Prospectus where we were unable to sell these or potentially illiquid assets, or were required to sell these or the potentially illiquid assets at significantly lower prices, if, in the future, we are required to dispose of these or the other potentially illiquid assets on short notice due to significant insurance claims to be paid, surrenders and withdrawals of existing life and health insurance policies or other reasons, we could be forced to sell such assets at prices significantly lower than the prices we have recorded in our financial statements.

All of our Company's investments are governed by the IRDAI Investment Regulations and the Investment Master Circulars issued by IRDAI from time to time. If we become subject to additional restrictions in future with regard to the asset classes that we are permitted to invest in, our portfolio may not be sufficiently diversified to mitigate the effects of potential concentration risk. For information on our investment composition, see "*Our Business – Investment Composition*" on page 193. For further information on the regulation of our investments, see "*Key Regulations and Policies*" on page 204. As a result, our business, financial condition, results of operations and cash flows could be materially and adversely affected.

29. ***Customer preferences and market trends for life insurance, health insurance and pension products may change, and we may be unable to respond appropriately or in time to sustain our business or our market share in the markets in which we operate.***

The life insurance, health insurance and pension markets are constantly evolving with our customers' preferences. Customer preferences towards insurance depends on various factors, including general economic conditions in India, reputation of the Indian insurance industry in general, the risk appetite of our customers, concessionary tax regulations and perceptions of the quality of customer service. If there is an adverse shift in consumer attitudes towards insurance, our growth and existing customer base could be restricted. As a result, we must continually respond to changes in these markets, as well as customer preferences and market trends, to remain competitive, grow our business and maintain market share in the geographical markets in which we operate. We face many risks when introducing new products. Our new products may also be rendered obsolete or uneconomical by competition or developments in the life insurance, health and pension industries. Furthermore, even if our current and anticipated product offerings respond to changing market demand, we may be unable to commercialise them. We also generally increase our marketing efforts in connection with the introduction of new products and advertising in regional languages to reach out to more people, which increases the costs associated with our business. These costs are likely to lead to initial losses that could have an adverse effect on our results. The failure of new products to be profitable or become profitable over time may adversely affect our business, financial condition, results of operations and cash flows. There can be no assurance that, in the future, regulations and/or customer preferences would not change in such a way as to restrict or limit the sale or marketing of insurance products which we currently sell, or that in the event that such changes occur, we would be able to redevelop our product strategy and alter our product mix in a timely manner or at all. Any restriction or limitation on distribution of our products could cause us to become unable to maintain a profitable portfolio mix of products and have material adverse effect on our business, financial condition, results of operations and prospects.

Moreover, potential products may fail to receive necessary regulatory approvals, be difficult to market on a large scale, be uneconomical to introduce, fail to achieve market acceptance or be precluded from commercialisation by proprietary rights of third parties. An inability to commercialise our products would materially impair the viability of our business. Accordingly, our future success will depend on our ability to adapt to changing customer preferences in each of the distribution channels, demographic trends, industry standards and new product offerings and services. Any of these changes may require us to re-evaluate our business model and adopt significant changes to our strategies and business plan. Any inability to adapt to these changes would have a material adverse effect on our business, financial condition and results of operations.

30. ***We have limited, if any, experience in investing in certain new asset classes that have recently been permitted, and we could lack experience in investing in other asset classes that may be permitted in the future by the IRDAI. Our lack of investment experience in certain new asset classes could reduce our investment returns and cause our investment returns to fall below expectations, which could in turn have a material adverse effect on our business, financial condition, results of operations and cash flows.***

From time to time, the IRDAI expands the scope of permitted investments for Indian insurance companies. For example, vide its circular dated April 22, 2021, the IRDAI allowed insurers to invest in infrastructure investment trusts and vide its circular dated April 8, 2021, the IRDAI allowed insurers to invest in domestic fund-of-funds, including those that invest in start-up companies. The IRDAI may continue to expand the list of permitted investments. Our Company invested in infrastructure investment trusts and as at June 30, 2022, our Company's investments in infrastructure investment trusts had a carrying value of ₹ 361.19 million, which represented 0.19% of our Company's investments (policyholders' and shareholders' together). When making investments in new asset classes, we may face new and heightened risks due in part to our limited experience, if any, in investing in such asset classes. The risk and liquidity profiles of these new asset classes may significantly differ from those of the asset classes that we traditionally invest in, and investments in these asset classes may increase the overall risk exposure of our investment portfolio. While we have an investment management framework in place that delineates our investment objectives and policies, we may be new to investments in certain new asset classes, which could reduce our investment returns and cause our investment returns to fall below expectations, which could in turn have a material adverse effect on our business, financial condition, results of operations and cash flows. For further information, see "*Our Business – Investments*" on page 192.

31. ***A significant portion of our retail premium in India is concentrated in certain states. Any significant reduction in premiums from any of these states could have a material adverse effect on our business, financial condition, results of operations and cash flows.***

A significant portion of our Retail Premium in India is concentrated in the states of Uttar Pradesh, Rajasthan, Maharashtra, Gujarat, Madhya Pradesh and Andhra Pradesh, as of June 30, 2022. In Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022, our top five states in India, which varied across the relevant periods, in terms of Individual New Business GWP contributed ₹ 5,522.70 million, ₹ 5,632.13 million, ₹ 8,935.89 million and ₹ 1,965.39 million, respectively, which was 63.60%, 61.00%, 62.50% and 64.00% of our total New Business IRP in India, respectively. For more details, see "*Our Business–Premium Distribution*" on page 191. Due to the geographic concentration of our retail premiums in India, any significant reduction in premium due to any materially adverse social, political or economic developments, natural calamities, civil disruptions, or changes in the policies of the states or local governments in these areas could have a material adverse effect on our business, financial condition, results of operations and cash flows.

32. ***The rate of growth of the life insurance and health insurance industries in India may not be as high or as sustainable as we anticipate.***

The Indian life insurance industry's NBP increased at a CAGR of 14% from Fiscal 2014 to Fiscal 2020, while private players recorded 18% growth in the same period. (*Source: CRISIL Report*). We expect the life insurance market in India to continue to expand and the insurance penetration and insurance density to continue to rise with the continued growth of the Indian economy, the reform of the social welfare system, favourable demographic patterns and rise in household financial savings. (*Source: CRISIL Report*). However, the Indian life insurance industry has experienced downturns in the past. For instance, between Fiscals 2011 and 2014, the total premiums of private sector insurance companies declined at a CAGR of 4% due to regulatory changes by the IRDAI with respect to linked products, a decline in financial savings rates and the weak performance of equity markets. (*Source: CRISIL Report*) According to CRISIL Research, India's life insurance penetration stood at 3.2% in 2021 compared to 4.4% in 2010 due to a slowdown in economic growth and in the insurance business due to regulatory changes. (*Source: CRISIL Report*). CRISIL Research forecasts the total premium for life insurers to grow at a CAGR of 14% - 15% over the five years up to Fiscal 2027. Consequently, total premium is expected to grow from ₹ 6,926 billion in Fiscal 2022 to approximately ₹ 13,500 billion by Fiscal 2027 and NBP is expected to grow at a CAGR of 17% - 18% during the same period. (*Source: CRISIL Report*) As such, the rate of growth of the life and health insurance industries in India may not be as high or as sustainable as we anticipate. In particular, the insurance industry in India may not expand, and the low penetration rate of life insurance in India does not necessarily mean that the Indian life insurance industry will grow or that we will succeed in increasing our penetration in the industry.

33. ***We may offer products pursuant to government policies and schemes and may in turn be subject to limitations on pricing and premiums.***

We may, from time to time, offer products pursuant to government policies. For instance, we offer insurance policies under the Pradhan Mantri Jeevan Jyoti Bima Yojana ("**PMJJBY**"). These government policies and schemes may require us to insure certain amounts but may impose ceilings or restrictions on the amount of premium we are allowed to charge on these insurance products. Accordingly, such products that we offer may not be profitable, and may lead us to incur loss, thereby adversely affecting our business and results of operations.

34. ***There are outstanding actions and litigation proceedings against our Company, Promoters and Directors. Any adverse outcome in such proceedings may have an adverse impact on our reputation, business, financial condition, results of operations and cash flows.***

There are outstanding actions and legal proceedings involving our Company, Promoters and Directors, which are pending at various levels of adjudication before various courts, tribunals and other authorities. The summary of outstanding matters set out below includes details of criminal proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation (as defined in the section "*Outstanding Litigation and Other Material Developments*" on page 372) involving our Company, Promoters and Directors.

Name of Entity	Criminal proceedings	Tax proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters	Material civil litigations	Aggregate amount involved (₹ in million)*
Company						
By the Company	6	-	-	-	1	242.46^
Against the Company	2	20$	-	-	1	810.00#^
Directors						
By the Directors	-	-	-	-	-	-
Against the Directors	-	2	-	-	-	8.54
Promoters						
By Bank of Baroda	-	-	-	-	7	219,519.01
Against Bank of Baroda	86**	87	7	-	-	130,193.39**
By Carmel Point Investments India Private Limited	-	-	-	-	-	-
Against Carmel Point Investments India Private	-	-	-	-	-	-

Name of Entity	Criminal proceedings	Tax proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters	Material civil litigations	Aggregate amount involved (₹ in million)*
Limited						

* *The amounts indicated above are approximate amounts and have been disclosed to the extent ascertainable.*

\# *The material civil litigation by our Company includes a counter-claim to the extent of ₹ 5,218.87 million against our Company. For details, see "Outstanding Litigation and Material Developments – Litigation involving our Company – Litigation by our Company" on page 374.*

^ *Includes ₹ 0.4 million involved in a criminal litigation against our Company and an aggregate of ₹ 5.83 million involved in criminal litigations by our Company. For details, see "Outstanding Litigation and Material Developments" beginning on page 372.*

$ *Aggregate amount involved in the direct tax proceedings against our Company does not include the simple interest of one per cent for every month or part of a month, on the amount in dispute calculated in accordance with the demand notice dated February 15, 2021 and the aggregate amount involved in indirect tax proceedings against our Company includes two pending cases of refund of tax amount, amounting to ₹ 8.31 million.*

** *Includes ₹ 4.97 million involved in criminal litigations against Bank of Baroda and ₹ 27.74 million in statutory and regulatory proceedings against Bank of Baroda. For further information, see "Outstanding Litigation and Material Developments – Litigation against our Promoters – Criminal Litigation " and "Outstanding Litigation and Material Developments – Litigation against our Promoters – Actions taken by Regulatory and Statutory Authorities " on pages 379 and 386, respectively.*

There are no litigations against our Group Companies, the outcome of which may have a material impact on our Company. Further, in the ordinary course of business, we may subject to consumer protection claims, product liability claims and other commercial claims related to the conduct of our business. Litigation resulting from these claims could be expensive to resolve and require significant attention of management and key personnel. Additionally, a few of our former employees have initiated legal proceedings against us, including for re-instatement of employment, and there can be no assurance that these will be decided in our favour, or that no other such cases alleging violation of labour laws will be filed against us in the future. Any adverse outcome in such litigations may increase our administrative costs and impact our operations.

Further, our Company is also subject to an inquiry conducted by the Directorate General of GST Intelligence Zonal Unit, Mumbai, ("**DGGI**") at our Company's office on September 5, 2022 in relation to the input tax credit availed on services received from certain vendors by our Company. A summon dated September 1, 2022, was received our Company in this regard on September 7, 2022 under Section 70 of the Central Goods and Services Tax Act, 2017. While our Company has submitted the agreements, invoices and other documents sought by DGGI, paid an amount of ₹ 76.39 million and our Company has not received any show cause notice or demand notice from DGGI as on the date of this Draft Red Herring Prospectus, we cannot assure you that no additional liability (including interest and penalty) will arise on our Company or our Company will not be subject to any further scrutiny by the DGGI.

There can be no assurance that these legal proceedings and the actions initiated by regulatory authorities will be decided in our favour or in favour of our Company, Promoters and Directors. In addition, we cannot assure investors that no additional liability will arise out of these proceedings. Decisions in such proceedings adverse to our interests may have an adverse effect on our business, results of operations and financial condition.

35. If we are unable to retain and recruit highly productive individual agents on a timely basis and at reasonable cost, there could be an adverse effect on our results of operations

We rely on a limited but highly productive agent network. As at June 30, 2022 our Company had 1,634 individual agents. For Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022, our individual agents procured ₹ 222.88 million, ₹ 226.72 million, ₹ 431.05 million and ₹ 116.03 million of our New Business IRP, respectively, which was 2.62%, 2.54%, 3.20% and 3.92% of our total New Business IRP in each of the corresponding periods.

We, as with other players within the life insurance industry in India, experience high attrition levels among individual agents. We attract and attempt to retain our agents through incentives, such as rewards and remuneration benefits, training support, pre- and post-sale support services, diverse product range to cater all customer segments along with the benefit of being a trusted brand with a strong financial position. Further, we enter into standardised agreements with our agents and our agents have the right to terminate their agreements by giving a prior notice of 30 days to our Company.

We may need to increase commission and other benefits in order to attract and retain enough agents, subject to the cap on commission payable to our agents. Pursuant to Regulation 5 of the Insurance Regulatory and Development Authority of India (Payment of Commission or Remuneration or Reward to Insurance Agents and Insurance Intermediaries) Regulations, 2016, we, as with all other players in India, are subject to various caps on commission payable to our distribution partners. There is no guarantee that we will be able to find suitable replacements for agents whose services we lose in a timely manner or at all and successfully implement a smooth transition of responsibilities to them. Individual agents may resign or be terminated for various reasons, including non-procurement of minimum business and pursuing other employment avenues for personal reasons. If we fail to attract and retain agents, our ability to market and sell our products and provide our customers with the level of service we aim to provide them could be adversely affected since a considerable decrease in the number of our agents could lead to us having reduced capacity in distributing our products, which could have a material adverse effect on our results of operations.

36. ***We depend on our Key Managerial Personnel and other skilled personnel, including actuaries, and the loss of their services could have a material adverse effect on our business, financial condition, results of operations and cash flows.***

Our market position and success depend to a large extent on our ability to recruit and retain Key Managerial Personnel. If we are unable to retain or suitably replace members of our Key Managerial Personnel, it could have a material adverse effect on our business, financial condition, results of operations and cash flows. In terms of our KMPs, we had one attrition in Fiscal 2020, one attrition and two superannuations in in Fiscal 2021 and two attritions in Fiscal 2022.

In addition, the success of our business is in part dependent on the continued service of other skilled personnel who have in-depth knowledge and understanding of our business, including members of our senior management, information technology specialists, experienced investment managers and other finance professionals. We also rely on the sound underwriting, product development, risk control, business development, investments and actuarial expertise of our senior management members and skilled actuarial, underwriting and other personnel. In particular, we rely on a limited number of actuarial personnel, including our Appointed Actuary. Actuaries work in a specialised profession and there are a limited number of persons qualified to practice as an actuary in India, given the stringent eligibility requirements prescribed for appointed actuaries under the IRDAI regulations, including the Insurance Regulatory and Development Authority of India (Appointed Actuary) Regulations, 2017, as amended. The market for actuaries is competitive, and we may not continue to be successful in our efforts to attract and retain actuaries. As at June 30, 2022, our Company had three actuaries, including our Appointed Actuary.

Although the retirement of Key Managerial Personnel and actuaries has not had an adverse effect on our business, financial condition, results of operations and cash flows, we may need to increase compensation and other benefits in order to attract and retain Key Managerial Personnel and other skilled personnel in the future in connection with any future growth plans, and we may face difficulty in doing so due to the intense competition in the Indian life insurance industry for such personnel. The loss of their services could have a material adverse effect on our business, financial condition, results of operations and cash flows.

37. ***We may be unable to adequately hedge the risks arising out of our guaranteed return products.***

Certain of our non-participating products provide a minimum guaranteed return that is payable on death or maturity. As of March 31, 2020, March 31, 2021, March 31, 2022 and June 30, 2022, we had issued 60,228, 59,509, 101,031 and 24,823 guaranteed return policies. Accordingly, we attempt to make adequate provisions for pay-outs under our guaranteed return policies. Failure to accurately estimate or account for such pay-outs may in turn have a material adverse effect on our business, financial condition, results of operations and cash flows.

38. ***There have been delays in relation to reporting requirements in respect of issuance of Equity Shares by our Company and other delays and non-compliances under the Companies Act and other applicable laws. Further, there have been certain instances of delays and non-compliances, including with respect to certain secretarial/ regulatory filings for corporate actions and there have been inadvertent inaccuracies in certain of our regulatory filings and corporate records. Accordingly, we may be subject to regulatory actions and penalties in this regard.***

We manage our internal compliance by monitoring and evaluating internal controls and ensuring all relevant statutory and regulatory compliances. However, there can be no assurance that deficiencies in our internal controls will not arise, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all.

There have been delays with respect to certain reporting obligations in respect of reporting receipt of foreign inward remittance towards subscription to Equity Shares for the allotments made by our Company on August 27, 2009, October 22, 2009, August 27, 2010, August 16, 2011 and October 5, 2015, respectively. The delay in reporting ranged from two days, to nine years and twenty seven days. Subsequently, our Company had *vide* compounding application dated January 29, 2019, compounded the aforesaid delays by payment of a compounding fee of ₹ 3.60 million levied by the RBI *vide* order dated April 10, 2019.

Further, we were not in compliance with the provisions of Section 123 of the Companies Act, 2013, in relation to the dividend paid by our Company for Fiscal 2019 since the losses incurred by our Company in Fiscal 2018 were not set-off by us while declaring dividends. The non-compliance was subsequently compounded by payment of compounding fee of ₹ 0.03 million vide order dated September 8, 2021, passed by the Regional Director, Ministry of Corporate Affairs. For further information, see "*Dividend Policy*" on page 256.

There have been certain inadvertent delays in respect of filings made by our Company in the past. For example, our Company filed the resolution passed by our Board on May 22, 2015 in Form MGT-14 on October 6, 2022, with the Registrar of Companies with a payment of late filing fee in relation to the allotment of Equity Shares undertaken by our Company on October 5, 2015. While the Form MGT-14 has been approved by the Registrar of Companies vide service request number F27701622, we cannot assure you that the Registrar of Companies will not take any further action against our Company in relation to the delayed filing.

Further, our Company filed Forms KMP-1 with IRDAI on October 7, 2022 in relation to the appointment of two of our Key Managerial Personnel, Atri Chakraborty (our Chief Operating Officer) and Sankaranarayanan Raghavan (our Chief Technology and Data Officer), who joined our Company with effect from June 30, 2020 and June 22, 2020, respectively, as required under the IRDAI CG Guidelines. We cannot assure you that IRDAI will not initiate action against or impose penalties on our Company in relation to such a delayed filing.

Additionally, certain corporate records maintained by our Company have had factual inaccuracies, including the relevant resolution of our Board dated July 17, 2009 ("**Board Resolution**") and resolutions of our Allotment Committee dated August 27, 2009 and October 22, 2009 ("**Allotment Resolutions**"), respectively, relating to the allotments of 36,950,000 and 163,000,000 Equity Shares, made on August 27, 2009 and October 22, 2009, which contain a factual discrepancy in terms of the name of the shareholder being allotted the Equity Shares. The Board Resolution had authorised the issue of shares to Legal & General Group PLC whereas the allotments were made by way of the Allotment Resolutions, to Legal & General Middle East Limited. While we ensure implementation of required compliance systems, we cannot assure you that such inaccuracies and non-compliances will not happen in the future and that our Company will not be subject to any action by statutory or regulatory authorities.

39. We rely on third-party service providers in several areas of our operations and hence do not have full control over the services provided to us or our customers.

Our outsourcing activities are regulated by the IRDAI and we are not permitted to outsource certain activities. Other than these, we rely on third parties in several areas of our operations on a regular basis. In particular, we have outsourced a portion of our operations, such as housekeeping services, printing of policy documents, data entry, network and call centre support to third parties. Accordingly, some of these third parties have direct access to our systems in order to provide their services to us. For further information on the risks posed by our third-party service providers operating the majority of our communications, network, and computer hardware and software, see "- *22. Our business involves the use, transmission and storage of confidential customer information and the failure to properly safeguard such information could result in violations of data privacy laws and regulations and lead to reputational harm and monetary damages, which could have a material adverse effect on our business, financial condition, results of operations and cash flows*" on page 49.

In addition, we may have disagreements with our third-party service providers regarding the issue of who is responsible for any failures or incidents under applicable business associate agreements or other applicable outsourcing agreements. Any contractual remedies and/or indemnification obligations we may have for service provider failures or incidents may not be adequate to fully compensate us for any losses suffered as a result of any vendor's failure to satisfy its obligations to us. In addition, our service provider arrangements could be adversely impacted by changes in vendors' or service providers' operations or financial condition, or other matters outside of our control. Violations of, or non-compliance with, laws and/or regulations governing our business or non-compliance with contract terms by third-party service providers could increase our exposure to liability to our members, providers, or other third parties, or could result in sanctions and/or fines from the regulators that oversee our business, and could harm our business and reputation. Moreover, if these service provider relationships are terminated for any reason, we may not be able to find alternative partners in a timely manner and may experience disruptions to our operations in connection with vendor or service provider transitions. As a result, we may not be able to fully meet the demands of our intermediaries or customers and, in turn, our business, financial condition, and results of operations may be harmed.

Our operations could be delayed or our commercial activities could be harmed due to any such event despite having continuity plans in place as required by regulations. As an insurer in India, we are subject to the Outsourcing Regulations. The Outsourcing Regulations set forth the mode, process and manners we are obliged to follow when we engage a third-party service provider. It also includes a list of activities we are prohibited from outsourcing. We incur regular and additional expenses in complying with the Outsourcing Regulations. Failure to comply with the Outsourcing Regulations may lead to a levy of penalty under section 102 of the Insurance Act, 1938 of ₹ 0.1 million for each day during which the contravention or failure subsists or ₹ 0.01 billion, whichever is less. There is no assurance that the requirements under the Outsourcing Regulation would not change or heighten in the future. If there were to happen, there could be a material adverse effect on our business, financial condition, results of operations and prospects and we could be subject to penalty from the regulator. In addition, if our third-party providers fail to operate in compliance with regulations or corporate and societal standards, we could suffer reputational harm.

40. If we are unable to protect our intellectual property and proprietary information, or if we infringe the intellectual property rights of others, our business, financial condition, cash flows and results of operations may be adversely affected.

Our Company has nine registered trademarks in India under the Trademarks Act, 1999, including for the trademarks, 'IndiaFirst Life Insurance', 'Magic Board', 'LifeTech', 'AutoLife', among others, and our erstwhile logo, under various classes of the Trademarks Act, 1999. For further information, see "*Our Business*" on page 167 and "*Government and Other Approvals – Intellectual Property*" on page 393. We have three trademark applications pending, for the wordmark 'IndiaFirst Life Insurance' (under Class 35 *inter alia* for advertising business management and business administration) and our new wordmark 'IndiaFirst Life Insurance' and logo under classes 35 and 36 respectively, any of which may be subject to governmental or third-party objection, which could prevent the maintenance or issuance of the same. Further, our applications for registration of "Iris" under class 35 and "you have the power" under classes 35 and 36 are currently objected and our application for the trademark "*yetohcertainhai*" was refused in the past. We cannot assure investors that we will be able to register all of the trademarks applied for in our name, and such failure may materially and adversely affect our business and reputation. For instance, the failure to register such trademarks could lead to unauthorized use of our trademarks by unlicensed individuals posing as our Company's agents, which could harm our business and reputation. We may not always be able to safeguard the same from infringement, and may not be able to respond to infringement activity occurring without our knowledge. Moreover, our existing trademarks may expire, and there can be no assurance that we will renew them after expiry.

If our competitors replicate our product names, or if the names used by us inadvertently infringe on the intellectual property rights of third parties, it may expose us to legal proceedings and erode our business value and reputation. This could materially and adversely affect our reputation, results of operations and financial condition.

If a dispute arises with respect to any of our intellectual property rights, we will be required to produce evidence to defend or enforce our claims, and we may become party to litigation, which may strain our resources and divert the attention of our management. We cannot assure investors that any infringement claims that are material will not arise in the future or that we will be successful in defending any such claims when they arise. Unauthorized use of our intellectual property rights by third parties could adversely affect our reputation. We may be required to resort to legal action to protect our intellectual property right, which may strain our resources and divert the attention of our management. Any adverse outcome in such legal proceedings or our failure to successfully enforce our intellectual property rights may adversely affect our ability to use intellectual property, which could have an adverse effect on our business, results of operations and cash flows.

41. All of our branches are leased from third parties. If we are unable to renew or extend such leases, our operations may be adversely affected.

All of our branches are in premises leased from various third parties. Further, our Registered and Corporate office is also located on a leased premise. For further information, see "*Our Business – Properties*" on page 203. The lease agreements can be terminated, and any such termination could result in any of our branches being shifted or shut down. Some of the lease agreements may have expired in the ordinary course of business and we are currently involved in negotiations for the renewal of these lease agreements. While we have not faced major issues renewing the leases of our branches in the past, if these lease agreements are not renewed or not renewed on terms favourable to us, we may suffer a disruption in our operations or increased costs, or both, which may affect our business and results of operation. In Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022, our lease expenditure amounted to ₹ 101.21 million, ₹ 131.65 million, ₹ 127.87 million and ₹ 34.16 million, respectively. Any adverse effect on the title, ownership rights, development rights of the owners from whose premises we operate, breach of the contractual terms of any lease, leave and license agreements, or any inability to renew such agreements on terms favourable to us, if at all, may cause disruptions in our business and we may incur substantial costs associated with shifting to new premises, all of which may adversely affect our business and results of operations.

Further, our lease deeds are required to be adequately stamped and duly registered, and certain of our leases are undergoing registration. Unless such documents are adequately stamped or duly registered, such documents may be rendered inadmissible as evidence in a court in India or may not be authenticated by any public officer and the same may attract penalty as prescribed under applicable law or may impact our ability to enforce these agreements legally, which may result in an adverse effect on the continuance of our operations and business. We cannot assure investors that we will be able to renew any such arrangement when the term of the original arrangement expires, on similar terms or terms reasonable for us or that such arrangements will not be prematurely terminated (including for reasons that may be beyond our control). The failure to identify suitable premises for relocation of existing properties, if required, could have an adverse effect on our business and results of operations.

42. ***We may undertake strategic investments or divestments, acquisitions and joint ventures, which may not perform in line with our expectations.***

We may, depending on our management's view and market conditions, pursue strategic investments, undertake acquisitions (through amalgamation of other life insurance companies in India) and enter into joint ventures. We cannot assure investors that we will be able to undertake such strategic investments, acquisitions (including by way of a merger, or share or asset acquisition) or joint ventures in the future, either on terms acceptable to us or at all. Moreover, we require regulatory approval for acquisitions, and we cannot guarantee that we will receive such approvals in a timely manner, or at all.

These may subject us to many risks, and we can provide no assurances that any such ventures will be successful or meet our expectations. In addition, these new ventures may require regulatory approvals, and we cannot assure investors that we will be able to procure such approvals, either in a timely manner or at all. If these new ventures are not successful, we may suffer losses, dilute value to shareholders or may not be able to take advantage of appropriate investment opportunities or conclude transactions on terms commercially acceptable to us. These may require significant investments of capital and we may not realize our expected (or any) returns on these investments. Our management may also need to divert its attention from our operations in order to integrate such new businesses, which may affect the quality of operational standards and our ability to retain the business of our existing customers. We may also have difficulty in integrating the acquired products, services, solutions, technologies, management and employees into our operations. We may face litigation or other claims arising out of our new businesses, including disputes with regard to additional payments or other closing adjustments. While we have not undertaken an acquisition in the past, should we choose to do so in the future, these difficulties may disrupt our ongoing business, distract our management and employees, and increase our expenses. As a result, our business, financial condition, results of operations, cash flows and prospects may be materially adversely affected.

43. ***Our Promoters and certain of our Directors and Key Managerial Personnel may have interests other than reimbursement of expenses incurred and normal remuneration or benefits. Further, some of our Directors may have interests in entities in businesses similar to ours or are associated with the securities market, which may result in conflicts of interest with us.***

The interests of one of our Promoters, Bank of Baroda, may conflict with your interests as a shareholder, owing to its equity shareholding in two entities, namely 3,092,676 equity shares held in General Insurance Corporation of India and 1,806,204 equity shares held in Life Insurance Corporation of India, which are engaged in a similar line of business as our Company. For further details, see "*Our Promoters and Promoter Group – Interests of Promoters*" on page 250. Certain of our Directors and Key Managerial Personnel may be deemed interested in our Company to the extent of regular remuneration, incentives, benefits and reimbursement of expenses, as applicable, payable to them by our Company. Our Managing Director and Chief Executive Officer, R.M. Vishakha, has been granted options that can be exercised for cash consideration only, resulting in her performance bonus. For details, see *"Our Management – Terms of appointment of our Managing Director and Chief Executive Officer"* on page 231. Additionally, some of our Directors and Key Managerial Personnel may also be regarded as interested to the extent of employee stock options granted by our Company and which may be granted to them, from time to time, under the ESOP Scheme, as applicable. For details, see "*Capital Structure – ESOP Scheme*" on page 100. Further, one of our Promoters, Bank of Baroda is also interested to the extent of commission earned from our Company from the distribution of our Company's insurance policies. For the payments that are made by our Company to such related parties including remuneration to our Directors and our Key Managerial Personnel, see "*Summary of the Offer Document– Summary of Related Party Transactions*" on page 19. Three of our Directors are also nominee of our Promoter Selling Shareholders. Bank of Baroda is also be deemed to be interested in certain borrowings availed by us from, and NCDs issued by us to Bank of Baroda. For further details, see "*Financial Indebtedness*" on page 335. Accordingly, there may be certain conflicts between their interests and the best interest of our Company.

Some of our Directors may have investments or interests in entities engaged in businesses similar to ours, or are associated with entities involved in the securities market in general, which may, in the future, result in conflicts of interest with us. For example, Kavassery Sankaranarayanan Gopalakrishnan is associated with Acko General Insurance Limited as a director, Sanjiv Chadha is associated with a book running lead manager to the Offer, BOB Capital Markets Limited as a nominee director and with the National Insurance Company Limited as a director and Narendra Ostawal is associated with Computer Age Management Services Limited as a director. For further information, see "*Our Management*" and "*Other Regulatory and Statutory Disclosures – Prohibition by SEBI or other governmental authorities*" on pages 228 and 395, respectively. Further, one of our Promoters, Bank of Baroda receives a license fee of ₹ 6.90 million from our Company pursuant to the usage of name, logo and sub brand "bobWorld" owned by Bank of Baroda vide a trade logo agreement dated September 8, 2022 entered into by our Company with Bank of Baroda. For details, see "- *28. We use the logo of one of our Promoters, Bank of Baroda, and one of our Shareholders, Union Bank of India, for marketing and communication purposes, through trade logo agreements. If these agreements are terminated or we are unable to renew these agreements in a timely manner on commercially viable terms, or at all, our business, financial condition, cash flows and results of operations may be adversely affected*" on page 52.

44. ***Insurance volumes in India typically increase significantly in the last quarter of each Fiscal due to customers capitalising on income tax advantages that life insurance products offer. As such, our business is subject to seasonality and our results of operations and cash flows for any given period are not necessarily indicative of our annual results of operations and cash flows.***

The insurance sector is subject to seasonal fluctuations in product mix, operating results and cash flow. Insurance volumes typically increase significantly in the last quarter of each Fiscal, which coincides with the end of the tax year in India, due to customers capitalising on income tax advantages that life insurance products offer. For the same reason, we typically experience lower business volumes in the first quarter of each Fiscal. Accordingly, our results of operations and cash flows are subject to seasonality and are not necessarily indicative of annual results or continuing trends and may vary. In addition, financial information for the three months ended June 30, 2022 are not indicative of full-year results and are not comparable with the financial information presented for Fiscal 2020, 2021 and 2022.

45. ***We may not be able to grow our emerging distribution platforms in order to diversify our distribution mix, and in particular, we may not be able to develop our digital modes in the event of changes in search engine logic or regulations of search engines.***

As part of our business strategies, we intend to increase the share of our emerging channels, comprising our agency network, CSC-MFI tie-ups, broker channels, direct and digital sales, in order to diversify our distribution mix. For further information, see "*Our Business – Business Strategies – Reinforce our emerging distribution platforms to fortify and diversity our distribution mix*" on page 173. However, we may not be able to identify additional CSC-MFIs who are deemed suitable for entering into tie-ups for distributing our products. In particular, we have made significant investments in our digital modes, including our own website, the website of our bancassurance partners and our listings on online aggregators, to tap into the digitally-savvy customer base.

A portion of the traffic to our website and those of our bancassurance partners and online aggregators is driven by Google, and, to a lesser extent, other search engines. Many of our customers learn about us by visiting our website. The operating dynamics and pricing on search engine websites can experience rapid change commercially, technically and competitively. For example, Google frequently updates and changes, in ways that are difficult to foresee, the logic that determines the placement and display of its search results. Changes in how Google or other search engines present insurance product search results, may be competitively disadvantageous to us and may impact our ability to efficiently generate traffic to our website, which in turn would have an adverse effect on our business, market share and results of operation.

46. ***Some of our distribution partners, including individual agents, corporate agents, insurance brokers and distributors, may not have obtained the requisite qualifications, licenses or registrations.***

The distribution of insurance products is regulated in India. We engage a range of individuals and entities to distribute our products, including individual agents, corporate agents, brokers and other distributors, who are subject to strict eligibility criteria and qualifications and are also required to obtain a valid license or registration from IRDAI prior to distributing insurance products. Despite our internal guidelines and processes to confirm the qualifications of our distributors, the failure of our distributors to meet these requirements has subjected us to penalties in the past, and could subject us to penalties in the future. In addition, we may have to terminate our relationship with distributors who do not meet these requirements. Any of these could adversely affect our business, results of operations and financial condition.

47. ***Our ability to pay dividends in the future will depend upon our future results of operations, financial condition, cash flows and working capital and capital expenditure requirements.***

Any dividends to be declared and paid in the future are required to be recommended by our Board and approved by our shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. Our ability to pay dividends in the future will depend upon our future results of operations, financial condition, cash flows, sufficient profitability, working capital requirements, capital expenditure requirements and Solvency Ratio requirements. We cannot assure investors that we will generate sufficient revenues to cover our operating expenses and, as such, pay dividends to our shareholders in future consistent with our past practices, or at all. Further, we may be subject to regulatory restrictions which may adversely affect our ability to pay dividends. For instance, the IRDAI issued general advisories dated April 13, 2020 and April 24, 2020 ("**Capital Conservation Circular**") to insurers for capital conservation with focus on dividends, expense management, liquidity management and solvency monitoring, urging insurers to take a conscious call to refrain from making dividend pay-outs from profits pertaining to the financial year ending March 31, 2020, till further instructions from the IRDAI in this regard. Considering the revival phase of the economy in general and the insurance industry in particular and taking into account the solvency position of the insurers, the IRDAI decided to withdraw the applicability of the Capital Conservation Circular with effect from February 25, 2021. However, the IRDAI requested the insurers to take a conscious call in the matter of declaring dividends for Fiscal 2021 considering their capital, solvency and liquidity positions.

48. Our financial statements differ significantly from financial statements prepared by non-insurance companies.

The Restated Financial Statements have been prepared in accordance with accounting principles generally accepted in India ("**Indian GAAP**"), the IRDAI Financial Statements Regulations, the Companies Act, 2013, the Insurance Act, the IRDA Act and applicable SEBI Regulations. The Restated Financial Statements, and the financial statements which will be prepared for future accounting periods, will differ significantly from those of non-insurance companies and may be difficult to understand. In particular, while financial statements of non-insurance companies typically comprise an income statement, a balance sheet and a statement of cash flows, our financial statements comprise a revenue account (also known as the "Policyholders' Account" or the "Technical Account"), the profit and loss account (also known as the "Shareholders' Account" or "Nontechnical Account"), balance sheet and our Receipts and Payments Account. As a result of the technical nature of our financial statements as compared to those of non-insurance companies, an investor may find them difficult to understand or interpret, and it may cause the investor to make a choice to invest in us which he or she would not otherwise make with a more complete understanding. Investors should read the Examination Report attached to our Restated Financial Statements and the notes thereto on page 257.

49. Changes in the accounting standards used in the reporting of our Restated Financial Statements due to new pronouncements, such as Ind AS, interpretations, migration to new standards or even due to our own decision to change accounting policies may significantly affect our financial statements for future years, and may materially and adversely affect our financial condition and results of operations.

The Restated Financial Statements have been prepared in accordance accounting principles generally accepted in India (Indian GAAP), the IRDAI Financial Statements Regulations, the Companies Act, 2013, the Insurance Act, the IRDAI Act and applicable SEBI Regulations.

The IRDAI, vide its circular ref: IRDAI/F&A/CIR/ACTS/023/01/2020 dated January 21, 2020, announced its plans to implement Ind AS 109 only once IFRS 17 is finalised by the International Accounting Standards Board (IASB). The IRDAI has withdrawn its earlier circular dated June 28, 2017, which stated that implementation of Ind AS in the insurance sector will be applicable with effect from April 1, 2020.

The Ministry of Corporate Affairs (the "**MCA**"), in its press release dated January 18, 2016, issued a roadmap for implementation of Ind AS converged with IFRS for scheduled commercial banks, insurance companies and non-banking financial companies. Subsequently, MCA issued the Companies (Accounting Standards) Amendment Rules, 2016 dated March 30, 2016 ("**Amendment Rules**") applicable for accounting periods commencing on or after March 30, 2016. The Amendment Rules require insurance companies to apply Ind AS for the preparation and presentation of financial statements as notified by the RBI and the IRDAI.

The manner of application of certain Ind AS accounting standards, particularly with respect to insurance companies, is somewhat uncertain, and further guidance on such application is expected to be provided by the IRDAI. In the absence of requisite guidance from the IRDAI on the interpretation and application of Ind AS and policies to insurance companies, we are unable to determine with any degree of certainty the impact that the adoption of Ind AS will have on the preparation and presentation of our financial statements. In the absence of established practice in India regarding the implementation and application of Ind AS to insurance companies, we may encounter technical difficulties in implementing and enhancing our management information systems in the context of our transition to Ind AS. In addition, there is increasing competition for the small number of Ind AS-experienced accounting personnel available as more Indian companies begin to prepare Ind AS financial statements.

In this Draft Red Herring Prospectus, we have not made any attempt to quantify or identify the impact of the differences between Ind AS and Indian GAAP as applied to our historical financial statements and there can be no assurance that the adoption of Ind AS will not materially affect the preparation and presentation of our financial statements in the future. In addition, any future changes to accounting standards or related regulations, may have a significant effect on our financial condition and results of operations.

50. Our insurance coverage on our own assets could prove inadequate to cover our loss. If we were to incur a serious uninsured loss or a loss that significantly exceed the limits of our insurance policies, it could have a material adverse effect on our business, results of operations and financial condition.

We maintain what we believe to be appropriate insurance coverage, commensurate with industry standards in India and with reputed insurers, including, for instance, policies covering our assets against losses from fire, burglary, risks to our property, group term plan for employees and group medishield policy. As of March 31, 2020, 2021 and 2022 and as of June 30, 2022, our insurance coverage amounted to ₹ 633.68 million, ₹ 569.20 million, ₹ 707.84 million and ₹ 599.31 million, respectively, which represented 140.07%, 189.43%, 313.38% and 316.97% of our total assets as on such dates. However, we cannot assure you that our current insurance policies will insure us fully against all risks and losses that may arise in the future. In addition, even if such losses are insured, we may be required to pay a significant deductible on any claim for recovery of such a loss, or the amount of the loss may exceed our coverage for the loss. In addition, our insurance policies are subject to annual review, and we cannot assure you that we will be able to renew these policies on similar or otherwise acceptable terms, if at all. If we were to incur a serious uninsured loss or a loss that significantly exceeds the limits of our insurance policies, or if we were unable to renew our insurance policies on acceptable terms or at all, it could have a material adverse effect on our business, financial condition and results of operations.

51. ***Industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by CRISIL Limited exclusively commissioned and paid for by us for such purpose.***

We have used the report titled "Analysis of Life Insurance Industry in India" dated October 20, 2022 ("**CRISIL Report**") prepared by CRISIL Limited ("**CRISIL**") appointed on September 14, 2022 for purposes of inclusion of such information in this Draft Red Herring Prospectus, and exclusively commissioned by our Company for purposes of inclusion of such information in the Offer documents at an agreed fees to be paid by our Company. The report is a paid report and is subject to various limitations and based upon certain assumptions that are subjective in nature. Although we believe that the data and contents of the CRISIL Report may be considered to be reliable, the accuracy, completeness and underlying assumptions are not guaranteed, and dependability cannot be assured. Given the scope and extent of the CRISIL Report, disclosures are limited to certain excerpts and the CRISIL Report has not been reproduced in its entirety in this Draft Red Herring Prospectus, but will be available on the website of our Company at https://www.indiafirstlife.com/Investor-Relations from the date of the Red Herring Prospectus till the Bid/ Offer Closing Date. Further, there is no assurance that such information is stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. In addition, statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus. Also see, "*Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data*" on page 24.

52. ***Our non-convertible debentures are listed on the NSE and we are subject to rules and regulations with respect to such listed non-convertible debentures. If we fail to comply with such rules and regulations, we may be subject to certain penal actions, which may have an adverse effect on our business, results of operations, financial condition and cash flows.***

Our Company has issued unsecured, redeemable, rated and non-convertible debentures ("**NCDs**"). The debenture trust deeds entered into by our Company in relation to these NCDs include restrictive covenants that require us to *inter alia* intimate or obtain the consent of the debenture trustee before undertaking certain corporate actions, such as making material changes in the nature and scope of the business of our Company, carrying out any amalgamations, mergers, demergers or corporate restructuring and making material changes in the composition of our Board of Directors. For further information, see *"Financial Indebtedness"* on page 335. Accordingly, we have made an intimation to the debenture trustee in relation to the Offer. Failure to obtain consents, make intimations or comply with such covenants may adversely impact our business and operations.

Further, these NCDs are listed on the debt segment of NSE. We are required to comply with various applicable rules and regulations, including the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and applicable provisions of the Listing Regulations, in terms of our listed NCDs. If we fail to comply with such rules and regulations, we may be subject to certain penal actions, including, without limitation, restrictions on the further issuance of securities and the freezing of transfers of securities, which may have an adverse effect on our business, results of operations, financial condition and cash flows. As a result of having our NCDs listed, our Company is subject to the continuous disclosure obligations under the SEBI Listing Regulations. This requires us to publish our quarterly financial results, subjected to a limited review by our Joint Statutory Auditors, for every quarter within 45 days from the completion of the previous quarter, as well as submit a copy of the financial results to the debenture trustees on the same day the information is submitted to stock exchanges. Our results of operations in one quarter may not accurately reflect the trends for the entire financial year and may not be comparable with our results of operations for other quarters. Such fluctuations may impact comparison of our reported quarterly financial performance across quarters.

For details of such listed non-convertible debentures, see "*Financial Indebtedness*" on page 335.

53. ***We have entered into certain related party transactions in Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022. We will continue to enter into related party transactions, and there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties.***

We have entered into certain transactions with related parties for Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022 aggregating to ₹ 3,080.48 million, ₹ 2,003.23 million, ₹ 3,815.15 million and ₹ 453.45 million, respectively, which represented 8.56%, 3.07%, 5.29% and 6.19% of our total income (Policyholders' Account), respectively. For further information on our related party transactions, see "*Restated Financial Information – Notes to Restated Financial Information – Notes to Accounts: 21. Related Party Disclosure*" and "*Summary of Offer Document – Summary of Related Party Transactions*" on pages 305 and 19, respectively.

While we believe that all such transactions have been conducted on an arm's length basis, it is likely that we will continue to enter into related party transactions in the future and we cannot assure investors that we would not achieve more favourable terms if such transactions are entered into with unrelated parties. There can be no assurance that related party transactions, individually or in the aggregate, will not have an adverse effect on our business and results of operations. Such related party transactions may also potentially involve conflicts of interest.

54. ***We have certain contingent liabilities that have not been provided for in our financial statements, which if they materialize, may adversely affect our financial condition.***

As of June 30, 2022, our contingent liabilities as per the Restated Financial Statements, were as follows:

Particulars	As of June 30, 2022 (₹ in million)
Contingent Liabilities	
Partly paid-up investments	63.05
Claims, other than against policies, not acknowledged as debts by the Company	-
Underwriting commitments outstanding	-
Guarantees given by or on behalf of the Company	-
Statutory demands/ liabilities in dispute, not provided for	797.89
Reinsurance obligations to the extent not provided for in the accounts	-
Policy related claims under litigation	638.91
Total	**1,499.85**
Commitments	
Commitments made and outstanding for loans and investments	0
Estimated amount of contracts remaining to be executed on fixed assets, to the extent not provided for (net of advances)	4.59
Total	**4.59**

Notes:

(a) Statutory demands and liabilities in dispute, not provided for relate to the show cause cum demand notice received by the company from the tax authority. The company has filed an appeal against the show cause cum demand notice with the appellate authority and has been advised by the experts that our grounds of appeal are well supported by law in view of which the company does not expect any liability to arise in this regard.

(b) In respect of pending litigations related to repudiated claims, where the management assessment of a financial outflow is probable, the Company has made a provision basis past experience which is as below:

(₹ in million)

Particulars	*As at March 31, 2020*	*As at March 31, 2021*	*As at March 31, 2022*	*As at June 30, 2022*
Provision in respect of pending litigation where management assessment of financial outflow is probable	*45.37*	*51.65*	*58.05*	*55.68*

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, financial condition and results of operations. There can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current fiscal or in the future. For further information, see *"Restated Financial Information – Notes to Restated Financial Information – Notes to Accounts – 1. Contingent Liabilities"* on page 290.

55. ***Our Company will not receive any proceeds from the Offer for Sale. A portion of the proceeds from the Offer for Sale will be paid to the Selling Shareholders.***

The Offer consists of a Fresh Issue of Equity Shares by our Company and an Offer for Sale of Equity Shares by the Selling Shareholders. We will only receive the proceeds from the Fresh Issue, and the entire proceeds from the Offer for Sale will be paid to the Selling Shareholder(s) and we will not receive any such proceeds. Each Selling Shareholder shall be entitled to the proceeds from the Offer for Sale, in proportion to its respective portion of the Offered Shares transferred by it in the Offer for Sale (after deducting the applicable Offer-related expenses and taxes), and our Company will not receive any proceeds from the Offer for Sale. For further information, see "*The Offer*", "*Capital Structure*" and "*Objects of the Offer*" on pages 75, 92 and 104, respectively.

56. ***The average cost of acquisition of Equity Shares by the Selling Shareholders may be less than the Offer Price.***

The average cost of acquisition of Equity Shares by the Selling Shareholders may be less than the Offer Price. The details of the average cost of acquisition of Equity Shares held by the Selling Shareholders are set out below:

Name of the Selling Shareholder	Number of Equity Shares held	Average cost of Acquisition per Equity Share (in ₹)*
Bank of Baroda(1)^	490,340,909	28.21
Carmel Point Investments India Private Limited^	196,136,364	50.50
Union Bank(2)	67,893,357	15.42

* *As certified by Mehta Chokshi & Shah LLP and N S Gokhale & Company, our Statutory Auditors, pursuant to the certificate dated October 20, 2022.*

(1) *Inclusive of 10 Equity Shares each held by Purshotam, Rajesh Inder Malhotra and Subrat Kumar as nominees of Bank of Baroda.*
(2) *Inclusive of 10 Equity Shares each held by Arun Kumar and Vikas Babu Chittiprolu as nominees of Union Bank of India.*
^ *Also our Promoters.*

57. We have in the past 12 months issued Equity Shares at a price which could be lower than the Offer Price. The price at which our Company has issued Equity Shares during the last one year from the date of this Draft Red Herring Prospectus may not be indicative of the future price.

We have in the last twelve months prior to filing this Draft Red Herring Prospectus, issued Equity Shares at prices that could be lower than the Offer Price. For information regarding such issuances of Equity Shares, see "*Capital Structure—Notes to Capital Structure*" on page 92.

58. Any variation in the utilisation of the Net Proceeds from the Offer as disclosed in this Draft Red Herring Prospectus shall be subject to certain compliance requirements, including prior Shareholders' approval.

We propose to utilize the Net Proceeds towards augmentation of our capital base to support solvency levels. For further information of the proposed objects of the Offer, see "*Objects of the Offer*" on page 104. We cannot currently determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with the Companies Act and the SEBI ICDR Regulations, we cannot undertake any variation in the utilisation of the Net Proceeds from the Offer as disclosed in this Draft Red Herring Prospectus without obtaining the Shareholders' approval through a special resolution. Our Promoters would also be required to provide an exit opportunity to the shareholders who do not agree with our proposal to change the objects of the Offer or vary the terms of such contracts, at a price and manner as prescribed by SEBI. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the Shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such Shareholders' approval may adversely affect our business or operations.

In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Offer, if any, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of Offer proceeds, if any, which may adversely affect our business and results of operations.

59. We have in this Draft Red Herring Prospectus included certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance. These non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the industry in which we operate, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.

Certain non-GAAP financial measures and certain other industry measures relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. We compute and disclose such non-GAAP financial measures and such other industry related statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of insurance companies, many of which provide such non-GAAP financial measures and other industry related statistical and operational information. For more details, see *"Certain Conventions, Presentation of Financial, Industry and Market Data – Non-Generally Accepted Accounting Principles Financial Measures"* on page 23. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our audited financial statements as reported under applicable accounting standards disclosed elsewhere in this Draft Red Herring Prospectus.

These non-GAAP financial measures and such other industry related statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and industry related statistical information of similar nomenclature that may be computed and presented by other companies. For further information, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators*" on page 343.

60. Our funding requirements and the proposed deployment of Net Proceeds have not been appraised and our Company has broad discretion over the use of the Net Proceeds and may use them in ways with which you do not agree and in ways that may not enhance our operating results or the price of our Equity Shares.

We intend to utilize the Net Proceeds to augment our capital base to support solvency levels. Our proposed deployment of the Net Proceeds has not been appraised and it is based on management estimates. As stipulated in Regulation 41 of the SEBI ICDR Regulations, we are not required to appoint a monitoring agency for the use of the Net Proceeds and we do not intend to do so. Accordingly, the deployment of the Fresh Issue proceeds will be entirely at our discretion which is especially relevant since we have proposed broad utilization of the Net Proceeds. Our board of directors and management will therefore have broad discretion over the application of the Net Proceeds. We may spend or invest these proceeds in ways with which you disagree or that do not yield a favorable or any return. Our actual use of the Net Proceeds may differ substantially from our current plans. Failure by our management to apply these funds effectively could harm our business and financial condition and cause the market price of our Equity Shares to decline. Various risks and uncertainties, including those set forth in this section, may limit or delay our efforts to use of the Net Proceeds to achieve profitable growth in our business. Pending their use, we may invest the Net Proceeds in a manner that does not produce income or that loses value.

61. Certain of the approvals received and intimations made by Union Bank of India, one of our Shareholders, to the Reserve Bank of India are not traceable. Accordingly, Union Bank of India may be subject to regulatory actions and penalties by the Reserve Bank of India in this regard which could affect our reputation and results of operations.

One of our Shareholders, Union Bank of India, has not been able to trace the intimations made to RBI or the approvals received from it, as applicable, for certain allotments made by our Company to Union Bank of India in the past. For example, Union Bank of India has been unable to trace the intimation, as applicable, made to RBI nor the approval received from it, as applicable, for allotment of (a) 37,500,000 Equity Shares on August 27, 2010; (b) 45,000,000 Equity Shares on August 16, 2011; (c) 45,000,000 Equity Shares on October 5, 2015; and (d) 8,181,818 Equity Shares on July 12, 2022. While Union Bank of India has made attempts to locate such approvals and intimations, as applicable, it has not been able to trace the aforementioned documents despite best efforts. In the event any action is taken by RBI for the abovementioned approvals and intimations, as applicable, it may strain our resources and divert the attention of our management and may also affect our reputation and results of operations.

External Risk Factors

Risks Relating to India

62. Recent global economic and political conditions have been challenging and continue to affect the Indian market, which may adversely affect our business, financial condition, results of operations and prospects.

In the event of adverse macroeconomic conditions in India or globally, which may be characterized by higher unemployment, lower household income, lower corporate earnings, lower business investment, higher inflation and lower consumer spending, the demand for insurance products could be adversely affected. Our policyholders may opt to defer or discontinue paying insurance premiums or choose to forgo or not renew their insurance coverage. We may also experience an increase in incidence of claims and non-renewal of policies. The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. For instance, the economic downturn in the U.S. and several European countries during a part of Fiscal 2008 and 2009 adversely affected market prices in the global securities markets, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India and could then adversely affect our business, financial performance and the price of our Equity Shares. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. Demand for our products may be adversely affected by an economic downturn in domestic, regional and global economies. Economic growth in the countries in which we operate is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates and outbreak of an infectious disease, such as the COVID-19 pandemic.

Any other global economic developments or the perception that any of them could occur may continue to have an adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our equity shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

63. Changing laws, rules or regulations and legal uncertainties including taxation laws, or their interpretation, such changes may significantly affect our financial statements.

The regulatory environment in which we operate is evolving and is subject to change. The GoI may implement new laws or other regulations that could affect the component industry, which could lead to new compliance requirements. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. For further information on the laws applicable to us, see "*Key Regulations and Policies*" on page 204.

The Income Tax Act, 1961 ("**IT Act**") was amended to provide domestic companies an option to pay corporate income tax at the effective rate of approximately 25.17% (inclusive of applicable surcharge and health and education cess), as compared to effective rate of 34.94% (inclusive of applicable surcharge and health and education cess), provided such companies do not claim certain specified deductions or exemptions. Further, where a company has opted to pay the reduced corporate tax rate, the minimum alternate tax provisions would not be applicable. Any such future amendments may affect our ability to claim exemptions that we have historically benefited from, and such exemptions may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability. Due to the COVID -19 pandemic, the Government of India had also passed the Taxation and Other Laws (Relaxation of Certain Provisions) Act, 2020, implementing relaxations from certain requirements under, amongst others, the Central Goods and Services Tax Act, 2017 and Customs Tariff Act, 1975.

Further, as GST is implemented, there can be no assurance that we will not be required to comply with additional procedures or obtain additional approvals and licenses from the government and other regulatory bodies or that they will not impose onerous requirements and conditions on our operations. With the implementation of GST, we are obligated to pass on any benefits accruing to us as result of the transition to GST to the consumer thereby limiting our benefits. In order for us to utilise input credit under GST, the entire value chain has to be GST compliant, including us. While we are and will continue to adhere to the GST rules and regulations, there can be no assurance that our suppliers and dealers will do so. Any such failure may result in increased cost on account of non-compliance with the GST and may adversely affect our business and results of operations.

Earlier, distribution of dividends by a domestic company was subject to Dividend Distribution Tax ("**DDT**"), in the hands of the company at an effective rate of 20.56% (inclusive of applicable surcharge and health and education cess). Such dividends were generally exempt from tax in the hands of the shareholders. However, the Government of India has amended the IT Act to abolish the DDT regime. Accordingly, any dividend distributed by a domestic company is subject to tax in the hands of the investor at the applicable rate. Additionally, the Company is required to withhold tax on such dividends distributed at the applicable rate.

Further, the Government of India has notified the Finance Act, 2022 ("**Finance Act**"), which has introduced various amendments to the IT Act. As such, there is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations, and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent, may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations.

Changes in other laws may impose additional requirements, resulting in additional expenditure and time cost. For instance, the GoI has announced four labour codes which are yet to come into force as on the date of this Draft Red Herring Prospectus, namely, (i) the Code on Wages, 2019, (ii) the Industrial Relations Code, 2020; (iii) the Code on Social Security, 2020; and (iv) the Occupational Safety, Health and Working Conditions Code, 2020. Such codes will replace the existing legal framework governing rights of workers and labour relations. While the rules for implementation under these codes have not been announced, we are unable to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future. For example, the Social Security Code aims to provide uniformity in providing social security benefits to employees which were previously segregated under different acts and had different applicability and coverage. The Social Security Code has introduced the concept of workers outside traditional employer-employee work-arrangements, such as "gig workers" and "platform workers" and provides for the mandatory registration of such workers in order to enable these workers to avail themselves of various employment benefits, such as life and disability cover, health and maternity benefits and old age protection, under schemes framed under the Social Security Code from time to time. Any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

64. Financial instability in other countries may cause increased volatility in Indian financial markets.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Financial turmoil in Asia, United States, United Kingdom, Russia and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. Further, economic developments globally can have a significant impact on our principal markets.

In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. Any significant financial disruption could have a material adverse effect on our business, financial condition and results of operation. These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares.

65. Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.

Our Restated Financial Information for Fiscal 2020, 2021 and 2022, and the three months ended June 30, 2022 have been prepared and presented in conformity with Indian GAAP as it applies to life insurance entities. No attempt has been made to reconcile any of the information given in this Draft Red Herring Prospectus to U.S. GAAP, IFRS or any other principles or to base it on any other standard. Indian GAAP differs in certain significant respects from IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of our financial statements and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

66. Our business and activities are regulated by the Competition Act, 2002; any adverse application or interpretation of the Competition Act, 2002 could adversely affect our business.

The Competition Act, 2002, as amended (the "**Competition Act**"), was enacted for the purpose of preventing practices having an appreciable adverse effect on competition in India and mandates the Competition Commission of India (the "**CCI**") to regulate such practices. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition in India is void and may result in substantial penalties. Any agreement among competitors which directly or indirectly determines purchase or sale prices, directly or indirectly results in bid rigging or collusive bidding, limits or controls production, supply, markets, technical development, investment or the provision of services, or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or types of goods or services or number of customers in the relevant market or any other similar way, is presumed to have an appreciable adverse effect on competition in the relevant market in India and shall be void. The Competition Act also prohibits the abuse of dominant position by any enterprise. If it is demonstrated that any contravention committed by a company took place with the consent or connivance of, or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be guilty of the contravention and may be punished.

On March 4, 2011, the Government notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the CCI. Additionally, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India. Consequently, all agreements entered into by us may fall within the purview of the Competition Act.

Further, the CCI has extraterritorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an appreciable adverse effect on competition in India. However, we cannot predict with certainty the impact of the provisions of the Competition Act on the agreements entered into by us at this stage. We are not currently party to any outstanding proceedings, nor have we received notice in relation to non-compliance with the Competition Act or the agreements entered into by us. However, if we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, financial condition, results of operations and cash flows.

67. If inflation were to rise in India, we might not be able to increase the prices of our services at a proportional rate thereby reducing our margins.

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, wages, raw materials and other expenses relevant to our business. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our customers, whether entirely or in part, and may adversely affect our business and financial condition. In such case, our business, results of operations, cash flows and financial condition may be adversely affected. Further, the Government has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

Risks Relating to the Equity Shares and this Offer

68. Substantially all of our business and operations are located in India, where we are subject to regulatory, economic, social and political uncertainties.

We are incorporated in and our operations are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. Substantially all of our business, employees and investments are located in India, and we intend to continue to develop and expand our business in India. Consequently, our financial performance, the performance of our investments and the market price of our equity shares will be affected by changes in exchange rates and controls, interest rates, volatility in and actual or perceived trends in trading activity on India’s principal stock exchanges, prevailing economic conditions, inflation, changes in government policies, including taxation policies and foreign investment policies, social and civil unrest and other political, social and economic developments in or affecting India.

While the Indian economy has experienced significant growth over the past decades, growth has been uneven, both geographically and among various sectors of the economy.

The Government of India has exercised and continues to exercise significant influence over many aspects of the Indian economy. Specific laws and policies affecting insurance companies, e-commerce, data, foreign investments, currency exchange rates and other matters affecting investments in India could change as well or be subject to unfavorable changes or interpretations or uncertainty.

Other factors that may adversely affect the Indian economy, and hence our results of operations and cash flows, may include:

- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India’s various neighbouring countries;
- occurrence of natural or man-made disasters;
- prevailing regional or global economic conditions, including in India’s principal export markets;
- other significant regulatory or economic developments in or affecting India or its consumption sector;

- international business practices that may conflict with other customs or legal requirements to which we are subject, including anti-bribery and anti-corruption laws;
- protectionist and other adverse public policies, including local content requirements, import/export tariffs, increased regulations or capital investment requirements; and
- being subject to the jurisdiction of foreign courts, including uncertainty of judicial processes and difficulty enforcing contractual agreements or judgments in foreign legal systems or incurring additional costs to do so.

Any further slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations, cash flows and financial condition and the price of the Equity Shares.

69. Investors may not be able to enforce a judgment of a foreign court against us, our Directors, the Book Running Lead Managers or any of their directors and executive officers in India respectively, except by way of a law suit in India.

Our Company is a company incorporated under the laws of India and all of our Directors are located and/or resident in India. All of our assets, our Key Managerial Personnel and officers are also located in India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce judgments obtained against such parties outside India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if that court was of the view that the amount of damages awarded was excessive or inconsistent with public policy, or if judgments are in breach or contrary to Indian law.

Recognition and enforcement of foreign judgments is provided for under Sections 13, 14 and Section 44A of the Code of Civil Procedure, 1908. India is not party to any international treaty in relation to the recognition or enforcement of foreign judgments. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, such as the United Kingdom, United Arab Emirates, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements established in the Indian Code of Civil Procedure, 1908. The CPC only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties and does not apply to arbitration awards (even if such awards are enforceable as a decree or judgment). Judgments or decrees from jurisdictions which do not have reciprocal recognition with India, including the United States, cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be directly enforceable in India. The party in whose favour a final foreign judgment in a non-reciprocating territory is rendered may bring a fresh suit in a competent court in India based on the final judgment within three years of obtaining such final judgment in the same manner as any other suit filed to enforce a civil liability in India.

However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with the public policy in India. Further, there is no assurance that a suit brought in an Indian court in relation to a foreign judgment will be disposed of in a timely manner. In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI to repatriate any amount recovered, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approval would be acceptable. Such amount may also be subject to income tax in accordance with applicable law.

70. The trading volume and market price of the Equity Shares may be volatile following the Offer.

The market price of the Equity Shares may fluctuate as a result of, among other things, the following factors, some of which are beyond our control:

- quarterly variations in our results of operations;
- results of operations that vary from the expectations of securities analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- a change in research analysts' recommendations;

- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments;
- announcements by third parties or governmental entities of significant claims or proceedings against us;
- new laws and governmental regulations applicable to our industry;
- additions or departures of key management personnel;
- changes in exchange rates;
- fluctuations in stock market prices and volume; and
- general economic and stock market conditions.

Changes in relation to any of the factors listed above could adversely affect the price of the Equity Shares.

71. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time taken for such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Shareholders. For example, the exchange rate between the Indian Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the returns on our Equity Shares, independent of our operating results.

72. Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. A securities transaction tax ("**STT**") is levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain realized on the sale of listed equity shares held for more than 12 months immediately preceding the date of transfer may be subject to long-term capital gains tax in India at the specified rates depending on certain factors, such as STT paid, the quantum of gains and any available treaty exemptions. Accordingly, investors may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months immediately preceding the date of transfer. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of our Equity Shares held for a period of 12 months or less immediately preceding the date of transfer will also be subject to short-term capital gains tax in India. While non-residents may claim tax treaty benefits in relation to such capital gains income, generally, Indian tax treaties do not limit India's right to impose a tax on capital gains arising from the sale of shares of an Indian company.

No dividend distribution tax is required to be paid in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020 and, accordingly, such dividends would not be exempt in the hands of the Shareholders, both for residents as well as non-residents. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident Shareholder for the purposes of deducting tax at source pursuant to any corporate action, including dividends.

Similarly, any business income realised from the transfer of equity shares held as trading assets is taxable at the applicable tax rates subject to any treaty relief, if applicable, to a non-resident seller. Additionally, in terms of the Finance Act, 2018, which has been notified on March 29, 2018 with effect from April 1, 2018, taxes payable by an assessee on the capital gains arising from transfer of long-term capital assets (introduced as Section 112A of the Income-Tax Act, 1961) shall be calculated on such long-term capital gains at the rate of 10%, where the long-term capital gains exceed ₹100,000, subject to certain exceptions in case of resident individuals and Hindu Undivided Families.

The Indian Stamp Act, 1899 was amended to provide that the sale, transfer and issue of certain securities through exchanges, depositories, or otherwise shall be charged with stamp duty. In the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of certain securities through stock exchanges is on the buyer, while in other cases of transfer for consideration through a depository, the onus is on the transferor. The stamp duty for transfer of certain securities, other than debentures, on a delivery basis is currently specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

The Government of India announced the union budget for Fiscal 2023, following which the Finance Bill, 2022 ("**Finance Bill**") was introduced in the Lok Sabha on February 1, 2022. Subsequently, the Finance Bill received the assent from the President of India on March 30, 2022, and became the Finance Act, 2022 ("**Finance Act**"). There is no certainty on the impact of Finance Act on tax laws or other regulations, which may adversely affect the Company's business, financial condition, results of operations or on the industry in which we operate. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares.

73. There is no guarantee that our Equity Shares will be listed on the stock exchanges in a timely manner or at all.

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors' book entry, or 'demat' accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in the Offer and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately five Working Days from the Bid/ Offer Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within six Working Days of the Bid/ Offer Closing Date. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

74. The Equity Shares have never been publicly traded and the Offer may not result in an active or liquid market for the Equity Shares.

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the Indian Stock Exchanges may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. Further, the price of the Equity Shares may be volatile, and the investors may be unable to resell the Equity Shares at or above the Offer Price, or at all. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India and volatility in the Stock Exchanges and securities markets elsewhere in the world.

75. Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Offer.

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors' book entry, or 'demat' accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in the Offer and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately five Working Days from the Bid/ Offer Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within six Working Days of the Bid/ Offer Closing Date. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

76. Any downgrading of India's sovereign debt rating by an international rating agency could have a negative impact on our business and results of operations.

Any adverse revisions to India's credit ratings by international rating agencies may adversely affect our ratings, our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business, cash flows and financial performance and the price of the Equity Shares.

77. Any future issuance of Equity Shares, or convertible securities or other equity linked instruments by us may dilute your shareholding and sale of Equity Shares by shareholders with significant shareholding may adversely affect the trading price of the Equity Shares.

We may be required to finance our growth through future equity offerings. Any future equity issuances by us, including a primary offering of Equity Shares, convertible securities or securities linked to Equity Shares including through exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us, including to comply with minimum public shareholding norms applicable to listed companies in India or sales of our Equity Shares by our shareholders may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares. Additionally, the disposal, pledge or encumbrance of the Equity Shares (in accordance with applicable law including procuring regulatory approvals, as required) by any of our significant shareholders, or the perception that such transactions may occur, may affect the trading price of the Equity Shares. There can be no assurance that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares (in accordance with applicable law including procuring regulatory approvals, as required) in the future.

78. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior regulatory approval will be required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. Further, this conversion is subject to the shares being held on a repatriation basis and, either the security having been sold in compliance with the pricing guidelines or relevant regulatory approval having been obtained for sale of shares and the corresponding remittance of sale proceeds.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Non-debt Rules, all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of the Equity Shares is situated in or is a citizen of any such country, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. These investment restrictions shall also apply to subscribers of offshore derivative instruments. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/purview, such subsequent change in the beneficial ownership will also require approval of the Government of India.

In addition, the Insurance Act has been amended to revise the cap on aggregate holdings of equity shares by foreign investors, including portfolio investors, from the erstwhile 49% to 74% of paid-up equity share capital. The FEMA Non-debt Rules have been amended to revise the foreign investment limits in insurance companies as well. Further, the DPIIT, Ministry of Commerce and Industry, Government of India has also amended the foreign direct investment policy 2020 on insurance sector by issuance of press note no. 2 (2021 Series) reflecting the foreign investment liberalization of up to 74% in Indian insurance companies. The Ministry of Finance has also amended the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 through its notification dated August 19, 2021 to reflect the revision in the foreign direct investment limit up to 74% in the insurance companies. If we reach the cap, our ability to attract further foreign investors or raise capital outside India would be curtailed, which may have a material adverse impact on the market price of the Equity Shares.

We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 448.

79. The determination of the Price Band is based on various factors and assumptions and the Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer. Further, the current market price of some securities listed pursuant to certain previous issues managed by the BRLMs is below their respective issue prices.

The determination of the Price Band is based on various factors and assumptions, and will be determined by our Company and the Selling Shareholders in consultation with the BRLMs. Furthermore, the Offer Price of the Equity Shares will be determined by our Company and Selling Shareholders in consultation with the BRLMs through the Book Building Process. These will be based on numerous factors, including factors as described under "*Basis for the Offer Price*" on page 109 and may not be indicative of the market price for the Equity Shares after the Offer.

In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLMs is below their respective issue price. For further information, see "*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the BRLMs*" on page 404. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, financial performance and results of our Company post-listing, and other factors beyond our control. We cannot assure investors that an active market will develop or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

80. QIBs and Non-Institutional Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid amount) at any stage after submitting a bid, and Retail Individual Bidders are not permitted to withdraw their Bids after Bid/Offer Closing Date.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are required to block the Bid amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of equity shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Bidders can revise or withdraw their Bids at any time during the Bid/Offer Period and until the Bid/ Offer Closing Date, but not thereafter. While we are required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment, within six Working Days from the Bid/ Offer Closing Date or such other period as may be prescribed by the SEBI, events affecting the investors' decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or financial condition may arise between the date of submission of the Bid and Allotment.

We may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the investors' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing. Therefore, QIBs and Non-Institutional Bidders will not be able to withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or otherwise between the dates of submission of their Bids and Allotment.

81. Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby may suffer future dilution of their ownership position.

Under the Companies Act, a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution. However, if the laws of the jurisdiction the investors are located in does not permit them to exercise their pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emption rights granted in respect of the Equity Shares held by them, their proportional interest in us would be reduced.

82. A third-party could be prevented from acquiring control of us post this Offer, because of anti-takeover provisions under Indian law.

As a listed Indian entity, there are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company. Under the Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company subsequent to completion of the Offer. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our shareholders, such a takeover may not be attempted or consummated because of Takeover Regulations.

83. Rights of shareholders of companies under Indian law may be more limited than under the laws of other jurisdictions.

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and wide-spread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder of our Company than as a shareholder of an entity in another jurisdiction.

84. Compliance with provisions of Foreign Account Tax Compliance Act may affect payments on the Equity Shares.

The U.S. "Foreign Account Tax Compliance Act" (or "**FATCA**") imposes a new reporting regime and potentially, imposes a 30% withholding tax on certain "foreign passthru payments" made by certain non-U.S. financial institutions (including intermediaries). If payments on the Equity Shares are made by such non-U.S. financial institutions (including intermediaries), this withholding may be imposed on such payments if made to any non-U.S. financial institution (including an intermediary) that is not otherwise exempt from FATCA or other holders who do not provide sufficient identifying information to the payer, to the extent such payments are considered "foreign passthru payments". Under current guidance, the term "foreign passthru payment" is not defined and it is therefore not clear whether and to what extent payments on the Equity Shares would be considered "foreign passthru payments". The United States has entered into intergovernmental agreements with many jurisdictions (including India) that modify the FATCA withholding regime described above. It is not yet clear how the intergovernmental agreements between the United States and these jurisdictions will address "foreign passthru payments" and whether such agreements will require us or other financial institutions to withhold or report on payments on the Equity Shares to the extent they are treated as "foreign passthru payments". Prospective investors should consult their tax advisors regarding the consequences of FATCA, or any intergovernmental agreement or non-U.S. legislation implementing FATCA, to their investment in Equity Shares.

85. U.S. holders should consider the impact of the passive foreign investment company rules in connection with an investment in our Equity Shares.

A foreign corporation will be treated as a passive foreign investment company ("**PFIC**") for U.S. federal income tax purposes for any taxable year in which either: (i) at least 75% of its gross income is "passive income" or (ii) at least 50% of its gross assets during the taxable year (based on of the quarterly values of the assets during a taxable year) are "passive assets," which generally means that they produce passive income or are held for the production of passive income.

No assurance can be given that our Company will or will not be considered a PFIC in the current or future years. The determination of whether or not our Company is a PFIC is a factual determination that is made annually after the end of each taxable year, and there can be no assurance that our Company will not be considered a PFIC in the current taxable year or any future taxable year because, among other reasons, (i) the composition of our Company's income and assets will vary over time, and (ii) the manner of the application of relevant rules is uncertain in several respects. Further, our Company's PFIC status may depend on the market price of its Equity Shares, which may fluctuate considerably.

SECTION III: INTRODUCTION

THE OFFER

The following table summarizes the Offer details:

Offer (1)(2)(3)	Up to [●] Equity Shares aggregating up to ₹[●] million
The Offer consists of:	
(i) Fresh Issue(1)	Up to [●] Equity Shares, aggregating up to ₹5,000 million
(ii) Offer for Sale(3)	Up to 141,299,422 Equity Shares, aggregating up to ₹[●] million
Of which:	
(i) Employee Reservation Portion(4)	Up to [●] Equity Shares, aggregating up to ₹[●] million
(ii) Shareholder Reservation Portion(5)	Up to [●] Equity Shares, aggregating up to ₹[●] million
Net Offer	Up to [●] Equity Shares, aggregating up to ₹[●] million
The Net Offer comprises of:	
A) QIB Portion(6)(7)	Not less than [●] Equity Shares
of which:	
Anchor Investor Portion(6)	Up to [●] Equity Shares
Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares
of which:	
Available for allocation to Mutual Funds only (5% of the Net QIB Portion)(7)	Up to [●] Equity Shares
Balance of the Net QIB Portion for all QIBs including Mutual Funds	Up to [●] Equity Shares
B) Non-Institutional Portion(6)(8)	Not more than [●] Equity Shares
Of which:	
One-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹200,000 to ₹1,000,000	[●] Equity Shares
Two-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹1,000,000	[●] Equity Shares
C) Retail Portion(6)	Not more than [●] Equity Shares
Pre-Offer and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer	754,370,630 Equity Shares
Equty Shares outstanding after the Offer	[●] Equity Shares
Use of Proceeds	Our Company will not receive any proceeds from the Offer for Sale. For further details, see "*Objects of the Offer*" on page 104.

(1) *The Offer (including the Fresh Issue) has been authorized by our Board of Directors pursuant to the resolutions passed at their meetings dated July 18, 2022 and October 18, 2022, and our Shareholders pursuant to the resolution passed at their meeting held on October 20, 2022. Our Board has taken on record the consent of the Selling Shareholders to participate in the Offer for Sale pursuant to a resolution passed in its meeting held on October 18, 2022. In the event of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules. 1957, the Allotment for the valid Bids will be made in the first instance towards subscription for 90% of the Fresh Issue. If there remain any balance valid Bids in the Offer, the Allotment for the balance valid Bids will be made towards the sale of the Offered Shares (on pro-rata proportion of the Offered Shares being offered by the Selling Shareholders) and only thereafter, towards the balance Fresh Issue. For avoidance of doubt, the balance Equity Shares of the Fresh Issue (i.e., 10% of the Fresh Issue) will be offered only once the entire portion of the Offered Shares are Allotted in the Offer.*

(2) *A Pre-IPO Placement may be undertaken by our Company in consultation with the Book Running Lead Managers for an aggregate amount not exceeding ₹ 1,000 million. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the Book Running Lead Managers, and will be completed prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the Offer size will be reduced by the amount raised from the Pre-IPO Placement and the minimum Net Offer size (the Net Offer so reduced by the amount raised from the Pre-IPO Placement) shall constitute at least [●]% of the post-Offer paid-up Equity Share capital of our Company.*

(3) *The Equity Shares being offered by the Selling Shareholders have been held for a period of at least one year immediately preceding the date of filing this Draft Red Herring Prospectus with SEBI and are otherwise eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations.*

Each of the Selling Shareholders has, severally and not jointly, confirmed and approved its participation in the Offer for Sale, as set out below:

S. No.	*Selling Shareholder*	*Number of Offered Shares*	*Date of board resolution or corporate authorisation*	*Date of consent letter*
1.	*Bank of Baroda^*	*Up to 89,015,734 Equity Shares*	*July 30, 2022*	*October 18, 2022*
2.	*Carmel Point Investments India Private Limited^*	*Up to 39,227,273 Equity Shares*	*October 17, 2022*	*October 18, 2022*
3.	*Union Bank of India*	*Up to 13,056,415 Equity Shares*	*September 14, 2022*	*October 18, 2022*

^Also our Promoters

(4) *In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹500,000), shall be added to the Net Offer. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid under the Net Offer and such Bids will not be treated as multiple Bids, subject to applicable limits. Eligible Employees can also apply under the Retail Portion. However, Bids by Eligible Employees in the Employee Reservation Portion and in the Non-Institutional Portion shall be treated as multiple Bids, only if Eligible Employees have made an application*

of more than ₹200,000 in the Employee Reservation Portion. The Employee Reservation Portion shall not exceed 5.00% of our post-Offer paid-up Equity Share capital. For further details, see "Offer Structure" on page 426.

(5) *The Shareholder Reservation Portion shall not exceed 10.00% of the Offer size. The unsubscribed portion, if any, in the Shareholder Reservation Portion, shall be added to the Net Offer. Bids by Eligible BOB Shareholders in the Shareholder Reservation Portion, the Net Offer portion and the Employee Reservation Portion (if eligible) shall not be treated as multiple Bids subject to applicable limits. To clarify, Eligible BOB Shareholders Bidding in the Shareholder Reservation Portion above ₹ 200,000 can Bid in the Net Offer for up to ₹ 200,000 and Employee Reservation Portion (if eligible and subject to applicable limits), otherwise such Bids shall be treated as multiple Bids. If an Eligible BOB Shareholder is Bidding in the Shareholder Reservation Portion up to ₹ 200,000, application by such Eligible BOB Shareholder in the Retail Portion or Non-Institutional Portion and Employee Reservation Portion (if eligible and subject to applicable limits) shall not be treated as multiple Bids. Therefore, Eligible BOB Shareholders bidding in the Shareholder Reservation Portion (subject to the Bid Amount being up to ₹ 200,000) can also Bid under the Net Offer and Employee Reservation Portion (if eligible and subject to applicable limits) and such Bids shall not be treated as multiple Bids. For further details, see "Offer Structure" on page 426.*

(6) *Subject to valid bids being received at or above the Offer Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Board or the IPO Committee, as applicable, and the Selling Shareholders, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange, subject to applicable laws. In the event of under-subscription in the Offer, Equity Shares shall be allocated in the manner specified in "Terms of the Offer" on page 420.*

(7) *Our Company and the Selling Shareholders shall, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will be accordingly reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. The Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investor) in proportion to their Bids. For details, see "Offer Procedure" on page 430.*

(8) *The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following, and in accordance with the SEBI ICDR Regulations: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with an application size of more than ₹200,000 and up to ₹1,000,000, and (ii) two-third of the portion available to Non- Institutional Bidders shall be reserved for Bidders with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The allocation to each Non-Institutional Bidder shall not be less than the minimum Non-Institutional Bidder Application Size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.*

Allocation to all categories, except the Anchor Investor Portion, Non Institutional Portion and the Retail Portion, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price, as applicable. The allocation to each Retail Individual Bidder and Non-Institutional Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the Non-Institutional Portion, respectively, and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations. For further details, see "*Offer Procedure*" and "*Terms of the Offer*" on pages 430 and 420.

For details of the terms of the Offer, see "*Terms of the Offer*" on page 420.

SUMMARY OF RESTATED FINANCIAL INFORMATION

The summary financial information presented below should be read in conjunction with "*Restated Financial Information* and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 257.and 337, respectively.

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Restated Statement of Assets and Liabilities

(₹ in million)

Particulars	As at			
	June 30, 2022	**March 31, 2022**	**March 31, 2021**	**March 31, 2020**
SOURCES OF FUNDS				
SHAREHOLDERS' FUNDS:				
Share Capital	6,634.62	6,634.62	6,634.62	6,350.00
Share Application Money	-	-	-	-
Reserves and Surplus	2,800.00	2,800.00	2,800.00	2,800.00
Credit/(Debit) Fair Value Change Account	0.52	5.20	11.56	12.17
Sub-Total (A)	**9,435.14**	**9,439.82**	**9,446.18**	**9,162.17**
Borrowings	2,250.00	2,250.00	1,000.00	1,000.00
Sub-Total (B)	**2,250.00**	**2,250.00**	**1,000.00**	**1,000.00**
Policyholders' Funds:				
Credit/(Debit) Fair Value Change Account	(123.13)	62.70	161.86	(243.58)
Policy Liabilities	109,135.23	108,243.14	102,156.57	99,165.21
Insurance Reserve	-	-	-	-
Provision for Linked Liabilities	62,697.61	67,317.71	55,610.90	37,158.73
Funds For Discontinued Policies:				
Discontinued on Account of Non Payment of Premium	4,868.56	4,459.09	3,446.11	2,402.47
Other discontinuance	-	-	-	-
Sub-Total (C)	**176,578.27**	**180,082.64**	**161,375.44**	**138,482.83**
Funds for Future Appropriation - Provision for linked liabilities unlikely to be revived	-	-	-	-
Funds For Future Appropriations	2,969.22	2,742.44	1,134.71	792.75
Sub Total (D)	**2,969.22**	**2,742.44**	**1,134.71**	**792.75**
Total (E) = (A) + (B) + (C) + (D) + (E)	**191,232.63**	**194,514.90**	**172,956.33**	**149,437.75**
APPLICATION OF FUNDS				
INVESTMENTS:				
Shareholders'	5,041.71	5,756.90	6,202.46	6,556.23
Policyholders'	111,771.16	109,629.87	103,659.12	98,252.32
Assets Held to Cover Linked Liabilities	67,566.17	71,776.80	59,057.01	39,561.23
Loans	253.61	232.20	143.48	86.56
Fixed Assets	169.93	191.64	274.14	425.51
Sub Total (F)	**184,802.58**	**187,587.41**	**169,336.21**	**144,881.85**
CURRENT ASSETS:				
Cash and Bank Balances	3,501.90	2,559.70	1,964.83	1,424.91
Advances and Other Assets	5,528.93	7,506.73	5,225.12	6,426.19
Sub Total (G)	**9,030.83**	**10,066.43**	**7,189.95**	**7,851.10**
CURRENT LIABILITIES	7,606.45	7,624.05	5,250.23	5,255.89
Provisions	50.97	22.01	10.52	32.12
Sub Total (H)	**7,657.42**	**7,646.06**	**5,260.75**	**5,288.01**
Net Current Assets /(Liabilities) (I) = (G) - (H)	**1,373.41**	**2,420.37**	**1,929.20**	**2,563.09**
Miscellaneous Expenditure (To The Extent Not Written Off Or Adjusted)	-	-	-	-
Debit Balance in Profit & Loss Account (Shareholders' Account)	4,925.39	4,507.12	1,690.92	1,992.81
Deficit in the Revenue Account (Policyholders' Account)	131.25	-	-	-
Sub Total (J)	**5,056.64**	**4,507.12**	**1,690.92**	**1,992.81**
Total (K) = (F) + (I) + (J)	**191,232.63**	**194,514.90**	**172,956.33**	**149,437.75**

Summary Restated Statement of Revenue Account / Policyholders' Account (Technical Account)

(*₹ in million*)

Particulars	For the three months ended June 30, 2022	For the year ended March 31, 2022	March 31, 2021	March 31, 2020
Premiums earned - net:				
(a) Premium	9,079.68	51,865.64	40,555.02	33,604.36
(b) Reinsurance ceded	(344.52)	(2,013.59)	(1,545.62)	(1,151.40)
(c) Reinsurance accepted	-	-	-	-
Sub-Total	**8,735.16**	**49,852.05**	**39,009.40**	**32,452.96**
Income from Investments:				
(a) Interest, Dividend and Rent - Gross	2,455.77	9,240.92	8,783.06	8,294.49
(b) Profit on sale/redemption of investments	1,103.19	7,774.07	6,412.76	3,457.52
(c) (Loss on sale/redemption of investments)	(1,041.08)	(994.57)	(2,489.99)	(1,138.28)
(d) Transfer/Gain on revaluation/change in fair value*	(4,662.88)	1,367.79	11,775.02	(8,778.88)
(e) Amortisation of premium / discount on investments	107.09	(96.77)	(106.91)	474.53
Total Investment Income	**(2,037.91)**	**17,291.44**	**24,373.94**	**2,309.38**
Other Income:				
(i) Miscellaneous Income	17.09	65.89	115.61	27.39
(ii) Contribution from Shareholders' Account	611.69	4,839.00	1,679.09	1,054.45
(iii) Contribution from Shareholder's Account towards Excess EOM	-	4.71	12.80	153.89
TOTAL (A)	**7,326.03**	**72,053.09**	**65,190.84**	**35,998.07**
Commission	519.01	2,537.13	1,713.68	1,506.23
Operating Expenses related to Insurance Business	1,988.32	7,042.78	5,614.68	4,917.88
Provisions for doubtful debts	-	-	-	-
Bad debts written off	-	-	-	-
Provision for tax	-	-	-	-
Provisions (other than taxation):				
(a) For diminution in the value of investments (net)	(2.93)	(11.09)	(23.31)	638.78
(b) Others	-	-	-	-
GST/ Service tax charge on linked charges	93.39	374.09	317.94	295.01
TOTAL (B)	**2,597.79**	**9,942.91**	**7,622.99**	**7,357.90**
Benefits paid (net)	7,812.65	40,087.65	33,270.92	30,939.10
Interim Bonuses Paid	-	-	-	-
Change in valuation of liability in respect of life policies:				
(a) Gross	892.10	6,086.56	2,991.36	(321.87)
(b)Fund Reserve**	(4,620.09)	11,706.81	18,452.16	(3,485.85)
(c) Discontinued Fund	409.46	1,012.99	1,043.63	584.39
(d) Amount ceded in Reinsurance	-	-	-	-
(e) Amount accepted in Reinsurance	-	-	-	-
TOTAL (C)	**4,494.12**	**58,894.01**	**55,758.07**	**27,715.77**
SURPLUS/(DEFICIT) (D) = (A)-(B)-(C)	**234.12**	**3,216.17**	**1,809.78**	**924.4**
APPROPRIATIONS				
Transfer to Shareholders' Account	138.59	1,608.44	1,467.82	894.59
Transfer to Balance sheet being "Deficit in Revenue Account (Policyholders' Account)"	(131.25)	-	-	-
Transfer to Other Reserves	-	-	-	-
Funds for Future Appropriation- Provision for Linked Policies unlikely to be revived	-	-	-	-
Balance being Funds for Future Appropriations	226.78	1,607.73	341.96	29.81
TOTAL (D)	**234.12**	**3,216.17**	**1,809.78**	**924.40**
The Breakup for the surplus is as below				
(a) Interim Bonus paid	-	-	-	-
(b) Allocation of Bonus to policyholders***	-	2,895.66	2,683.22	2,923.89
(c) Surplus shown in Revenue Account	234.12	3,216.17	1,809.78	924.40
TOTAL (D)	**234.12**	**6,111.83**	**4,493.00**	**3,848.29**

* *Represents the deemed realised gains as per norms specified by the Authority.*

** *Represents the Mathematical Reserves after allocation of bonus*

*** *Allocation of Bonus to policyholders is done at year end.*

Summary Restated Statement of Profit & Loss Account / Shareholders' Account (Non-technical Account)

(₹ in million)

Particulars	For the three months ended June 30, 2022	For the year ended		
		March 31, 2022	March 31, 2021	March 31, 2020
Amounts transferred from Policyholders account (Technical Account)	138.59	1,608.44	1,467.82	894.59
Income from Investments:				
(a) Interest, Dividends and Rent – Gross	83.36	447.49	509.56	462.17
(b) Profit on sale/redemption of investments	4.20	39.27	26.25	9.27
(c) (Loss on sale/redemption of investments)	-	(5.89)	(5.59)	-
(d) (Amortisation of premium) / discount on investments	6.42	2.52	(10.62)	13.80
Total Investment Income	**93.98**	**483.39**	**519.60**	**485.24**
Other Income	23.29	69.44	128.43	12.83
TOTAL (A)	**255.86**	**2,161.27**	**2,115.85**	**1,392.66**
Expenses other than those directly related to the insurance business	54.36	127.13	108.72	154.99
Contribution towards the Remuneration of MD/CEOs/WTDs	6.72	42.10	32.03	22.02
Contribution from Shareholders Account towards Excess EOM	-	4.71	12.80	153.89
Bad debts written off	-	0.17	-	-
Provisions (other than taxation):				
(a) For diminution in the value of investments (net)	-	(33.00)	(27.49)	975.29
(b) Provision for doubtful debts	1.36	(2.64)	8.81	6.17
(c) Others	-	-	-	-
Amount transferred to the Policyholders' Account	611.69	4,839.00	1,679.09	1,054.45
TOTAL (B)	**674.13**	**4,977.47**	**1,813.96**	**2,366.81**
Profit/(Loss) before tax	(418.27)	(2,816.20)	301.89	(974.15)
Provision for taxation	-	-	-	-
Profit/Loss after tax	(418.27)	(2,816.20)	301.89	(974.15)
APPROPRIATIONS				
(a) Balance at the beginning of the year/ period	(4,507.12)	(1,690.92)	(1,992.81)	(1,018.66)
(b) Interim dividends paid during the year/ period	-	-	-	-
(c) Proposed final dividend	-	-	-	-
(d) Dividend distribution tax	-	-	-	-
(e) Transfer to reserves/ other accounts – Debenture Redemption Reserve	-	-	-	-
Loss carried to the Balance Sheet	(4,925.39)	(4,507.12)	(1,690.92)	(1,992.81)
Earnings per Share- Basic and Diluted, Face Value of ₹ 10	(0.63)	(4.24)	0.46	(1.55)

Summary Restated Statement of Receipts And Payments Account

(₹ in million)

Particulars	For the three months ended June 30, 2022	For the year ended		
		March 31, 2022	March 31, 2021	March 31, 2020
Cash Flows from the operating activities (A):				
Premium received	9,399.97	51,815.50	40,607.63	33,325.22
Reinsurance premium (net of claims) ceded	276.92	802.92	(311.46)	88.78
Unallocated premium	1,699.26	139.16	769.25	(210.62)
Commission paid	(520.07)	(2,433.19)	(1,667.35)	(1,541.64)
Payment made to employees and for other expenses	(2,489.01)	(6,728.42)	(4,862.80)	(4,660.21)
Claims paid	(8,060.05)	(43,325.12)	(34,723.39)	(32,409.92)
Advances	(4.39)	(51.23)	10.08	10.29
Cash inflow/ (outflow) from operating activities	**302.63**	**219.62**	**(178.04)**	**(5,398.10)**
Taxes Paid	(1.55)	23.34	(0.21)	(25.61)
Good and Service Tax paid	(164.98)	(263.66)	(295.42)	(274.29)
Net cash flow from operating activities	**136.10**	**(20.70)**	**(473.67)**	**(5,698.00)**
Cash flows from investing activities (B):				
Purchases of fixed assets	(10.02)	(75.29)	(89.66)	(345.41)
Sale of fixed assets	-	1.14	2.61	4.74
Purchases of investments	(991,853.85)	(3,115,296.13)	(2,302,751.94)	(2,303,060.73)
Sales of investments	989,644.36	3,105,138.43	2,293,951.57	2,299,250.54
Expense related to Investment	(1.21)	(4.79)	(3.81)	(4.62)
Interest and dividend received	3,035.05	9,753.30	9,761.46	8,512.69
Other Income	-	-	-	-
Loan against Policies	(9.67)	(72.36)	(47.35)	(10.81)
Net cash used in investing activities	**804.66**	**(555.70)**	**822.88**	**4,346.40**
Cash flows from financing activities (C):				
Share capital issued	-	-	284.62	100.00
Share premium	-	-	0.00	1,400.00
Issue of Debentures / Bonds	-	1,250.00	-	-
Interest/dividends paid	-	(85.70)	(85.70)	(85.70)
Net cash flow from financing activities	**0.00**	**1,164.30**	**198.92**	**1,414.30**
Net increase /(decrease) in cash and cash equivalents (D=A+B+C)	**940.76**	**587.90**	**548.13**	**62.70**
Cash and cash equivalents at the beginning of the year/ period	2,562.99	1,975.09	1,426.96	1,364.26
Cash and cash equivalents at the end of the year /period	**3,503.75**	**2,562.99**	**1,975.09**	**1,426.96**

GENERAL INFORMATION

Registered and Corporate Office of our Company

12th and 13th Floor, North C Wing, Tower 4
Nesco IT Park, Western Express Highway
Goregaon (East), Mumbai 400 063
Maharashtra, India
Corporate Identity Number: U66010MH2008PLC183679
Company Registration Number: 183679
IRDAI Registration Number: 143

Filing of this Draft Red Herring Prospectus

A copy of this Draft Red Herring Prospectus will be filed electronically on the platform provided by SEBI at cfddil@sebi.gov.in, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to "Easing of Operational Procedure – Division of Issues and Listing – CFD", and will also be uploaded on the SEBI intermediary portal at https://siportal.sebi.gov.in as specified in Regulation 25(8) of the SEBI ICDR Regulations and the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018. It will also be filed with the Securities and Exchange Board of India at:

Securities and Exchange Board of India
Corporation Finance Department
Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A, 'G' Block
Bandra Kurla Complex
Bandra (E), Mumbai 400 051
Maharashtra, India

Our Company is registered with the Registrar of Companies, Maharashtra at Mumbai. The Red Herring Prospectus and Prospectus will be filed in accordance with section 32 read with section 26 of the Companies Act, along with the material contracts and documents referred to in the Red Herring Prospectus and the Prospectus with the RoC at:

Registrar of Companies
100, Everest
Marine Drive
Mumbai 400 002, Maharashtra, India

Board of Directors of our Company

Details regarding our Board as on the date of this Draft Red Herring Prospectus are set forth below:

Name	Designation	DIN	Address
Sanjiv Chadha	Chairman and Non-Executive Director *(nominee of Bank of Baroda)*	08368448	B-2, 9C, Harbour Heights, N.A. Sawant Marg, near Colaba Fire Brigade, Colaba S.O., Colaba, Mumbai 400 005, Maharashtra, India
R.M. Vishakha	Managing Director and Chief Executive Officer	07108012	201, B Wing, Harshvardhan Apartments, Saki Vihar Road, Andheri (West), Mumbai 400 072, Maharashtra, India
Narendra Ostawal	Non-Executive Director *(nominee of Carmel Point Investments India Private Limited)*	06530414	Flat No B 4101, One Avighna Park, Currey Road, Mumbai 400 012, Maharashtra India
Joydeep Dutta Roy	Non-Executive Director *(nominee of Bank of Baroda)*	08055872	Flat 303, Wing B, Rustomjee Seasons, B N Dharmadhikari Road, near Guru Nanak Hospital, Kalanagar, Bandra (East), Mumbai 400 051, Maharashtra, India
Arun Lahu Chogle	Independent Director	08089484	101, B Wing, Vivarea Sane Guruji Marg, Mahalaxmi Station, Jacob Circle, Mumbai 400 011, Maharashtra, India
Kavassery Sankaranarayanan Gopalakrishnan	Independent Director	06567403	604, A Wing, Akruli Atria Saiwadi, near Teli Gully Signal, Andheri (East), Mumbai 400 069, India
Hemant Kaul	Independent Director	00551588	A-105, Atrey Path, near Classic Hotel, Shyam Nagar, Jaipur 302 019, Rajasthan, India
Harita Gupta	Independent Director	01719806	907 A, Aralias, DLF Golf Course, Sector Road, Chakarpur (74), Gurgaon 122 002, Haryana, India

For further details of our Directors, see "*Our Management*" on page 228.

Company Secretary and Compliance Officer

Aniket Krishnaji Karandikar is our Company Secretary and Compliance Officer. His contact details are as follows:

Aniket Krishnaji Karandikar
12th and 13th Floor, North C Wing, Tower 4
Nesco IT Park, Western Express Highway
Goregaon (East), Mumbai 400 063
Maharashtra, India
E-mail: investor.relations@indiafirstlife.com

Investor Grievances

Investors may contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, investors may also write to the BRLMs.

All offer-related grievances, other than of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediaries in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer.

All offer-related grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor.

Joint Statutory Auditors to our Company

Mehta Chokshi & Shah LLP
Maker Bhavan 3, 214, 2nd Floor
New Marines Lines
Mumbai 400 020
Maharashtra, India
Tel: 022 2207 7309
E-mail: mcs@camcs.in
Peer Review Number: 031089
Firm Registration Number: 106201W/W100598

N S Gokhale & Company
104, Siddharth Darshan, Dada Patil Wadi
Dada Patil Marg, Naupada
Thane (West), Thane 400 602
Maharashtra, India
Tel: 022 2544 5752
E-mail: admin@nsgokhale.com
Peer Review Number: 013667
Firm Registration number: 103270W

Except as disclosed below, there have been no changes in our statutory auditors during the last three years preceding the date of this Draft Red Herring Prospectus:

Particulars	Date of Change	Reason for Change
Mehta Chokshi & Shah LLP Maker Bhavan 3, 214, 2nd Floor New Marines Lines Mumbai 400 020 Maharashtra, India Tel: 022 2205 7309 Email: mcs@camcs.in Firm Registration Number: 106201W/W100598 Peer Review Number: 013089	September 29, 2021	Appointment as Joint Statutory Auditors to hold office from the conclusion of the annual general meeting held on September 29, 2021 until conclusion of the annual general meeting to be held for the financial year 2022-23.
N S Gokhale & Company 104, Siddharth Darshan, Dada Patil Wadi Dada Patil Marg, Naupada Thane (West), Thane 400 602 Maharashtra, India Tel: 022 2544 5752 Email: admin@nsgokhale.com	September 29, 2021	Appointment as Joint Statutory Auditors to hold office from the conclusion of the annual general meeting held on September 29, 2021 until conclusion of the annual general meeting to be held for the financial year 2022-23.

Particulars	Date of Change	Reason for Change
Firm Registration Number: 103270W Peer Review Number: 013667		
Sudit K. Parekh & Co. LLP Chartered Accountant Urmi Axis, 6th Floor, Famous Studio Lane Dr. E. Moses Rod, Mahalaxmi Mumbai 400 011 Maharashtra, India Tel: 022 6617 8100 Email: mca.mumbai@skparekh.com Firm Registration Number: 110512W/ W100378	September 29, 2021	Retirement due to completion of term.
Chhajed & Doshi Chartered Accountants 101 Hubtown Solaris Near East West Flyover N.S Phadke Marg Andheri East Mumbai 400 069 Maharashtra, India Tel: 022 6103 7878 Email: info@cndindia.com Firm Registration Number: AAFC3606J	September 29, 2021	Retirement due to completion of term.
Sudit K. Parekh & Co. LLP Chartered Accountant Urmi Axis, 6th Floor, Famous Studio Lane Dr. E. Moses Rod, Mahalaxmi Mumbai 400 011 Maharashtra, India Tel: 022 6617 8100 Email: mca.mumbai@skparekh.com Firm Registration Number: 110512W/ W100378	September 28, 2020	Appointment as joint statutory auditors to hold office from the conclusion of the annual general meeting held on September 28, 2020 till the conclusion of the annual general meeting held on September 29, 2021.
Chhajed & Doshi Chartered Accountants 101 Hubtown Solaris Near East West Flyover N.S Phadke Marg Andheri East Mumbai 400 069 Maharashtra, India Tel: 022 6103 7878 Email: info@cndindia.com Firm Registration Number: AAFC3606J	September 28, 2020	Appointment as joint statutory auditors to hold office from the conclusion of the annual general meeting held on September 28, 2020 till the conclusion of the annual general meeting held on September 29, 2021.
S K Patodia & Associates Chartered Accountant Shree Shakambhari Corporate Park, Plot No. 156-158 Chakravarti Ashok Complex, J.B Nagar Andheri – E, Mumbai 400 099 Maharashtra, India Tel: 022 6707 9444 Email: info@skpatodia.in Firm Registration Number: 112723W	September 28, 2020	Retirement due to completion of term.
Sudit K. Parekh & Co. LLP Chartered Accountant Urmi Axis, 6th Floor, Famous Studio Lane Dr. E Moses Road, Mahalaxmi Mumbai 400 011 Maharashtra, India Tel: 022 6617 8100 Email: mca.mumbai@skparekh.com Firm Registration Number: 110512W/ W100378	September 28, 2020	Retirement due to completion of term.
Sudit K. Parekh & Co. LLP Chartered Accountant Urmi Axis, 6th Floor, Famous Studio Lane Dr. E Moses Road, Mahalaxmi Mumbai 400011 Maharashtra, India Tel: 022 6617 8100 Email: mca.mumbai@skparekh.com Firm Registration Number: 110512W/ W100378	September 11, 2019	Appointment as joint statutory auditors to hold office from the conclusion of the annual general meeting held on September 11, 2019 till the conclusion of the annual general meeting held on September 28, 2020.
S K Patodia & Associates Chartered Accountant Shree Shakambhari Corporate Park, Plot No. 156-158 Chakravarti Ashok Complex, J.B Nagar Andheri – E, Mumbai 400 099 Maharashtra, India Tel: 022 6707 9444 Email: info@skpatodia.in Firm Registration Number: 112723W	September 11, 2019	Appointment as joint statutory auditors to hold office from the conclusion of the annual general meeting held on September 11, 2019 till the conclusion of the annual general meeting held on September 28, 2020.

Book Running Lead Managers

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India
Tel: +91 22 6807 7100
E-mail : indiafirst.ipo@icicisecurities.com
Website: www.icicisecurities.com
Investor Grievance ID: customercare@icicisecurities.com
Contact Person: Sameer Purohit/ Gaurav Mittal
SEBI Registration Number: INM000011179

Ambit Private Limited
Ambit House, 449 Senapati Bapat Marg
Lower Parel, Mumbai 400 013
Maharashtra, India
Tel: +91 22 6623 3030
E-mail: indiafirstlife.ipo@ambit.co
Website: www.ambit.co
Investor Grievance ID: customerservicemb@ambit.co
Contact Person: Nikhil Bhiwapurkar/Devanshi Shah
SEBI Registration Number: INM000010585

BNP Paribas
1-North Avenue, Maker Maxity
Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India
Tel: +91 22 3370 4000
E-mail: DL.IFLICL.ipo@asia.bnpparibas.com
Investor Grievance ID: indiainvestors.care@asia.bnpparibas.com
Website: www.bnpparibas.co.in
Contact Person: Piyush Ramchandani
SEBI Registration Number: INM000011534

BOB Capital Markets Limited*
1704, B Wing, 17th Floor, Pariness Crescenzo
Plot No. C – 38/39, G Block, Bandra Kurla Complex
Bandra (East) Mumbai - 400 025
Maharashtra, India
Tel: +91 22 6138 9353
E-mail : indiafirstlife.ipo@bobcaps.in
Website: www.bobcaps.in
Investor Grievance ID: investorgrievance@bobcaps.in
Contact Person: Ninad Jape/Nivedika Chavan
SEBI Registration Number: INM000009926

HSBC Securities and Capital Markets (India) Private Limited
52/60, Mahatama Gandhi Road
Fort, Mumbai 400 001
Maharashtra, India
Tel: +91 22 2268 5555
E-mail: indiafirstlifeipo@hsbc.co.in
Investor Grievance ID: investorgrievance@hsbc.co.in
Website: https://www.business.hsbc.co.in/en-gb/in/generic/ipo-open-offer-and-buyback
Contact person: Rishi Tiwari / Rachit Rajgaria
SEBI Registration Number: INM000010353

Jefferies India Private Limited
42/43, 2 North Avenue, Maker Maxity
Bandra Kurla Complex
Bandra (East) Mumbai 400 051
Maharashtra, India
Tel: +91 22 4356 6000
E-mail: IndiaFirstLifeInsurance.IPO@jefferies.com
Website: www.jefferies.com
Investor Grievance ID: jipl.grievance@jefferies.com
Contact Person: Suhani Bhareja
SEBI Registration Number: INM000011443

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai - 400 025
Maharashtra, India
Tel: +91 22 6630 3030
E-mail: indiafirstlife.ipo@jmfl.com
Website: www.jmfl.com
Investor Grievance ID: grievance.ibd@jmfl.com
Contact Person: Prachee Dhuri
SEBI Registration Number: INM000010361

* *BOBCAPS is an associate of Bank of Baroda, one of the Promoter Selling Shareholders, in terms of the SEBI Merchant Bankers Regulations. Accordingly, in compliance with the proviso to Regulation 21A(1) of the SEBI Merchant Bankers Regulations read with Regulation 23(3) of the SEBI ICDR Regulations, BOBCAPS would be involved only in the marketing of the Offer. BOBCAPS has signed the due diligence certificate and has been disclosed as a Book Running Lead Manager.*

Legal Advisors to the Offer

Legal Counsel to our Company as to Indian law

Cyril Amarchand Mangaldas
5th Floor, Peninsula Chambers
Peninsula Corporate Park
Ganpatrao Kadam Marg
Mumbai 400 013
Maharashtra, India
Tel: +91 22 2496 4455

Legal Counsel to the Book Running Lead Managers as to Indian law

Shardul Amarchand Mangaldas & Co
24th Floor, Express Towers
Nariman Point
Mumbai 400 021
Maharashtra, India
Tel: +91 22 4933 5555

International Legal Counsel to the Book Running Lead Managers

Hogan Lovells Lee & Lee
50 Collyer Quay
#10-01, OUE Bayfront
Singapore 049321
Tel: +65 6538 0900

Legal Counsel to Bank of Baroda as to Indian law

Saraf and Partners
One International Center
Tower 2, 2402, 24th Floor
Senapati Bapat Marg, Prabhadevi West
Mumbai 400 013
Maharashtra, India
Tel: +91 22 4405 0600

Legal Counsel to Carmel Point Investments India Private Limited as to Indian law

Cyril Amarchand Mangaldas
3rd Floor, Prestige Falcon Towers
19, Brunton Road, off M.G. Road
Bengaluru 560 025
Karnataka, India
Tel: +91 80 6792 2000

Legal Counsel to Union Bank of India as to Indian law

Desai & Diwanji
Lentin Chambers
Dalal Street, Fort
Mumbai 400 001
Maharashtra, India
Tel: +91 22 2265 1682

Registrar to the Offer

KFin Technologies Limited
(*formerly known as KFin Technologies Private Limited*)
Selenium, Tower B, Plot No. - 31 and 32
Financial District, Nanakramguda, Serilingampally
Hyderabad, Rangareddi 500 032
Telangana, India
Tel: +91 40 6716 2222
E-mail: indiafirstlife.ipo@kfintech.com
Website: www.kfintech.com
Investor Grievance ID: einward.ris@kfintech.com
Contact Person: M Murali Krishna
SEBI Registration Number: INR000000221

Bankers to the Offer

Escrow Collection Bank(s) Refund Bank and Public Offer Account Bank
[●]

Sponsor Bank
[●]

Banker(s) to our Company

Bank of Baroda
Malad (East) Branch, Filka House
Ground Floor, S.M. Lall College Building
Near Railway Station, Malad (East)
Mumbai 400 097

Maharashtra, India
Tel: +91 88 7997 0537
Website: www.bankofbaroda.in
Email: maleas@bankofbaroda.com
Contact Person: Nishi Avasthi

Syndicate Members
[●]

Designated Intermediaries

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a RIB using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, or at such other websites as may be prescribed by SEBI from time to time.

SCSBs and mobile applications enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, respectively. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

Bidders can submit ASBA Forms in the Offer using the stockbroker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at https://www.bseindia.com/ and https://www.nseindia.com, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at https://www.bseindia.com/Static/PublicIssues/RtaDp.aspx and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of the Stock Exchanges at https://www.bseindia.com/Static/PublicIssues/RtaDp.aspx and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Experts to the Offer

Except as disclosed below, our Company has not obtained any expert opinions:

Our Company has received a written consent dated October 20, 2022 from our Joint Statutory Auditors, namely, Mehta Chokshi & Shah LLP and N S Gokhale & Company, to include their names as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as "experts" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Joint Statutory Auditors, and in respect of their (a) examination report of our Joint Statutory Auditors dated October 18, 2022 on the Restated Financial Information and (b) report dated October 20, 2022 on the statement of special tax benefits. Further, our Company has received a written consent dated October 20, 2022 from our Joint Statutory Auditors to include their names as "experts" as defined under section 2(38) of the Companies Act, 2013 in respect of the certification issued by them on the key performance indicators included in this Draft Red Herring Prospectus. Such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received a written consent dated October 13, 2022 from Willis Towers Watson Actuarial Advisory LLP to include the Independent Actuary's name in this Draft Red Herring Prospectus, as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in his capacity as Independent Actuary and in respect of the Embedded Value Report, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. Further, Our Company has received a written consent letter dated October 17, 2022 from Willis Towers Watson Actuarial Advisory LLP to include the Independent Actuary's name in this Draft Red Herring Prospectus, as an "expert" as defined under section 2(38) and section 26 of the Companies Act, 2013 to the extent and in his capacity as Independent Actuary in respect of VONB, the corresponding VONB margin and any extracts from the certificate on VONB dated October 12, 2022 included in this Draft Red Herring Prospectus.

Inter-se allocation of responsibilities among the BRLMs to the Offer

The following table sets forth the inter-se allocation of responsibilities for various activities among the Book Running Lead Managers to the Offer:

S. No.	Activity	Responsibility	Coordinator
1.	Due diligence of our Company including its operations/management/business plans/legal etc. Drafting and design of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, Abridged Prospectus and Application Form. The Book Running Lead Managers shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus and RoC filing	All BRLMs*	I-Sec
2.	Capital structuring with the relative components and formalities such as type of instruments, size of issue, allocation between primary and secondary, etc.	All BRLMs*	I-Sec
3.	Drafting and approval of all statutory advertisements	All BRLMs*	I-Sec
4.	Drafting and approval of all publicity material other than statutory advertisements as mentioned in 3 above, including corporate advertising, brochures, media monitoring, etc. and filing of media compliance report	All BRLMs*	JM Financial
5.	Appointment of Registrar and advertising agency	All BRLMs*	I-Sec
6.	Appointment of intermediaries (including co-ordinating all agreements to be entered with such parties): printers, Banker(s) to the Offer, Sponsor Bank(s), Escrow Collection Bank, Share Escrow Agent, Syndicate Members / Brokers to the Offer and Underwriters	All BRLMs*	Ambit
7.	Preparation of road show presentation and frequently asked questions	All BRLMs*	Jefferies
8.	International institutional marketing of the Offer, which will cover, *inter alia*: • Institutional marketing strategy and preparation of publicity budget; • Finalising the list and division of international investors for one-to-one meetings; and • Finalising international road show and investor meeting schedules	All BRLMs	BNPP
9.	Domestic institutional marketing of the Offer, which will cover, *inter alia:* • Institutional marketing strategy and preparation of publicity budget; • Finalising the list and division of domestic investors for one-to-one meetings; and • Finalising domestic road show and investor meeting schedules	All BRLMs	I-Sec
10.	Non - institutional marketing of the offer, which will cover, *inter alia*: • Finalising media, marketing and public relations strategy; and • Finalising centres for holding conferences etc.	All BRLMs	Ambit

S. No.	Activity	Responsibility	Coordinator
11.	Retail marketing of the Offer, which will cover, *inter alia*: • Finalising media, marketing and public relations strategy including list of frequently asked questions at retail road shows; • Finalising centers for holding conferences for brokers etc.; • Follow - up on distribution of publicity and offer material including forms, the Prospectus and deciding on the quantum of Issue material; and • Finalising collection centres	All BRLMs	JM Financial
12.	Coordination with Stock Exchanges for book building software, bidding terminals, mock trading, intimation to Stock Exchange for anchor portion and deposit of 1% security deposit with Designated Stock Exchange.	All BRLMs*	Ambit
13.	Managing the book and finalization of pricing in consultation with our Company and/or the Selling Shareholders	All BRLMs*	I-Sec
14.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with registrar, SCSBs and banks, intimation of allocation and dispatch of refund to bidders, etc. Post-Offer activities, which shall involve essential follow-up steps including allocation to anchor investors, follow-up with bankers to the Offer and SCSBs to get quick estimates of collection and advising the issuer about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, coordination for unblock of funds by SCSBs, finalization of trading, dealing and listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-Offer activity such as Registrar to the Offer, Bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable. Payment of the applicable securities transaction tax ("**STT**") on sale of unlisted equity shares by the Selling Shareholder under the Offer for Sale to the Government and filing of the STT return by the prescribed due date as per Chapter VII of Finance (No. 2) Act, 2004. Co-ordination with SEBI and stock exchanges for refund of 1% security deposit and submission of all post-offer reports including final post-offer report to SEBI.	All BRLMs*	JM Financial

** Excluding BOBCAPS which is involved, as a merchant banker, only in the marketing of the Offer. BOBCAPS is an associate of Bank of Baroda, one of the Promoter Selling Shareholders, in terms of the SEBI Merchant Bankers Regulations. Accordingly, in compliance with the proviso to Regulation 21A(1) of the SEBI Merchant Bankers Regulations read with Regulation 23(3) of the SEBI ICDR Regulations, BOBCAPS would be involved only in the marketing of the Offer. BOBCAPS has signed the due diligence certificate and has been disclosed as a Book Running Lead Manager.*

IPO Grading

No credit rating agency registered with SEBI has been appointed for grading the Offer.

Monitoring Agency

Our Company is not required to appoint a monitoring agency pursuant to the proviso to Regulation 41 of SEBI ICDR Regulations.

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

Credit Rating

As this is an Offer of Equity Shares, credit rating is not required.

Debenture Trustees

As this is an Offer of Equity Shares, the appointment of debenture trustees is not required.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from bidders on the basis of the Red Herring Prospectus and the Bid Cum Application Forms and the Revision Forms within the Price Band and the minimum Bid Lot, which will be decided by our Company and the Selling Shareholders in consultation with the Book Running Lead Managers, and advertised in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company and the Selling Shareholders in consultation with the Book Running Lead Managers, after the Bid/ Offer Closing Date. For details, see "*Offer Procedure*" on page 430.

All Bidders (other than Anchor Investors) shall participate in this Offer mandatorily through the ASBA process by providing the details of their respective ASBA accounts in which the corresponding Bid Amount will be blocked by the SCSBs. In addition to this, the RIBs shall participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of the number of Equity Shares or the Bid Amount) at any stage. RIBs bidding in the Retail Portion, Eligible Employees Bidding in the Employee Reservation Portion (subject to their Bid Amount being up to ₹500,000) and Eligible BOB Shareholders Bidding in the Shareholder Reservation Portion (subject to the Bid Amount being up to ₹200,000) can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bid(s) until Bid/ Offer Closing Date. Further, Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. Except for Allocation to RIBs, Non-Institutional Bidders and the Anchor Investors, allocation in the Offer will be on a proportionate basis. Further, allocation to Anchor Investors will be on a discretionary basis and allocation to the Non-Institutional Investors will be in a manner as may be introduced under applicable laws.

Each Bidder by submitting a Bid in the Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer.

For further details, see "*Terms of the Offer*" "*Offer Structure*" and "*Offer Procedure*" on pages 420, 426 and 430, respectively.

The process of Book Building under the SEBI ICDR Regulations and the Bidding Process are subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to submitting a Bid in the Offer.

Bidder should note that, the Offer is also subject to obtaining (i) the final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment within six Working Days of the Bid/ Offer Closing Date or such other period as prescribed under applicable law.

Illustration of Book Building Process and Price Discovery Process

For an explanation of the Book Building Process and the price discovery process, see "Offer Procedure" beginning on page 430.

Underwriting Agreement

After the determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters will be several and will be subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus. This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC.)

Name, address, telephone number and e-mail address of the Underwriters	Indicative number of Equity Shares to be underwritten	Amount underwritten (₹ in million)
[●]	[●]	[●]
[●]	[●]	[●]
[●]	[●]	[●]
[●]	[●]	[●]

The aforementioned underwriting commitments are indicative and will be finalised after the Offer Price is determined and allocation of Equity Shares in accordance with provisions of Regulation 40(2) of the SEBI ICDR Regulations. The extent of Underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement.

In the opinion of our Board of Directors (based on representations made to our Company by the Underwriters) and Selling Shareholders, the resources of the aforementioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The aforementioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges. Our Board of Directors/IPO Committee, at its meeting held on [●], approved the acceptance and entering into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure purchasers for or purchase the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

CAPITAL STRUCTURE

The Equity Share capital of our Company as on the date of this Draft Red Herring Prospectus is set forth below:

(in ₹, except share data)

		Aggregate value at face value	Aggregate value at Offer Price*
A	**AUTHORISED SHARE CAPITAL**(1)		
	1,000,000,000 Equity Shares (having face value of ₹10 each)	10,000,000,000	-
B	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	754,370,630 Equity Shares (having face value of ₹10 each)	7,543,706,300	-
C	**PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS**(2)		
	Offer of up to [●] Equity Shares(4)	[●]	[●]
	of which		
	Fresh Issue of [●] Equity Shares aggregating up to ₹5,000 million	[●]	[●]
	Offer for Sale of 141,299,422 Equity Shares aggregating up to ₹[●] million(3)	[●]	[●]
	The Offer includes:	[●]	[●]
	Employee Reservation Portion of up to [●] Equity Shares aggregating up to ₹ [●] million(5)	[●]	[●]
	Shareholder Reservation Portion of up to [●] Equity Shares aggregating up to ₹ [●] million(6)	[●]	[●]
	Net Offer of up to [●] Equity Shares	[●]	[●]
D	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	[●] Equity Shares (having face value of ₹10 each)	[●]	-
E	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer		6,790,909,095.00
	After the Offer		[●]

** To be included upon finalisation of the Offer Price.*

(1) For details in relation to the changes in the authorised share capital of our Company in the last 10 years, see "History and Certain Corporate Matters – Amendments to our Memorandum of Association" on page 223.

(2) The Offer (including the Fresh Issue) has been authorized by our Board of Directors pursuant to the resolutions passed at their meetings dated July 18, 2022 and October 18, 2022, and our Shareholders pursuant to the resolution passed at their meeting held on October 20, 2022. Our Board has taken on record the consent of the Selling Shareholders to participate in the Offer for Sale pursuant to a resolution passed in its meeting held on October 18, 2022. Each of the Selling Shareholders have confirmed and authorized their respective participation in the Offer for Sale. For further details, see "Other Regulatory and Statutory Disclosures" on page 394.

(3) The Equity Shares being offered by each Selling Shareholder have been held by them for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus and are otherwise eligible for being offered for sale pursuant to the Offer in accordance with the provisions, including Regulation 8A, of the SEBI ICDR Regulations. Each of the Selling Shareholders, severally and not jointly, has authorised the sale of its respective portion of the Offered Shares in the Offer for Sale. For details of authorisations for the Offer for Sale, see "The Offer" and "Other Regulatory and Statutory Disclosures" on pages 75 and 294, respectively.

(4) A Pre-IPO Placement may be undertaken by our Company in consultation with the Book Running Lead Managers of such number of Equity Shares for cash consideration aggregating up to ₹ 1,000 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the BRLMs, and will be completed prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the minimum Offer size (comprising the Fresh Issue so reduced by the amount raised from the Pre-IPO Placement, and the Offer for Sale) shall constitute at least [●]% of the post-Offer paid-up Equity Share capital of our Company.

(5) In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation of up to ₹500,000), shall be added to the Net Offer. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. For further details, see "Offer Structure" on page 426.

(6) The Shareholder Reservation Portion shall not exceed 10.00% of the Offer size. The unsubscribed portion, if any, in the Shareholder Reservation Portion, shall be added to the Net Offer. For further details, see "Offer Structure" on page 426.

Notes to the Capital Structure

1. **Equity share capital history of our Company**

The history of the Equity Share capital of our Company is set forth below:

Date of allotment of Equity Shares	Total number of Equity Shares allotted	Details of allottees	Face value per Equity Share ("Face Value") (in ₹)	Issue price per Equity Share (in ₹)	Nature of allotment	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital at Face Value
June 6, 2008	50,000	Allotment of 27,025 Equity Shares to Bank	10	10	Allotment pursuant to initial	Cash	50,000	500,000

Date of allotment of Equity Shares	Total number of Equity Shares allotted	Details of allottees	Face value per Equity Share ("Face Value") (in ₹)	Issue price per Equity Share (in ₹)	Nature of allotment	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital at Face Value
		of Baroda[1] and 22,975 Equity Shares to Union Bank of India[2][4]			subscription to the Memorandum of Association			
August 27, 2009[5]	27,330,000	Allotment of 16,252,500 Equity Shares to Bank of Baroda and 11,077,500 Equity Shares to Union Bank of India[4]	10	10	Further issue of capital	Cash	27,380,000	273,800,000
August 27, 2009[5]	9,620,000	Allotment of 9,620,000 Equity Shares to Legal & General Middle East Limited	10	35	Further issue of capital	Cash	37,000,000	370,000,000
October 22, 2009[5]	120,620,000	Allotment of 71,720,475 Equity Shares to Bank of Baroda and 48,899,525 Equity Shares to Union Bank of India[4]	10	10	Further issue of capital	Cash	157,620,000	1,576,200,000
October 22, 2009[5]	42,380,000	Allotment of 42,380,000 Equity Shares to Legal & General Middle East Limited	10	35	Further issue of capital	Cash	200,000,000	2,000,000,000
August 27, 2010[8]	125,000,000	Allotment of 55,000,000 Equity Shares to Bank of Baroda, 37,500,000 Equity Shares to Union Bank of India[4] and 32,500,000 Equity Shares to Legal & General Middle East Limited	10	10	Rights Issue	Cash	325,000,000	3,250,000,000
August 16, 2011[8]	150,000,000	Allotment of 66,000,000 Equity Shares to Bank of Baroda, 45,000,000 Equity Shares to Union Bank of India[4] and 39,000,000 Equity Shares to Legal & General Middle East Limited	10	10	Rights Issue	Cash	475,000,000	4,750,000,000

Date of allotment of Equity Shares	Total number of Equity Shares allotted	Details of allottees	Face value per Equity Share ("Face Value") (in ₹)	Issue price per Equity Share (in ₹)	Nature of allotment	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital at Face Value
October 5, 2015(6) (8)	150,000,000	Allotment of 66,000,000 Equity Shares to Bank of Baroda, 45,000,000 Equity Shares to Union Bank of India(4) and 39,000,000 Equity Shares to Legal & General Middle East Limited	10	10	Rights Issue	Cash	625,000,000	6,250,000,000
September 20, 2019(7)	10,000,000	Allotment of 10,000,000 Equity Shares to Carmel Point Investments India Private Limited(3)	10	150	Preferential allotment	Cash	635,000,000	6,350,000,000
April 18, 2020	28,461,539	Allotment of 16,923,077 Equity Shares to Bank of Baroda and 11,538,462 Equity Shares to Union Bank of India	10	10	Rights Issue	Cash	663,461,539	6,634,615,390
July 12, 2022(8)	90,909,091	Allotment of 59,090,909 Equity Shares to Bank of Baroda, 8,181,818 Equity Shares to Union Bank of India and 23,636,364 Equity Shares to Carmel Point Investments India Private Limited	10	55	Rights Issue	Cash	754,370,630	7,543,706,300
Total	**754,370,630**						**754,370,630**	**7,543,706,300**

(1) Inclusive of 10 Equity Shares each allotted to S.C. Kalia, Usha Ananthasubramanian and P.C. Jain as nominees of Bank of Baroda.

(2) Inclusive of 10 Equity Shares each allotted to A.L. Nageswara Rao and D. Jogiraju as nominees of Andhra Bank. Pursuant to a scheme of amalgamation notified on March 4, 2020, all undertakings of Andhra Bank were transferred to the Union Bank of India, with effect from April 1, 2020.

(3) Pursuant to IRDAI approval dated February 6, 2019, Legal & General Middle East Limited previously transferred its entire shareholding of 162,500,000 Equity Shares in our Company to Carmel Point Investments India Private Limited. For further details, see "-History of the Equity Share capital held by our Promoters – (a) build-up of the Promoters' equity shareholding in our Company – Carmel Point Investments India Private Limited" on page 98.

(4) Allotment of Equity Shares to Andhra Bank. Pursuant to a scheme of amalgamation notified on March 4, 2020, all undertakings of Andhra Bank were transferred to the Union Bank of India, with effect from April 1, 2020.

(5) For details of factual inaccuracies in the corporate records maintained in relation to these allotments, see "Risk Factors – 38. There have been delays in relation to reporting requirements in respect of issuance of Equity Shares by our Company and other delays and non-compliances under the Companies Act and other applicable laws. Further there have been certain instances of delays and non-compliances, including with respect to certain secretarial/ regulatory filings for corporate actions and there have been inadvertent inaccuracies in certain of our regulatory filings and corporate records. Accordingly, we may be subject to regulatory actions and penalties in this regard." on page 56.

(6) For details of late filing of Form MGT-14 in relation to the board resolution, see "Risk Factors – 38. There have been delays in relation to reporting requirements in respect of issuance of Equity Shares by our Company and other delays and non-compliances under the Companies Act and other applicable laws. Further there have been certain instances of delays and non-compliances, including with respect to certain secretarial/ regulatory filings for corporate actions and there have been inadvertent inaccuracies in certain of our regulatory filings and corporate records. Accordingly, we may be subject to regulatory actions and penalties in this regard." on page 56.

(7) *Valuation report of M/S Walker Chandiok & Co LLP dated May 6, 2019, was obtained in relation to this preferential allotment.*

(8) *Union Bank of India has been unable to trace correspondences to and from RBI. For details, see "Risk Factors – 61. Certain of the approvals received and intimations made by Union Bank of India, one of our Shareholders, to the Reserve Bank of India are not traceable. Accordingly, Union Bank of India may be subject to regulatory actions and penalties by the Reserve Bank of India in this regard which could affect our reputation and results of operations." on page 65.*

2. **Equity Shares issued for consideration other than cash or by way of bonus issue or out of revaluation reserves**

Our Company has not issued Equity Shares out of revaluation reserves. Further, our Company has not issued Equity Shares through bonus issue or for consideration other than cash.

3. Our Company does not have any preference share capital as on the date of this Draft Red Herring Prospectus.

4. **Issue of Equity Shares under Section 391 to 395 of the Companies Act, 1956 and Sections 230 to 234 of the Companies Act**

Our Company has not allotted any Equity Shares pursuant to any scheme approved under Section 391 to 395 of the Companies Act, 1956 and Sections 230 to 234 of the Companies Act.

5. **Issue of Equity Shares under employee stock option schemes**

Our Company has not issued any Equity Shares under the ESOP Scheme. For further details, see " – *ESOP Scheme*" on page 100.

6. **Equity Shares issued in the preceding one year below the Offer Price**

Except for the allotment of 90,909,091 Equity Shares on July 12, 2022 pursuant to a rights issue at a price of ₹ 55 per Equity Share, our Company has not issued any Equity Shares at a price which is lower than the Offer Price during a period of one year preceding the date of this Draft Red Herring Prospectus.

For details, see " – *Notes to the Capital Structure – Equity share capital history of our Company*" on page 92.

7. **Shareholding Pattern of our Company**

The table below presents the shareholding pattern of our Company as on the date of filing of this Draft Red Herring Prospectus:

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up equity shares held (IV)	Number of Partly paid-up equity shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Number of Voting Rights: Class e.g.: Equity Shares	Number of Voting Rights: Class e.g.: Others	Number of Voting Rights: Total	Total as a % of (A+B + C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
(A)	**Promoters and Promoter Group**	2	686,477,273*	-	-	686,477,273*	91.00	686,477,273*	-	686,477,273*	91.00	-	91.00	150,195,804	21.88	-	-	686,477,273*
(B)	**Public**	1	67,893,357#	-	-	67,893,357#	9.00	67,893,357#	-	67,893,357#	9.00	-	9.00	11,538,462	16.99	-	-	67,893,357#
(C)	**Non Promoter-Non Public**	-	-	-	-	-	0.00	-	-	-	0.00	-	0.00	-	-	-	-	-
(C1)	**Shares underlying depository receipts**	-	-	-	-	-	0.00	-	-	-	0.00	-	0.00	-	-	-	-	-
(C2)	**Shares held by employee trusts**	-	-	-	-	-	0.00	-	-	-	0.00	-	0.00	-	-	-	-	-
	Total	**3**	**754,370,630*#**	**-**	**-**	**754,370,630*#**	**100.00**	**754,370,630*#**	**-**	**754,370,630*#**	**100.00**	**-**	**100.00**	**161,734,266**	**21.43**	**-**	**-**	**754,370,630*#**

* *Inclusive of 10 Equity Shares each held by Purshotam, Rajesh Inder Malhotra and Subrat Kumar as nominees of Bank of Baroda.*

\# *Inclusive of 10 Equity Shares each held by Arun Kumar and Vikas Babu Chittiprolu as nominees of Union Bank of India.*

8. **Details of equity shareholding of the major Shareholders of our Company**

a) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as on the date of this Draft Red Herring Prospectus:

	Name of the Shareholder	Number of Equity Shares	Percentage of the Equity Share capital (%)
1.	Bank of Baroda	490,340,909*	65.00
2.	Carmel Point Investments India Private Limited	196,136,364	26.00
3.	Union Bank of India	67,893,357#	9.00
	Total	**754,370,630**	**100%**

* *Inclusive of 10 Equity Shares each held by Purshotam, Rajesh Inder Malhotra and Subrat Kumar as nominees of Bank of Baroda.*

\# *Inclusive of 10 Equity Shares each held by Arun Kumar and Vikas Babu Chittiprolu as nominees of Union Bank of India.*

b) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as on 10 days prior to the date of this Draft Red Herring Prospectus:

	Name of the Shareholder	Number of Equity Shares	Percentage of the Equity Share capital (%)
1.	Bank of Baroda	490,340,909*	65.00
2.	Carmel Point Investments India Private Limited	196,136,364	26.00
3.	Union Bank of India	67,893,357#	9.00
	Total	**754,370,630**	**100%**

* *Inclusive of 10 Equity Shares each held by Purshotam, Rajesh Inder Malhotra and Subrat Kumar as nominees of Bank of Baroda.*

\# *Inclusive of 10 Equity Shares each held by Arun Kumar and Vikas Babu Chittiprolu as nominees of Union Bank of India.*

c) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as on one year prior to the date of this Draft Red Herring Prospectus:

	Name of the Shareholder	Number of Equity Shares	Percentage of the equity share capital (%)
1.	Bank of Baroda	291,923,077*	44.00
2.	Union Bank of India	199,038,462#	30.00
3.	Carmel Point Investments India Private Limited	172,500,000	26.00
	Total	**663,461,539**	**100.00**

* *Inclusive of 10 Equity Shares each held by Purshotam, Rajesh Inder Malhotra and Rajneesh Sharma as nominees of Bank of Baroda.*

\# *Inclusive of 10 Equity Shares each held by Arun Kumar and Vikas Babu Chittiprolu as nominees of Union Bank of India.*

d) Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company, as on two years prior to the date of this Draft Red Herring Prospectus:

	Name of the Shareholder	Number of Equity Shares	Percentage of the Equity Share capital (%)
1.	Bank of Baroda	291,923,077*	44.00
2.	Union Bank of India	199,038,462#	30.00
3.	Carmel Point Investments India Private Limited	172,500,000	26.00
	Total	**663,461,539**	**100.00**

* *Inclusive of 10 Equity Shares each held by Radhakant Mathur, Rajesh Inder Malhotra and Rajneesh Sharma as nominees of Bank of Baroda.*

\# *Inclusive of 10 Equity Shares each held by Arun Kumar and Vikas Babu Chittiprolu as nominees of Union Bank of India.*

9. **History of the Equity Share capital held by our Promoters**

As on the date of this Draft Red Herring Prospectus, our Promoters, i.e. Bank of Baroda and Carmel Point Investments India Private Limited, together hold in aggregate 686,477,273 Equity Shares (inclusive of 10 Equity Shares each held by Purshotam, Rajesh Inder Malhotra and Subrat Kumar as nominees of Bank of Baroda), representing 91.00% of the issued, subscribed and paid-up Equity Share capital of our Company. The details regarding our Promoters' shareholding is set forth below.

a) *Build-up of Promoters' equity shareholding in our Company*

The build-up of the equity shareholding of our Promoters since incorporation of our Company is set forth below:

Date of allotment/ transfer	Nature of transaction	Number of equity shares allotted/ transferred	Nature of consideration	Face value per equity share (₹)	Issue price/ transfer price per equity share (₹)	Percentage of the pre-Offer capital (%)	Percentage of fully diluted post- Offer capital (%)
Bank of Baroda							
June 6, 2008	Allotment pursuant to initial subscription to the Memorandum of Association	27,025[(1)]	Cash	10	10	Negligible	[●]
August 27, 2009	Further issue of capital	16,252,500	Cash	10	10	2.15%	[●]
October 22, 2009	Further issue of capital	71,720,475	Cash	10	10	9.51%	[●]
August 27, 2010	Rights Issue	55,000,000	Cash	10	10	7.29%	[●]
August 16, 2011	Rights Issue	66,000,000	Cash	10	10	8.75%	[●]
October 5, 2015	Rights Issue	66,000,000	Cash	10	10	8.75%	[●]
April 18, 2020	Rights Issue	16,923,077	Cash	10	10	2.24%	[●]
March 31, 2022[(3)]	Transfer of Equity Shares from Union Bank of India	139,326,923	Cash	10	55	18.47%	[●]
July 12, 2022	Rights Issue	59,090,909	Cash	10	55	7.83%	[●]
Sub-Total (A)		**490,340,909**[(2)]				**65.00%**	**[●]**
Carmel Point Investments India Private Limited							
February 7, 2019[(4)]	Transfer of Equity Shares from Legal & General Middle East Limited	162,500,000	Cash	10	43.72	21.54%	
September 20, 2019	Preferential allotment	10,000,000	Cash	10	150	1.33%	
July 12, 2022	Rights Issue	23,636,364	Cash	10	55	3.13%	
Sub-Total (B)		**196,136,364**				**26.00%**	
Total (A+B)		**686,477,273**				**91.00%**	**[●]**

(1) Inclusive of 10 Equity Shares each allotted to S.C. Kalia, Usha Ananthasubramanian and P.C. Jain as nominees of Bank of Baroda.

(2) Inclusive of 10 Equity Shares each held by Purshotam, Rajesh Inder Malhotra and Subrat Kumar as nominees of Bank of Baroda.

(3) Pursuant to RBI approval dated March 29, 2022 and IRDAI approval dated March 31, 2022, 139,326,923 Equity Shares were transferred to Bank of Baroda.

(4) Pursuant to IRDAI approval dated February 6, 2019, 162,500,000 Equity Shares were transferred to Carmel Point Investments India Private Limited.

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment of such Equity Shares. As on the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters are subject to any pledge.

b) *Shareholding of our Promoters and Promoter Group*

Except as disclosed below, our Promoters, the Promoter Group (other than our Promoters) and directors of our Promoters do not hold any Equity Shares in our Company:

S. No.	Name of the shareholder	Pre-Offer number of Equity Shares	Percentage of the pre-Offer Equity share capital (%)	Number of Equity Shares proposed to be offered	Post-Offer number of Equity Shares	Percentage of the post-Offer Equity Share capital (%)
Promoters (also the Promoter Selling Shareholders)						
1.	Bank of Baroda	490,340,909*	65.00	[●]	[●]	[●]
2.	Carmel Point	196,136,364	26.00	[●]	[●]	[●]

S. No.	Name of the shareholder	Pre-Offer number of Equity Shares	Percentage of the pre-Offer Equity share capital (%)	Number of Equity Shares proposed to be offered	Post-Offer number of Equity Shares	Percentage of the post-Offer Equity Share capital (%)
	Investments India Private Limited					
3.	Directors of our Promoters	Nil				
Promoter Group (other than our Promoters)						
1.	Entities forming part of the Promoter Group	Nil				
Total		**686,477,273**	**91.00**	**[●]**	**[●]**	**[●]**

* *Inclusive of 10 Equity Shares each held by Purshotam, Rajesh Inder Malhotra and Subrat Kumar as nominees of Bank of Baroda.*

10. **Details of Promoters' Contribution and Lock-in**

a) In accordance with Regulations 14 and 16(1) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters, shall be locked in for a period of 18 months, or such other period as prescribed under the SEBI ICDR Regulations, as minimum promoter's contribution from the date of Allotment ("**Promoters' Contribution**"), and our Promoters' shareholding in excess of 20% of the post-Offer equity share capital shall be locked in for a period of six months from the date of Allotment.

b) The details of the Equity Shares to be locked-in for a period of 18 months, or such other period as prescribed under the SEBI ICDR Regulations from the date of Allotment as Promoters' Contribution are set forth in the table below:

Name of Promoters	Number of equity shares locked-in(1)(2)	Date of allotment/ transfer	Nature of transaction	Face value (₹)	Issue/ acquisition price per equity share (₹)	Percentage of pre-Offer paid-up Equity Share capital	Percentage of post-Offer paid-up Equity Share capital*	Date up to which the equity shares are subject to lock in
Bank of Baroda	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

* *Subject to finalisation of the Basis of Allotment.*
(1) For a period of 18 months or such other period as prescribed under SEBI ICDR Regulations from the date of Allotment.
(2) All Equity Shares were fully paid-up at the time of Allotment.

Bank of Baroda, one of the Promoter Selling Shareholders, has given its consent to include such number of Equity Shares held by it as disclosed above, constituting 20% of the post-Offer equity share capital of our Company as Promoters' Contribution and has agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner the Promoters' Contribution from the date of filing this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

c) Our Company undertakes that the Equity Shares being locked-in are not ineligible for computation of Promoters' contribution in terms of Regulation 15 of the SEBI ICDR Regulations. For details of the build-up of the share capital held by our Promoters, see "- *History of the Equity Share capital held by our Promoters – Build-up of Promoters' equity shareholding in our Company*" on page 98.

In this connection, we confirm that the Equity Shares considered as Promoters' Contribution:

(i) have not been acquired during the immediately preceding three years from the date of this Draft Red Herring Prospectus for consideration other than cash, involving any revaluation of assets or capitalisation of intangible assets;

(ii) did not result from a bonus issue during the immediately preceding three years from the date of this Draft Red Herring Prospectus, by utilisation of revaluation reserves or unrealised profits of the Company, or from bonus issue against Equity Shares which are otherwise ineligible for Promoters' Contribution;

(iii) are not acquired or subscribed to during the immediately preceding year from the date of this Draft Red Herring Prospectus at a price lower than the price at which the Equity Shares are being offered to the public in the Offer; and

(iv) are not subject to any pledge or any other encumbrance.

All Equity Shares held by our Promoters are held in dematerialized form.

Further, our Company has not been formed by conversion of a partnership firm or a limited liability partnership firm into a company and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion from a partnership firm.

11. **Details of Equity Shares locked-in for six months:**

In addition to the Promoters' Contribution by Bank of Baroda, the entire pre-Offer Equity Share capital of our Company will be locked-in for a period of six months from the date of Allotment, including any unsubscribed portion of the Offer for Sale, and any other categories of shareholders exempted under Regulation 17 of the SEBI ICDR Regulations, as applicable.

As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by the Promoters, which are locked-in may be transferred to another promoter or another members of the Promoter Group or to any new promoter or persons in control of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period and in compliance with the SEBI Takeover Regulations, as applicable. Such transferees are not eligible to transfer such transferred Equity Shares till the expiry of the lock-in period in accordance with the SEBI ICDR Regulations.

Pursuant to Regulation 21(a) of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in for a period of 18 months from the date of Allotment may be pledged as collateral security for loans granted by scheduled commercial banks, public financial institutions, NBFC-SI or housing finance companies, provided that such loans have been granted by such bank or institution for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans, which is not applicable in the context of this Offer.

Pursuant to Regulation 21(b) of the SEBI ICDR Regulations, the Equity Shares held by our Promoters which are locked-in for a period of 6 months from the date of Allotment may be pledged as collateral security for loans granted by scheduled commercial banks, public financial institutions, NBFC-SI or housing finance companies, provided that pledge of the Equity Shares is one of the terms of sanction of such loans.

However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoters and locked-in for a period of six months from the date of Allotment in the Offer may be transferred to any other person holding the Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, subject to continuation of the lock-in in the hands of transferees for the remaining period and compliance with the SEBI Takeover Regulations. Such transferees shall not be eligible to transfer until the expiry of the lock-in period in accordance with the SEBI ICDR Regulations and compliance with the SEBI Takeover Regulations.

12. **Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors**

50% of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

13. **ESOP Scheme**

Our Company, pursuant to a resolution passed by our Board on May 11, 2022 has adopted the ESOP Scheme, which was amended by way of a circular resolution passed by the Board on October 4, 2022 and adopted by our Shareholders pursuant to a resolution dated October 12, 2022. By way of a letter dated October 5, 2022, our Company has made an intimation to IRDAI in relation to the adoption of the ESOP Scheme. The objectives of the ESOP Scheme are to *inter alia* (a) align the interests of employees with that of shareholders, (b) provide wealth creation opportunities to employees of our Company, (c) retain the best performing, critical talent and (d) reward employees for their past contribution.

The ESOP Scheme is in compliance with the SEBI SBEB Regulations and other applicable laws. As on the date of the Draft Red Herring Prospectus, 6,412,704 employee stock options have been granted by our Company under the ESOP Scheme. The details are as follows:

Particulars	Details			
	Fiscal 2020	Fiscal 2021	Fiscal 2022	From April 1, 2022 till the date of this Draft Red Herring Prospectus
Total options outstanding as at the beginning of the period	N.A.	N.A.	N.A.	Nil
Total options granted*	N.A.	N.A.	N.A.	6,412,704
Exercise price of options in ₹ (as on the date of grant options)	N.A.	N.A.	N.A.	₹ 75.11 per option
Options forfeited/lapsed/cancelled	N.A.	N.A.	N.A.	Nil
Variation of terms of options	N.A.	N.A.	N.A.	Option Grantee can opt for one share for one stock option
Money realized by exercise of options during the year/period	N.A.	N.A.	N.A.	Nil
Total number of options outstanding in force at the end of period/year	N.A.	N.A.	N.A.	6,412,704
Total options vested (excluding the options that have been exercised)	N.A.	N.A.	N.A.	Nil
Options exercised (since implementation of the ESOP scheme)	N.A.	N.A.	N.A.	Nil
The total number of Equity Shares arising as a result of exercise of granted options (including options that have been exercised)	N.A.	N.A.	N.A.	Nil
Employee wise details of options granted to:				
(i) Key managerial personnel:				
R.M. Vishakha	N.A.	N.A.	N.A.	944,652*
Rushabh Gandhi	N.A.	N.A.	N.A.	542,184
Kedar Patki	N.A.	N.A.	N.A.	223,345
Atri Chakraborty	N.A.	N.A.	N.A.	201,929
Praveen Menon	N.A.	N.A.	N.A.	221,958
Sunanda Roy	N.A.	N.A.	N.A.	137,732
Anjana Rao	N.A.	N.A.	N.A.	131,290
Subhankar Sengupta	N.A.	N.A.	N.A.	144,382
Sankaranarayanan Raghavan	N.A.	N.A.	N.A.	134,069
Poonam Tandon	N.A.	N.A.	N.A.	168,239
Sunder Natarajan	N.A.	N.A.	N.A.	134,312
Bhavna Verma	N.A.	N.A.	N.A.	119,431*
Chinmay Kallianpur	N.A.	N.A.	N.A.	28,362
(ii) Any other employee who receives a grant in any one year of options amounting to 5% or more of the options granted during the year	N.A.	N.A.	N.A.	Nil
(iii) Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	N.A.	N.A.	N.A.	Nil
Description of the pricing formula and method and significant assumptions used to estimate the fair value of options granted during the year including, weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in the market at the time of grant of option	N.A.	N.A.	N.A.	Modified Black Scholes Model
Impact on the profits and on the Earnings Per Share of the last three years if the accounting policies specified in the SEBI SBEB & SE Regulations had been followed, in respect of options granted in the last three years	N.A.	N.A.	N.A.	Nil
Diluted earnings per share pursuant to the issue of Equity Shares on exercise of options in accordance with AS 20 'Earnings Per Share'.	N.A.	N.A.	N.A.	Nil
Where our Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference, if any, between employee compensation cost so computed and the	N/A	N/A	N/A	N.A. since Fair Value using

employee compensation calculated on the basis of fair value of the stock options and the impact of this difference, on the profits of the Company and on the earnings per share of our Company				Modified Black Scholes Model has been used for calculating Employee Compensation Cost.
Intention of the Key Managerial Personnel and wholetime directors who are holders of Equity Shares allotted on exercise of options granted to sell their equity shares within three months after the date of listing of Equity Shares pursuant to the Offer	N.A.	N.A.	N.A.	N.A.
Intention to sell Equity Shares arising out of an employee stock option scheme within three months after the listing of Equity Shares, by Directors, senior management personnel and employees having Equity Shares arising out of an employee stock option scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)	N.A.	N.A.	N.A.	N.A.

**While the Nomination and Remuneration Committee has approved the grant of employee stock options by way of a resolution dated October 17, 2022, the employee stock options granted to our Managing Director and Chief Executive Officer and Appointed Actuary are subject to IRDAI approval.*

14. As on the date of this Draft Red Herring Prospectus, none of the Directors or Key Managerial Personnel of our Company hold any Equity Shares in our Company.

15. Except for the Equity Shares allotted pursuant to the ESOP Scheme, our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/ Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or by way of issue of bonus shares or on a rights basis or by way of further public issue of Equity Shares or otherwise.

16. Except for the Pre-IPO Placement and the Equity Shares allotted pursuant to the ESOP Scheme, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of the Draft Red Herring Prospectus with SEBI until the Equity Shares are listed on the Stock Exchanges.

17. As on the date of filing of this Draft Red Herring Prospectus, our Company has eight shareholders (including Shareholders holding Equity Shares as nominees of Bank of Baroda and Union Bank of India).

18. Except for the allotment of 90,909,091 Equity Shares on July 12, 2022 pursuant to a rights issue at a price of ₹ 55 per Equity Share, our Promoters, any member of our Promoter Group, directors of our Promoters, any of the Directors of our Company and their relatives, have not purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

19. There have been no financing arrangements whereby members of our Promoter Group, directors of our Promoters, our Directors and their relatives, have financed the purchase by any other person of securities of our Company during a period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

20. Neither our Company, nor any of our Directors have entered into any buy-back arrangements for purchase of Equity Shares from any person. Further, the Book Running Lead Managers have not made any buy-back arrangements for purchase of Equity Shares from any person.

21. There are no partly paid-up Equity Shares as on the date of Draft Red Herring Prospectus, and all the Equity Shares transferred pursuant to the Offer will be fully paid-up at the time of Allotment.

22. Our Promoters and Promoter Group shall not participate in the Offer, except by way of participation of the Promoters as Selling Shareholders in the Offer for Sale.

23. No person connected with the Offer, including, but not limited to, the members of the Syndicate, our Company, the Directors, members of our Promoter Group and the Promoters, shall offer or make payment of any incentive, direct or indirect, in the nature of discount, commission and allowance, except for fees or commission for services rendered in relation to the Offer, in any manner, whether in cash or kind or services or otherwise, to any Bidder for making a Bid.

24. Except for 490,340,909* Equity Shares held by one of the Promoter Selling Shareholders, Bank of Baroda (BOBCAPS, one of the Book Running Lead Managers, is an associate of Bank of Baroda in terms of the SEBI Merchant Bankers Regulations), the Book Running Lead Managers and their respective associates (as defined in

the SEBI Merchant Bankers Regulations) do not hold any Equity Shares of our Company as on the date of this Draft Red Herring Prospectus.

**Note: Inclusive of 10 Equity Shares each held by Purshotam, Rajesh Inder Malhotra and Subrat Kumar as nominees of Bank of Baroda.*

25. The BRLMs and their affiliates may engage in the transactions with and perform services for our Company and/or the Selling Shareholders in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company and/or the Selling Shareholders, for which they may in the future receive customary compensation.

26. Except for the Equity Shares allotted pursuant to the ESOP Scheme, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments into, or which would entitle any person any option to receive Equity Shares as on the date of this Draft Red Herring Prospectus.

27. Our Company shall ensure that transactions in Equity Shares by our Promoter and our Promoter Group during the period between the date of filing of this Draft Red Herring Prospectus and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of such transaction.

OBJECTS OF THE OFFER

The Offer comprises of the Fresh Issue and the Offer for Sale.

Offer for Sale

Each of the Selling Shareholders will be entitled to their respective portion of the proceeds from the Offer for Sale in proportion of the Equity Shares offered by the respective Selling Shareholders as part of the Offer for Sale after deducting their proportion of Offer related expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale. Further, the proceeds received from the Offer for Sale will not form part of the Net Proceeds. For further details of the Offer for Sale, see "*The Offer*" on page 75.

The Fresh Issue

Our Company proposes to utilize the Net Proceeds from the Fresh Issue towards augmentation of its capital base to support solvency levels (the "**Objects**"). Further, the proceeds from the Fresh Issue will also be used towards meeting the expenses in relation to the Offer.

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges, including enhancement of our Company's brand name and creation of a public market for our Equity Shares in India.

The main objects clause and objects incidental and ancillary to the main objects clause of our Memorandum of Association enables us to undertake the activities for which the funds are being raised by us in the Fresh Issue.

Net Proceeds

The details of the proceeds from the Fresh Issue are summarized in the following table:

Particulars	Estimated amount (₹ in million)
Gross proceeds of the Fresh Issue(1)	5,000
(Less) Fresh Offer expenses	[●](2)(3)
Net Proceeds	**[●]**

(1) *Includes the proceeds, if any, received pursuant to the Pre-IPO Placement. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement, we may utilise the proceeds from such Pre-IPO Placement towards the Objects of the Offer prior to completion of the Offer.*

(2) *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.*

(3) *For details, see "- Offer Expenses" below.*

Utilization of Net Proceeds

Our Company proposes to utilise the Net Proceeds to augment our Company's capital base to support solvency levels. The amount to be funded from Net Proceeds towards the Objects is ₹ [●] million.

Proposed Schedule of Implementation and Deployment of Funds

The Net Proceeds are proposed to be deployed by Fiscal 2024.

The fund deployment indicated above is based on current circumstances of our business and we may have to revise our estimates from time to time on account of various factors, such as financial and market conditions, competition, interest rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling the proposed utilisation of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable laws. For further details, see " *– Variation in Objects*" on page 108 and "*Risk Factors – 60. Our funding requirements and the proposed deployment of Net Proceeds have not been appraised and our Company has broad discretion over the use of the Net Proceeds and may use them in ways with which you do not agree and in ways that may not enhance our operating results or the price of our Equity Shares*" on page 64.

Details of the Objects of the Fresh Issue

The details in relation to objects of the Fresh Issue are set forth herein below:

I. Augmentation of capital base to support solvency levels

We are a life insurance provider and are registered with the IRDAI. As per applicable IRDAI norms prescribed under the Insurance Regulatory and Development Authority of India (Assets, Liabilities and Solvency Margin of Life Insurance Business) Regulations, 2016 ("**ALSM Regulations**") we are required to maintain a solvency ratio. For further details, see "*Key Regulations and Policies*" on page 204. We intend to utilize the Net Proceeds from the Fresh Issue to augment our capital base to support solvency margin. In addition, we believe that the listing of our Equity Shares will enhance our visibility and brand name among existing and potential customers.

Our Company proposes to utilize the Net Proceeds towards augmentation of our capital base to support the solvency margin and consequently, our solvency ratio. In this regard, it should be noted that 'Solvency ratio' is a regulatory measure of capital adequacy, calculated by dividing available solvency margin by required solvency margin, each as calculated in accordance with the guidelines of the IRDAI on a standalone restated basis. Solvency ratio calculation in India is factor based. The Required Solvency Margin ("**RSM**") is calculated based on investments and multiplicative factors specified by the IRDAI, determined separately for separate classes of business (participating or non-participating, further subdivided into individual and group, being further segregated into linked and non-linked products).

The Available Solvency Margin ("**ASM**") is calculated as 'Excess in Policyholder's Funds' + 'Excess in Shareholder's Funds', where: (a) Excess in Policyholder's Funds = Available assets (as per Form IRDAI-Assets-AA under the ALSM Regulations) less Mathematical Reserves (as per Form H) less Other Liabilities as per Balance Sheet; and (b) Excess in Shareholder's Funds = Available Assets less Other Liabilities.

Currently as per Section 64VA of the Insurance Act read with Regulation 6 and Paragraph 3 of Schedule III to the ALSM Regulations, read with form-KT-3 of Insurance Regulatory Development Authority of India (Actuarial Report and Abstracts for Life Insurance Business) Regulations, 2016 we are required to maintain a minimum solvency ratio of 1.50x. As of June 30, 2022, our solvency ratio was 1.66x. As we focus on growing our business, the Gross Premium/ Net Written Premium and Gross Incurred Claims/ Net Incurred Claims may also increase, which consequently results in higher Required Solvency Margin. The Net Proceeds will be utilised to enhance the ASM and maintain solvency ratio above the control level of solvency. The Net Proceeds will be utilised towards augmentation of our capital base to support the solvency margin and such Net Proceeds would be invested as per the regulations enacted by IRDAI including IRDAI Investment Regulations.

Set out below is the calculation of the solvency ratio:

(₹ in million)

Assets^	March 31, 2022	June 30, 2022*
Excess Policyholder's Fund (A)		
Assets	186,120.30	182,273.00
Mathematical Reserves	180,019.90	176,701.40
Other Liabilities	3,358.00	2,856.70
A = Assets - Mathematical Reserves - Other Liabilities	2,742.40	2,714.80
Excess Shareholder's Funds (B)		
Assets	11,202.8	10,740.90
Other Liabilities	4,288.10	4,800.70
B = Assets - Other Liabilities	6,914.70	5,940.20
Available Solvency Margin (ASM) = A + B	9,657.10	8,655.00
Required Solvency Margin (RSM) Calculation - Trailing 12 months		
Mathematical Reserves before reinsurance (M1)	182,905.80	179,227.60
Mathematical Reserves after reinsurance (M2)	180,019.90	176,701.40
RSM 1 = M1/M2 or 0.85, whichever is higher x relevant first factor	3,504.80	3,501.70
Sum at Risk before reinsurance (S1)	3,490,696.30	2,239,271.20
Sum at Risk after reinsurance (S2)	1,843,043.20	1,173,133.60
RSM 2 = S1/S2 or 0.5, whichever is higher x relevant second factor	2,346.00	1,711.00
RSM = RSM 1 + RSM 2	5,850.80	5,212.70
SOLVENCY RATIO#		
ASM	9,657.10	8.655.00
RSM	5,850.80	5,212.70
Solvency Ratio (ASM/ RSM)	1.65	1.66

* *Our Company has undertaken a rights issue of 90,909,091 Equity Shares on July 12, 2022. For details of the rights issue undertaken by our Company, see "Capital Structure – Notes to the capital structure – Equity share capital history of our Company" on page 92.*

Although the Company's solvency ratio is dependent, inter alia, on the Required Solvency Margin, in light of the proposed infusion of capital to the extent of up to ₹ 5,000 million through Fresh Issue, the consequent increase to the Available Solvency Margin (ceteris paribus) is likely to result in the Company's solvency ratio standing increased, the extent of which cannot be quantified as on the date of this DRHP.

^ *(I) Assets shown in table above include investment assets, fixed assets and current assets (as per audited balance sheet of our Company) less any inadmissible assets; where inadmissible assets are determined in accordance with the provisions of the ALSM Regulations.*
(II) Mathematical reserve is the provisions held at valuation date to cover future liabilities against policies written on the books determined in accordance with the provisions of the ALSM Regulations.
(III) Other liabilities refer to current liabilities and provisions as per the audited balance sheet of our Company as on the date of valuation.

Offer Expenses

The Offer expenses are estimated to be approximately ₹[●] million. Other than (a) listing fees, audit fees of statutory auditors (to the extent not attributable to the Offer), expenses for any corporate advertisements consistent with past practice of the Company (not including expenses relating to marketing and advertisements undertaken in connection with the Offer) each of which will be borne solely by the Company, and (b) fees and expenses in relation to the legal counsel to the Selling Shareholders which shall be borne by the respective Selling Shareholders, each of the Company and each of the Selling Shareholders agrees to share the costs and expenses (including all applicable taxes) directly attributable to the Offer as agreed in a fee letter (approved and executed by the Selling Shareholders), severally and not jointly, based on the following: (i) solely by the Company in relation the Equity Shares issued and allotted by the Company in the Fresh Issue; and (ii) by the Selling Shareholders in proportion to their respective number of the Offered Shares, sold and transferred in the Offer for Sale. All the expenses relating to the Offer shall be paid by our Company. The expenses directly attributable to the portion for the Offer for Sale will be deducted from the proceeds of the Offer, as appropriate, and only the remaining amount will be paid to the Selling Shareholders, in accordance with Section 28(3) of the Companies Act. In the event that the Offer is postponed or withdrawn or abandoned for any reason or the Offer is not successful or consummated, all costs and expenses with respect to the Offer shall be borne by our Company, unless specifically required otherwise under applicable law or by the relevant government authority.

The break-up for the Offer expenses is as follows:

Activity	Estimated expenses(1) (in ₹million)	As a % of the total estimated Offer expenses(1)	As a % of the total Offer size(1)
BRLMs' fees including underwriting commission, brokerage and selling commission, as applicable	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Bank and Bankers to the Offer. Brokerage, underwriting commission and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs (2)(3)(4)(5)(6)(7)	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Fee payable to Joint Auditors	[●]	[●]	[●]
Fee payable to Independent Actuary	[●]	[●]	[●]
Others			
Listing fees, SEBI filing fees, upload fees, BSE & NSE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
Printing and distribution of issue stationery	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fees payable to legal counsels	[●]	[●]	[●]
Fees payable to CRISIL	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

(1) *Offer expenses include applicable taxes, where applicable. Offer expenses will be incorporated at the time of filing of the Prospectus. Offer expenses are estimates and are subject to change.*

(2) *Selling commission payable to the SCSBs on the portion for RIBs and Non-Institutional Bidders, Eligible Employees Bidding in the Employee Reservation Portion and Eligible BOB Shareholders Bidding in the Shareholder Reservation Portion which are directly procured by the SCSBs, would be as follows:*

Portion for RIBs	*[●]% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Bidder	*[●]% of the Amount Allotted* (plus applicable taxes)*
Employee Reservation Portion	*[●]% of the Amount Allotted* (plus applicable taxes)*
Shareholder Reservation Portion	*[●]% of the Amount Allotted* (plus applicable taxes)*

* *Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

(3) *No uploading/processing fees shall be payable by our Company and the Selling Shareholders to the SCSBs on the applications directly procured by them.*

Processing/uploading fees payable to the SCSBs on the portion for RIBs, Eligible Employees, Eligible BOB Shareholders and Non-Institutional Bidders which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB for blocking, would be as follows

*Portion for RIBs**	*₹[●] per valid Bid cum Application (plus applicable taxes)*
*Portion for Eligible Employees**	*₹[●] per valid Bid cum Application (plus applicable taxes)*
*Portion for Eligible BOB Shareholders**	*₹[●] per valid Bid cum Application (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹[●] per valid Bid cum Application (plus applicable taxes)*

** The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.*

(4) *Selling commission on the portion for UPI Bidders using the UPI Mechanism, Eligible Employees, Eligible BOB Shareholders and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs would be as follows:*

Portion for RIBs	*[●]% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Bidders	*[●]% of the Amount Allotted* (plus applicable taxes)*
Portion for Eligible Employees	*[●]% of the Amount Allotted* (plus applicable taxes)*
Portion for Eligible BOB Shareholders	*[●]% of the Amount Allotted* (plus applicable taxes)*

* *Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

(5) *The Selling Commission payable to the Syndicate/ Sub-Syndicate Members will be determined on the basis of the application form number/ series, provided that the application is also bid by the respective Syndicate/ Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number/ series of a Syndicate/ Sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate/ Sub-Syndicate Member.*
Uploading Charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the applications made by RIBs using 3-in-1 accounts, Eligible Employees, Eligible BOB Shareholders and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts, would be as follows: ₹ [●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.
Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the portion for RIBs, Eligible Employees, Eligible BOB Shareholders and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking, would be as follows: ₹[●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.
The selling commission and bidding charges payable to Registered Brokers the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

(6) *Bidding charges payable to the Registered Brokers, RTAs/CDPs on the portion for UPI Bidders, Eligible Employees, Eligible BOB Shareholders and Non Institutional Bidders which are directly procured by the Registered Broker or RTAs or CDPs and submitted to SCSB for processing, would be as follows:*

*Portion for RIBs**	*₹[●] per valid Bid cum Application (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹[●] per valid Bid cum Application (plus applicable taxes)*
*Portion for Eligible Employees***	*₹[●] per valid Bid cum Application (plus applicable taxes)*
*Portion for Eligible BOB Shareholders**	*₹[●] per valid Bid cum Application (plus applicable taxes)*

* *Based on valid applications*

(7) *Processing fees for applications made by UPI Bidders using the UPI Mechanism would be as under:*

Payable to Members of the Syndicate(including their sub-Syndicate Members)/ RTAs/ CDPs	*₹[●] per valid Bid cum Application (plus applicable taxes)*
Payable to Sponsor Bank	*₹[●] per valid Bid cum Application (plus applicable taxes)* *The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other Applicable Laws*

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

Means of finance

The fund requirements set out for the aforesaid objects of the Offer are proposed to be met entirely from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and existing identifiable accruals as required under the SEBI ICDR Regulations. In case of a shortfall in raising the requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options including utilising our internal accruals and seeking additional debt from future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilisation of funds earmarked for the purpose set forth above, increased funding requirements for a particular purpose may be financed by surplus funds, if any, available in respect of other purposes for which funds are being raised in the Fresh Issue. For further details, see " – *Variation in Objects*" on page 108 and "*Risk Factors – 60. Our funding requirements and the proposed deployment of Net Proceeds have not been appraised and our Company has broad discretion over the use of the Net Proceeds and may use them in ways with which you do not agree and in ways that may not enhance our operating results or the price of our Equity Shares*" on page 64.

Interim use of Net Proceeds

Our Company, in accordance with the policies established by the Board from time to time, will have the flexibility to deploy the Net Proceeds. Pending utilization for the purposes described above, our Company will deposit the Net Proceeds only with one or more scheduled commercial banks included in the second schedule of the RBI Act as may be approved by our Board or IPO Committee.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in the equity shares of any other listed company or for any investment in equity markets.

Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

Appraising Entity

None of the objects of the Offer for which the Net Proceeds will be utilised have been appraised by any bank/ financial institution or agency.

Monitoring of Utilization of Funds

Our Company is not required to appoint a monitoring agency pursuant to the proviso of Regulation 41(1) of the SEBI ICDR Regulations.

Our Company will disclose the utilisation of the Net Proceeds under a separate head in our balance sheet, along with the relevant details, for all such amounts that have not been utilised. Our Company will indicate investments, if any, of unutilised Net Proceeds in the balance sheet of our Company for the relevant fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32(3) and Part C of Schedule II of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules, our Company shall not vary the objects of the Offer without our Company being authorised to do so by the Shareholders by way of a special resolution. In addition, the notice issued to our Shareholders in relation to the passing of such special resolution (the "**Notice**") shall specify the prescribed details as required under the Companies Act and applicable rules.

The Notice shall simultaneously be published in the newspapers, one in English and one in Marathi, being the vernacular language of Mumbai, Maharashtra where the Registered and Corporate Office is situated in accordance with the Companies Act and applicable rules. Our Promoters will be required to provide an exit opportunity to such Shareholders who do not agree with the proposal to vary the objects, at such price, and in such manner, in accordance with the Companies Act, our AoA, and the SEBI ICDR Regulations.

Other confirmations

No part of the Net Proceeds will be utilized by our Company as consideration to the Promoters, members of the Promoter Group, the Directors, or Key Managerial Personnel. Our Company has not entered into or is not planning to enter into any arrangement/ agreements with the Promoters, the Directors, the Key Managerial Personnel in relation to the utilization of the Net Proceeds of the Offer.

Except to the extent of any proceeds received pursuant to the sale of the Offered Shares by the Selling Shareholders, there is no arrangement whereby any portion of the Offer proceeds will be paid to our Promoters, members of the Promoter Group, Directors, Key Managerial Personnel or Group Companies.

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Bidders should read "*Risk Factors*", "*Our Business*", "*Restated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 28, 167, 257 and 337, respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe that some of the qualitative factors which form the basis for computing the Offer Price are as follows:

- One of the fastest growing private life insurers in India, with consistent market share gain;
- Expansive bancassurance network through two of the largest public sector banks in India, as well as rapidly growing emerging channels;
- Balanced, diversified and profitable product portfolio;
- Healthy and improving persistency metrics due to strong brand equity and customer focus;
- Leading digital platform that provides a seamless experience for customers and distributors;
- Qualified and highly experienced management team with robust corporate governance and backed by marquee investors; and
- Long term value creation driven by consistent and profitable financial performance.

For further details, see "*Our Business – Our Strengths*" on page 169.

Quantitative Factors

Some of the information presented below relating to our Company is derived from the Restated Financial Information. For details, see "*Restated Financial Information*" and "*Other Financial Information*" on pages 257 and 328, respectively.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

1. Basic and Diluted Earnings Per Share ("EPS"), as adjusted for changes in capital:

As derived from the Restated Financial Information:

Financial Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
Financial Year 2022	(4.24)	(4.24)	3
Financial Year 2021	0.46	0.46	2
Financial Year 2020	(1.53)	(1.53)	1
Weighted Average	(2.23)	(2.23)	
Three-month period ended June 30, 2022 (not annualised)	(0.63)	(0.63)	

Notes:
(1) The face value of each Equity Share is ₹10.
(2) The figures disclosed above are based on the Restated Financial Information of our Company.
(3) Our Company has undertaken a rights issue of 90,909,091 Equity Shares at a price of ₹55 per Equity Share on July 12, 2022.
(4) EPS has been calculated by dividing the net profit or (loss) for the respective years by the number of equity shares outstanding as on the last date of the respective years.

2. Price/Earning ("P/E") ratio in relation to Price Band of ₹[●] to ₹[●] per Equity Share:

Particulars	P/E at the lower end of Price Band (no. of times)	P/E at the higher end of Price Band (no. of times)
Based on Basic EPS as per the Restated Financial Information for Financial Year 2022	[●]	[●]
Based on Diluted EPS as per the Restated Financial Information for Financial Year 2022	[●]	[●]

Industry P/E ratio

	P/E Ratio
Highest	96.73x
Lowest	80.21x
Industry Composite	85.86x

Notes:

(1) The industry high and low has been considered from the industry peer set provided later in this section. For further details, see "- Comparison of accounting ratios with listed industry peers" on page 110.

3. Return on Net Worth ("RoNW")

As derived from the Restated Financial Information of our Company:

Particulars	RoNW %	Weight
Financial Year 2022	(57.09%)	3
Financial Year 2021	3.89%	2
Financial Year 2020	(13.59%)	1
Weighted Average	(29.5%)	
Three-month period ended June 30, 2022 *(not annualised)*	(9.27%)	

Notes:

(1) RoNW is calculated by dividing the profit or (loss) for the respective years by the shareholders funds as on the last date of the respective years.

(2) Our Company has undertaken a rights issue of 90,909,091 Equity Shares at a price of ₹55 per Equity Share on July 12, 2022.

4. Net Asset Value per Equity Share of face value of ₹10 each

Net Asset Value per Equity Share	(₹)
As on March 31, 2022	7.43
As on June 30, 2022	6.80
After the completion of the Offer	
- At the Floor Price	[●]
- At the Cap Price	[●]
Offer Price	[●]

Notes:

(1) The figures disclosed above are based on the Restated Financial Statements of our Company.

(2) Our Company has undertaken a rights issue of 90,909,091 Equity Shares at a price of ₹55 per Equity Share on July 12, 2022.

5. Comparison of accounting ratios with listed industry peers

Name of the company	Face Value (₹ per share)	Revenue from operations for Financial Year 2022 (₹ in million)	Basic EPS for Financial Year 2022 (₹)	Diluted EPS for Financial Year 2022 (₹)	P/E for Financial Year 2022	RONW for Financial Year 2022 (%)	NAV As at March 31, 2022 (₹)
IndiaFirst Life Insurance Company Limited*	10	74,214.36	(4.24)	(4.24)	[●]	(29.82%)	14.23
Listed Peers							
SBI Life Insurance Company Limited	10	857,480.37	15.06	15.04	80.21x	12.96%	116.18
HDFC Life Insurance Company Limited	10	689,973.25	6.49	6.48	80.64x	8.50%	73.90
ICICI Prudential Life Insurance Company Limited	10	667,508.32	5.28	5.26	96.73x	8.29%	63.72

* *Financial information for our Company is derived from Restated Financial Statements of our Company for the year ended March 31, 2022.*

Notes:

(1) All the financial information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the annual reports/ financial results/public disclosures submitted to stock exchanges or on company's website, as available of the respective company for the year ended March 31, 2022.

(2) P/E ratio for listed peers is calculated as closing share price (October 11, 2022, - NSE) / Diluted EPS for year ended March 31, 2022.

(3) Net asset value per share (in ₹) = Net worth at the end of the year / Total number of equity shares outstanding as of March 31, 2022.

6. The Offer price is [●] times of the face value of the Equity Shares

The Offer Price of ₹[●] has been determined by our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters.

Bidders should read the above-mentioned information along with "*Risk Factors*", "*Our Business*", "*Restated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 28, 167, 257 and 337, respectively, to have a more informed view. The trading price of Equity Shares could decline due to factors mentioned in "*Risk Factors*" beginning on page 28 and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

To,

The Board of Directors,
IndiaFirst Life Insurance Company Limited

12th and 13th Floor,
North C wing, Tower 4, Nesco IT Park,
Western Express Highway,
Goregaon East,
Mumbai 400 063
Maharashtra, India

Date: October 20, 2022

Ladies and Gentlemen,

Re: Statement of possible special tax benefit available to Indiafirst Life Insurance Company Limited prepared in accordance with the requirements of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2018 as amended ("SEBI ICDR Regulations")

We, M/s. Mehta Chokshi & Shah LLP and M/s. N. S. Gokhale & Company, Chartered Accountants, statutory auditors of the Company, hereby confirm that the 'Statement of Special Tax Benefits', enclosed herewith as **Annexure A**, prepared by the Company and initialled by us and the Company (the "**Statement**"), provides the special tax benefits (under direct and indirect tax laws) available to the Company, to its shareholders pursuant to (i) the Income-tax Act, 1961, as amended and read with the rules, circulars and notifications issued in relation thereto; and (ii) applicable indirect taxation laws, as amended and read with the rules, circulars and notifications issued in connection thereto. Several of such possible special tax benefits forming part of the Statement are dependent on the Company and/or its shareholders fulfilling applicable conditions prescribed within the relevant statutory provisions and accordingly, the ability of the Company and/or its shareholders to derive such possible special tax benefits is entirely dependent upon the lawful fulfilment of such conditions by the Company and/or its shareholders, as applicable.

The special tax benefits discussed within the Statement are not exhaustive and are intended to provide an illustrative understanding to prospective investors with respect to the special tax benefits available to the Company and/or its shareholders and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and changing tax laws, each prospective investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the Offer.

We do not express any opinion or provide any assurance as to whether the:

(i) Company and/or its shareholders will continue to obtain such special tax benefits in the future; or

(ii) Conditions prescribed for availing such special tax benefits where applicable, have been/would be complied with.

The contents of the Statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of the tax laws and its interpretation, which are subject to change from time to time.

Our examination of the Statement has been carried out in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) as issued by the Institute of Chartered Accountants of India ("**ICAI**") and accordingly, we confirm that we have complied with ethical requirements stipulated within the Code of Ethics issued by the ICAI.

The enclosed statement is intended solely for your information and for inclusion in the Draft Red Herring Prospectus and any other material in connection with the Offer and is not used, referred to or distributed for any other purpose without our prior written consent.

Yours faithfully,

For **Mehta Chokshi & Shah LLP**
Chartered Accountants
FRN: 106201W/W100598

CA. Abhay R. Mehta
Partner
Membership No: 046088
Place: Mumbai

Date: October 20, 2022
UDIN: 22046088BAKXOK9856

For **N. S. Gokhale & Company**
Chartered Accountants
FRN: 103270W

CA. Abhay Sidhaye
Partner
Membership No: 033522
Place: Mumbai

Date: October 20, 2022
UDIN: 22033522BAKUYX5932

ANNEXURE TO THE STATEMENT OF TAX BENEFITS AVAILABLE TO THE INDIAFIRST LIFE INSURANCE COMPANY LIMITED ("COMPANY") AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

I. UNDER THE INCOME TAX ACT, 1961 READ WITH RULES THEREOF ("THE ACT")

A. KEY TAXATION ASPECTS APPLICABLE TO THE COMPANY[1] -

Taxability of Life Insurance Companies under the Act

Section 44 of the Act read with Rule 2 of the First Schedule thereto, lays down the manner of determination of the taxable income from life insurance business. Generally, the computation of the profits of any business is in accordance with the provisions contained in sections 30 to 43D of the Act however, section 44 of the Act provides for a specific exception in the case of the business of insurance, whereby the provisions of sections 28 to 43B do not apply for computing the income of an insurance company.

Provisions of Minimum Alternate Tax (MAT) under the Act

The provisions of Minimum Alternate Tax (MAT) under Section 115JB are not applicable to any income accruing or arising to a company from the life insurance business.

Concessional tax rate under section 115B of the Act

The income of a life insurance company so computed as per the provisions of section 44 read with Rule 2 of First Schedule of the Act is taxable at the rate of 12.5%, (plus applicable surcharge and education cess, if any) as per section 115B of the Act.

Applicability of Income Computation and Disclosure Standard (ICDS)

Central Board of Direct Taxes ("CBDT") vide its clarification dated 23 March, 2017 has clarified that ICDS provisions are not applicable to Life Insurance companies as Schedule I of the Act contain specific provisions for Insurance business. The relevant extract of the circular is reproduced herein below:

"the general provisions of ICDS shall apply to all persons unless there are sector specific provisions contained in the ICDS or the Act. For example, ICDS VIII contains specific provisions for banks and certain financial institutions and schedule I of the Act contains specific provisions for the Insurance business"

Income from Pension Business

The Company is entitled to claim an exemption under section 10(23AAB) of the Act in respect of the Income earned from pension business subject to satisfaction of the conditions as stipulated therein.

No deduction of tax at source on dividend paid to Life Insurance companies

The provisions of withholding tax on dividend Income distributed or paid or credited are not applicable to life insurance companies in respect of any shares owned by it or in which it has full beneficial interest as per the exception provided under section 194 of the Act.

No deduction of tax at source on interest Income paid to Life Insurance companies

The provisions of withholding tax on interest on securities paid or credited are not applicable to life insurance companies in respect of any securities owned by it or in which it has full beneficial interest as per the exception provided under section 193 of the Act.

Carry forward and set off of losses

As per the provisions of section 72(1) of the Act, if the net result of the computation of Income from business is a loss to the Company, not being the loss arising out of speculative business, such loss can be set off against any other income and the balance loss, if any, can be carried forward for eight consecutive assessment years immediately succeeding the assessment year for which the loss was first computed and shall be set off against business income.

As per the provisions of section 72A of the Act, pursuant to business re-organization such as demerger etc, the successor company shall be allowed to carry forward any accumulated tax losses/unabsorbed depreciation of the

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[1] *Life insurance companies are governed by specific tax regime and the schedule related thereto under Income-Tax Act, 1961 as aforesaid. For the purpose of this statement, we have incorporated only specific sections directly related to life insurance companies.*

predecessor company, subject to fulfilment of prescribed conditions.

B. KEY TAXATION ASPECTS APPLICABLE TO THE SHAREHOLDERS OF THE COMPANY UNDER THE ACT

I. Resident Shareholders

a) Dividend Income

Any Income by way of dividend referred to section 115-O of the Act i.e. dividend declared, distributed or paid by domestic companies on or after 1 April, 2020 received on the investment made by investor/shareholder in the company is taxable in the hands of Investors/shareholders.

b) Characterization of gains/losses arising from sale/transfer of shares

The characterization of gains/losses, arising from sale/transfer of shares as business income or capital gains would depend upon on the nature of holding and various other factors.

The Government vide its circulars has clarified that in order to provide tax certainty to the assessee along with numerous jurisprudences that income arising from transfer of listed shares and securities, which are generally held for more than 12 months would be taxed under the head "Capital Gains" unless the shareholder itself treats these as stock-in-trade and income arising from transfer thereof as its business income

c) Capital Asset

Capital assets are to be categorised into short-term capital assets and long-term capital assets based on the period of holding. Equity Shares listed on a recognised stock exchange in India held by an assessee for more than 12 months, immediately preceding the date of transfer, are considered to be long-term capital assets. Capital gains arising from the transfer of such long term capital assets are termed as Long-Term Capital Gains (LTCG).

Short Term Capital Gains (STCG) means capital gains arising from the transfer of equity shares listed on a recognised stock exchange in India held for less than 12 months, immediately preceding the date of transfer.

d) Computation of Capital gain

As per Section 48 of the Act, in order to arrive at the quantum of capital gains, the following amounts would be deductible from the full value of consideration:

i. Cost of acquisition/ improvement of the shares as adjusted by the cost inflation index notified by the Central Government depending upon the nature of capital assets;

ii. Expenditure incurred wholly and exclusively in connection with the transfer of shares.

e) Exemption of Capital gain

Under section 10(38) of the Act, LTCG up to 31 March 2018 arising to a shareholder on transfer of equity shares would be exempt from tax where the sale transaction has been entered into on a recognized stock exchange of India and is chargeable to Securities Transaction Tax ("STT").

The Finance Act, 2018 has terminated the exemption granted under section 10(38) of the Act to LTCG arising on transfer of listed equity shares or units of equity oriented mutual funds or units of business trusts by introduction of section 112A in the Act and provided that long-term capital gains arising from transfer of long term capital asset referred to in section 112A of the Act will be liable to tax at the rate of 10% on such income exceeding Rs. 1 lakh.

f) Taxability of Capital Gains

<u>Tax on Short Term Capital gains</u>

Section 111A of the Act provides for concessional rate of tax @ 15%[2] in respect of short term capital gains (provided the short-term capital gains exceed the basic threshold limit of exemption, where applicable) arising from the transfer of a short term capital asset (i.e. capital asset held for the period of

[2] *Plus applicable surcharge and cess.*

less than 12 months) being an Equity Share in a company or a unit of an equity oriented fund wherein STT is paid on both acquisition and transfer.

In the case of resident individuals/HUF, if the basic exemption limit is not fully exhausted by other income, then short-term capital gain will be reduced by unexhausted basic exemption limit and the balance would be taxed at 15 percent.

Where the gross total income of an assessee includes any short-term capital gains as referred to in sub-section (1) of Section 111A, the deduction under Chapter VI-A shall be allowed from the gross total income as reduced by such capital gains.

If the provisions of section 111A of the Act are not applicable, then the STCG would be taxed at the normal rate of tax (plus applicable surcharge and education if any) applicable to resident investor

<u>Tax on Long Term Capital gains</u>

Long term capital gains arising from transfer of listed securities, shall be taxed at lower of following:

i. 20[1] per cent after taking the benefit of indexation or

ii. 10[1] per cent without taking a benefit of indexation

Section 112A of the Act provides for concessional rate of tax with effect from April 1, 2019 (i.e. Assessment Year 2019-20). Any income, exceeding Rs.1,00,000 arising from the transfer of a long term capital asset (i.e. capital asset held for the period of 12 months or more) being an Equity Share in a company or a unit of an equity oriented fund wherein Securities Transaction Tax ('STT') is paid on both acquisition and transfer, income tax is charged at a rate of 10 per cent without giving effect to indexation.

No withholding tax/deduction at source is applicable on income arising by way of capital gains to a resident shareholder on a transfer of shares of an Indian company.

LTCG arising from transfer of a listed equity share in a Company as specified under section 10(38) of the Act, wherein the transaction is not chargeable to STT, it is subject to tax at the rate of 20 per cent (plus applicable surcharge and education if any) after indexation, as provided in Second proviso of section 48 of the Act or at the rate of 10 per cent (plus applicable surcharge and education if any) without indexation, at the option of shareholder.

g) Carry forward and set off of capital gain losses

As per section 70 of the Act, Short Term Capital Loss computed for the given year is allowed to be set off against STCG as well as LTCG computed for the said year. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years for being set off against subsequent years' STCG as well as LTCG, in terms of section 74 of the Act. As per section 70 of the Act, LTCL computed for a given year is allowed to be set off only against the LTCG. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years for being set off only against subsequent years' LTCG, in terms of section 74 of the Act. A person is eligible to carry forward and set off the losses if the he/ she has duly filed the return of income within the applicable due date prescribed under the Act.

h) Exemptions from Long Term Capital Gains

Section 54E of the Act exempts long-term capital gains on transfer of shares if the gains up to Rs. 50 Lakhs are invested in "long term specified assets" (i.e., units of notified fund) within six months from the date of transfer. The investment in long term specified assets should be held for 3 years.

Section 54F of the Act exempts long-term capital gains on transfer of shares, held by an individual or HUF, if the net consideration is utilized to purchase/ construct a residential house within specified timelines. The term "net consideration", in relation to the transfer of a capital asset, means the full value of the consideration received or accruing as a result of the transfer of the capital asset as reduced by any expenditure incurred wholly and exclusively in connection with such transfer.

i) Deduction on account of STT paid

In terms of section 36(1)(xv) of the Act, the STT paid by the shareholder in respect of the taxable securities transactions entered into in the course of his business of transactions/trading in shares would be eligible for deduction from the amount of income chargeable under the head "Profit and gains of business or profession" if income arising from taxable securities transaction is included in such income.

However, no deduction will be allowed in computing the income chargeable to tax as capital gains of such amount paid on account of STT.

No tax is deductible at source from income by way of capital gains arising to a resident shareholder under the present provisions of the Act.

j) Taxability of property received without adequate consideration

Under section 56(2)(x) of the Act and subject to exceptions provided therein, if any person receives from any person, any property, including, inter alia, shares of a company, without consideration or for inadequate consideration, the following shall be treated as 'Income from other sources' in the hands of the recipient:

i. where the shares are received without consideration, aggregate Fair Market Value ("FMV") exceeds Rs.50,000/-, the whole FMV;

ii. where the shares are received for a consideration less than FMV but exceeding Rs. 50,000/-, the aggregate FMV in excess of the consideration paid.

Rule 11UA of the Income-tax Rules, 1962 ("the Rules") provides for the method for determination of the FMV of various properties.

II. Non-Resident Shareholders

a) Dividend Income

Any Income by way of dividend referred to section 115-O of the Act ie dividend declared, distributed or paid by domestic companies on or after 1 April, 2020 received on the investment made by investor/shareholder in the company is taxable in the hands of Investors/shareholders.

b) Special scheme of taxation for Non-resident Indian

A special scheme of taxation applies in case of Non-Resident Indian ('NRI') in respect of income/LTCG from investment in "specified foreign exchange assets" as defined under Chapter XIIA (Special provisions relating to certain incomes of non-resident) of the Act. Key provisions of the scheme are as under:

NRI is defined to mean an individual being a citizen of India or a person of Indian origin who is not a resident as per the Act. A person is deemed to be of Indian origin if he, or either of his parents or any of his grandparents, were born in undivided India.

As per the provisions of section 115E of the Act, Long-term Capital Gains (LTCG) arising on account of transfer of specified asset which *inter alia* includes shares of an Indian company is taxable at the rate of 10 percent without indexation benefit.

LTCG arising on transfer of a foreign exchange asset is tax exempt as per the provisions of section 115F of the Act if the net consideration from such transfer is reinvested in specified assets or in savings certificates referred to in section 10(4B) of the Act subject to the conditions prescribed therein.

In terms of section 115G of the Act, NRIs are not obliged to file a return of income under section 139(1) of the Act, if their only source of income is income from investments or long-term capital gains or both, provided adequate tax has been deducted at source from such income as per Chapter XVII-B of the Act.

Section 115-I of the Act allows NRIs to elect not to be governed by the scheme (Chapter XIIA - Special provisions relating to certain incomes of non-resident) for any assessment year by furnishing their return of income for that year under section 139 of the Act and declaring the choice made in such return and accordingly they would be taxed in that assessment year in accordance with the regular tax provisions.

Under the provisions of section 115H of the Act, where a person is a NRI in any previous year, become assessable as a resident in India with respect to total income of any subsequent year, he may furnish a declaration in writing, to the assessing officer, along with his copy of return of Income filed under section 139 of the Act for the assessment year, in which he becomes first assessable as a resident to the effect of the provisions of Chapter XII-A shall continue to apply to him in relation to the investment income derived from specified assets for that year and subsequent years until such assets are transferred or converted into money.

c) **Taxability of Capital gains**

Taxation of Long-Term Capital Gains chargeable to STT

Under the first proviso to section 48 of the Act, in case of a non-resident shareholder, in computing the capital gains arising under section 112 of the Act from transfer of shares of a company acquired in convertible foreign exchange (as per exchange control regulations) (in cases not covered by section 115E of the Act, discussed hereunder), protection is provided from fluctuations in the value of rupee in terms of foreign currency in which the original investment was made. Cost indexation benefits will not be available in such a case. The capital gains/loss in such a case is computed by converting the cost of acquisition, sales consideration and expenditure incurred wholly and exclusively in connection with such transfer into the same foreign currency which was utilised in the purchase of the shares. The capital gains so computed shall be reconverted into Indian currency.

Under section 10(38) of the Act, LTCG up to 31 March 2018 arising to a shareholder, being a nonresident, on sale of equity shares would be exempt from tax where the sale transaction has been entered into on a recognised stock exchange of India and is chargeable to STT. However, Finance Act, 2018 has terminated the exemption granted under section 10(38) of the Act to LTCG arising on transfer of listed shares or units of equity oriented mutual funds or units of business trusts by introduction of section 112A in the Act and provided that long-term capital gains arising from transfer of long term capital asset referred to in section 112A of the Act will be liable to tax at the rate of 10% on such income exceeding Rs. 1 lakh.

As per section 112A of the Act, the concessional rate of 10% (plus applicable surcharge and health and education cess) shall be available only if STT has been paid on both acquisition and transfer in case of equity shares and STT has been paid on transfer in case of units of equity-oriented mutual funds or units of business trust.

As per section 48 of the Act, the benefit of indexation and foreign currency fluctuations would not be available. No deduction under Chapter VIA of the Act shall be allowed from such capital gains.

Taxation of Short -Term Capital Gains chargeable to STT

As per section 111A of the Act, STCG arising on transfer of equity share or units of an equity oriented fund or units of a business trust would be taxable at a rate of 15% (plus applicable surcharge and health and education cess) where such transaction of sale is entered on a recognised stock exchange in India and is chargeable to STT. Further, as per second proviso to section 111A of the Act, the requirement of a transfer being chargeable to STT is not applicable to:

i. transactions undertaken on a recognized stock exchange located in International Financial Services Centre; and

ii. the consideration for such transactions is payable in foreign currency

STCG arising from transfer of capital assets, other than those covered by section 111A of the Act, would be subject to tax as calculated under the normal provisions of the Act. No deduction under Chapter VIA of the Act shall be allowed from such STCG.

d) **Carry forward and set off of capital gain losses**

As per section 70 of the Act, Short Term Capital Loss computed for the given year is allowed to be set off against STCG as well as LTCG computed for the said year. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years for being set off against subsequent years' STCG as well as LTCG, in terms of section 74 of the Act. As per section 70 of the Act, LTCL computed for a given year is allowed to be set off only against the LTCG. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years for being set off only against subsequent years' LTCG, in terms of section 74 of the Act. A person is eligible to carry forward and set off the losses if the he/ she has duly filed the return of income within the applicable due date prescribed under the Act.

e) **Deduction on account of STT paid**

In terms of section 36(1)(xv) of the Act, the STT paid by the shareholder in respect of the taxable securities transactions entered into in the course of his business of transactions/trading in shares would be eligible for deduction from the amount of income chargeable under the head "Profit and gains of business or profession" if income arising from taxable securities transaction is included in such income.

However, no deduction will be allowed in computing the income chargeable to tax as capital gains of such amount paid on account of STT.

No tax is deductible at source from income by way of capital gains arising to a resident shareholder under the present provisions of the Act.

f) Exemptions from Long Term Capital Gains

Section 54E of the Act exempts long-term capital gains on transfer of shares if the gains up to Rs. 50 Lakhs are invested in "long term specified assets" (i.e., units of notified fund) within six months from the date of transfer. The investment in long term specified assets should be held for 3 years.

Section 54F of the Act exempts long-term capital gains on transfer of shares, held by an individual or HUF, if the net consideration is utilized to purchase/ construct a residential house within specified timelines. The term "net consideration", in relation to the transfer of a capital asset, means the full value of the consideration received or accruing as a result of the transfer of the capital asset as reduced by any expenditure incurred wholly and exclusively in connection with such transfer.

g) Additional tax benefit available to Non-Resident shareholders

Section 90(2) of the Act allows non-resident shareholders to opt to be taxed in India as per the provisions of the Act or the double taxation avoidance agreement ('DTAA') or tax treaty entered into by the Government of India with the country of residence of the non-resident shareholder, whichever is more beneficial subject to fulfilment of conditions as provided under the relevant provisions of Act and Rules therein.

Section 90(4) of the Act provides that a taxpayer, not being a resident, to whom a DTAA applies, shall not be entitled to claim any relief under such DTAA unless a certificate of it being a resident in a country outside India is obtained by it from the Government of that country.

Further, section 90(5) of the Act, provides that a taxpayer to whom a DTAA applies, as referred to in section 90(4) of the Act, shall provide such other documents and information, as may be prescribed. A taxpayer would be required to furnish Form No 10F, where the required information is not explicitly mentioned in the aforementioned certificate of residency and the taxpayer is required to keep and maintain such documents as are necessary to substantiate the information provided.

Section 90(2A) of the Act provides that notwithstanding anything contained in section 90(2) of the Act, the provisions of Chapter X-A shall apply to the taxpayer, even if such provisions are not beneficial to the taxpayer.

Claiming of beneficial tax rate under the DTAA could also be subject to General Anti-Avoidance Rule. Chapter X-A of the Act, effective from 1 April 2017, allows the Indian Revenue authorities to declare an arrangement entered into by a taxpayer as an impermissible avoidance arrangement, subject to specified terms and conditions therein and determine tax consequences as appropriate, including denial of tax benefits as per the provisions of a DTAA.

Further, Rule 10U of the Income-tax Rules, 1962 (Rules) provides that the provisions of Chapter X-A of the Act shall not apply to inter-alia income accruing or arising to, or deemed to accrue or arise to, or received or deemed to be received by, any person from transfer of investments made before 1 April 2017 by such person.

Further, any income by way of capital gains payable to non-residents (other than capital gains payable to an FII/FPI) may be subject to withholding tax in accordance with the provisions of the Act or under the relevant DTAA, whichever is beneficial to such non-resident unless such non-resident has obtained a lower withholding tax certificate from the tax authorities.

(Vide Notification No. 03/2022 dated July 16, 2022 issued by CBDT, non-resident tax payer is required to electronically furnish specific information in specified form i.e. Form 10F to avail DTAA benefits.)

III. Foreign Institutional Investors ("FII")/Foreign Portfolio Investors ("FPI")

As per section 2(14) of the Act, securities held by a FPI registered in accordance with the SEBI Regulations for FPIs would be in the nature of "capital asset". Consequently, the income arising to a FPI from transactions in securities are treated as capital gains.

The CBDT has issued a Notification No. 9 dated 22 January 2014 which provides that Foreign Portfolio Investors (FPI) registered under SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be treated as

FII for the purpose of Section 115AD of the Act. Further, the SEBI (Foreign Portfolio Investors) Regulations, 2014 has been replaced by the SEBI (Foreign Portfolio Investors) Regulations, 2019.

As per provisions of Section 115AD of the Act, capital gains arising from transfer of securities would be taxable as follows:

i. Long Term Capital Gains (LTCG) on sale of Equity shares:

LTCG exceeding one lakh rupees to the extent arising on transfer of these securities is taxable at 10 percent, provided such transfer is chargeable to STT. Further, to avail such concessional rate of tax, STT should also have been paid on acquisition, unless the securities have been acquired through a mode, notified as not requiring to fulfil the pre-condition of chargeability to STT.

LTCG, other than above, arising on account of sale of equity shares is taxable at the rate of 10 percent.

ii. Short Term Capital Gains (STCG) on sale of Equity shares:

Section 111A of the Act provides for concessional rate of tax @ 15% in respect of short term capital gains (provided the short-term capital gains exceed the basic threshold limit of exemption, where applicable) arising from the transfer of a short term capital asset (i.e. capital asset held for the period of less than 12 months) being an Equity Share in a company or a unit of an equity oriented fund wherein STT is paid on both acquisition and transfer.

STCG, other than above, arising on account of sale of equity shares is taxable at the rate of 30 percent.

**The above rates of tax are excluding applicable surcharge and education cess, if any.*

As per section 196D of the Act, no deduction of tax shall be made from any income, by way of capital gains arising from the transfer of securities referred to in section 115AD, payable to foreign institutional investor.

In accordance with the provisions of section 90 of the Act, FIIs/FPIs being non-residents will be entitled to choose the provisions of the Act or the provisions of tax treaty entered into by India with other foreign countries, whichever is more beneficial, while deciding taxability in India, subject to, furnishing of certain documents as prescribed under the provisions of the Act read with Rules therein.

IV. Venture Capital Companies/Funds under the Act

As per the provisions of section 10(23FB) of the Act, all venture capital companies/funds registered with Securities and Exchange Board of India ("SEBI"), subject to the conditions specified, are eligible for exemption from income tax on any income from investment in a venture capital undertaking.

The term "Investment Fund" has been defined under clause (a) of Explanation 1 of section 115UB of the Act means any fund established or incorporated in India in the form of a trust or a company or limited liability partnership or a body corporate which has been granted a certificate of registration as a Category I or Category II Alternate Investment Fund and is regulated under SEBI (Alternate Investment Fund) Regulations, 2012 made under the SEBI Act, 1992.

Chapter XII-FB of the Act provides for special taxation regime for Category I and Category II Alternate Investment Fund referred to as "Investment Fund" as per clause (a) of Explanation 1 to section 115UB of the Act. Further, the said Act has inserted section 10(23FBA) of the Act which provides that income of any investment fund other than income chargeable under the head "Profits and Gains of business or profession" shall be exempt from tax.

V. Tax benefits available to Specified Fund {Specified Fund as defined under section 10(4D) of the Act}

Section 10(4D) of the Act provides tax exemption in relation to any income accrued/ arisen/ received by a Specified Fund from specified sources to the extent such income is attributable to the units held by the non-residents.

For the purpose of said section a Specified Fund means a fund established or incorporated in India in the form of a trust or a company or a limited liability partnership or a body corporate, located in the IFSC, which has been granted registration as a Category III AIF under the SEBI AIF regulations or IFSCA Act of which all the units other than unit held by a sponsor or manager are held by ***non-resident or***. Finance Act 2022, substituted the term ***non-resident or*** as follows:

*"non-resident **provided** that the condition specified in this item shall not apply where any unit holder or holders, being non-resident during the previous year when such unit or units were issued, becomes resident under clause (1) or clause (1A) of section 6 in any previous year subsequent to that year, if the aggregate value and number of the units held by such resident unit holder or holders do not exceed five per cent of the total units issued and fulfil such other conditions as may be prescribed;*

Further, vide notification 64/2022 dated 16 June 2022, CBDT notified other conditions for Specified Fund in relation to the section 10(4D) of the Act by inserting Rule 21AIA as follows:

"(a) the unit holder of the specified fund, other than the sponsor or manager of such fund, who becomes a resident under clause (1) or clause (1A) of section 6 of the Act during any previous year subsequent to the previous year in which such unit or units were issued, shall cease to be a unit holder of such specified fund within a period of three months from the end of the previous year in which he becomes a resident;"

The income of Specified Funds is taxable for the year beginning April 1, 2020, to the extent attributable to units held by Non-Resident (not being a permanent establishment of a non-resident in India), and in accordance with and subject to the provisions of section 115AD of the Act, as under:

a. The interest income earned are chargeable to tax at the rate of 10%

b. Long term capital gains on transfer of debentures to the specified extent are taxable at 10% (benefit of provisions of the first proviso of section 48 of the Act will not apply); and

c. Short-term capital gains are taxable at 30%.

VI. Mutual Fund under the Act

All mutual funds registered under Securities and Exchange Board of India or set up by public sector banks or public financial institutions or authorized by the Reserve Bank of India are exempt from tax on all their income.

As per the provisions of section 10(23D) of the Act, all mutual funds set up by public sector banks or public sector financial institutions or Mutual Fund registered under Securities and Exchange Board of India ("SEBI") or Mutual Fund authorized by Reserve Bank of India ("RBI"), subject to the conditions specified, are eligible for exemption from income tax, including income from investment in the shares of the company.

VII. General Anti-Avoidance Rule ("GAAR")

As per the provisions of Chapter XA of the Act, General Anti-avoidance Rule may be invoked notwithstanding anything contained in the Act. By this Rule, any arrangement entered into by a taxpayer where the main purpose of the arrangement is to obtain a tax benefit may be declared as a Impermissible avoidance agreement as defined in that Chapter and consequence would be inter alia of tax benefit, with effect from 1 April, 2017.

CBDT Vide Notification No. 49/2016 dated 22 June, 2016 clarified on the applicability of GAAR that provides GAAR is not applicable to any income accruing or arising to, or deemed to accrue or arise to or received or deemed to be received by any person from transfer of investment or transactions made prior to 1 April, 2017. Further, GAAR provisions are applicable to any arrangement that is entered into for an impermissible transaction, for obtaining benefit on or after 1 April, 2017.

CBDT Vide Circular dated 27 January, 2017 expressed clarity on the applicability of GAAR providing monetary limit of INR 30 million which is per transaction/arrangement beyond which the transaction may be considered as impermissible and attract GAAR provisions.

Relaxation of GAAR in situation where a transaction is permitted or ruled by the Authority for Advance Ruling for a particular transaction of the applicant, satisfaction of commercial substance would not invoke GAAR provisions and GAAR provisions cannot be invoked automatically but can be initiated only for cases through an Approving Panel headed by a judge of High Court etc.

VIII. Multilateral Convention to implement Tax Treaty related measures to prevent Base Erosion and Profit Sharing (“MLI”)

The Organisation of Economic Co-operation and Development (“OECD”) released the MLI. The MLI, amongst others, includes a "principal purpose test", wherein DTAA benefits can be denied if one of the principal purpose of an arrangement or a transaction was to, directly or indirectly, obtain tax benefit. India has been an active participant in the entire discussion and its involvement in the BEPS project has been intensive. In a ceremony held in Paris on 7 June 2017, various countries including India, signed the MLI.

On 25 June, 2019, India has deposited the Instrument of Ratification to OECD, Paris along with its Final Position in terms of Covered Tax Agreements (CTAs), Reservations, Options and Notifications under the MLI, as a result of which MLI will enter into force for India on 1st day of October, 2019 and its provisions will have effect on India’s DTAAs from FY 2020-21 onwards.

IX. Requirement to furnish PAN for withholding tax/ filing return of Income under the Act

Section 139A (5A) requires every person from whom income tax has been deducted at source under chapter XVII – B of the Act to furnish his PAN to the person responsible for deduction of tax at source under domestic laws.

a) <u>Section 206AA of the Act</u>

Section 206AA of the Act requires every person entitled to receive any sum, on which tax is deductible under Chapter XVIIB (‘deductee’) to furnish his PAN to the deductor, failing which tax shall be deducted at the higher of the following rates:

- at the rate specified in the relevant provision of the Act; or
- at the rate or rates in force; or
- at the rate of twenty per cent.

A declaration under Section 197A (1) or 197A (1A) or 197A (1C) of the Act, shall not be valid unless the person furnishes his PAN in such declaration and the deductor is required to deduct tax as per above-mentioned para in such a case.

Where a wrong PAN is provided, it will be regarded as non-furnishing of PAN for the purpose of section 206AA of the Act.

As per Rule 37BC the Rules, the higher rate under section 206AA shall not apply to a non-resident, not being a company, or to a foreign company, in respect of payment of interest, if the non-resident deductee furnishes the prescribed details inter alia TRC and Tax Identification Number (TIN).

b) <u>Section 206AB of the Act</u>

Further, *Vide* Finance Act 2021, tax is required to be deducted by the payer at the higher rate under section 206AB of the Act (effective from 1 July 2021) which is further amended by Finance Act 2022, in instances where the person entitled to receive the sum of money:

- has not filed the return of income for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted,
- has an aggregate of tax deducted at source and tax collected at source of INR 50,000 or more in the said pervious year; and
- for whom the time limit of filing return of income under section 139(1) of the Act has expired.

It is clarified that these provisions shall not apply to

- non-residents who do not have a permanent establishment in India (i.e. a fixed place of business in India through which the business of the enterprise is wholly or partly carried on)

- taxes deducted at source pursuant to Sections 192, 192A, 194B, 194BB, 194LBC or 194N of Act.

In the event that a tax payer qualifies as a Specified Person under section 206AB, TDS is proposed to be withheld at the higher of the following rates:

- at twice the rate specified in the relevant provision of Act; or
- at twice the rate or rates in force; or
- at the rate of 5 percent.

c) Section 206C(1H) of the Act – Tax collected at source (“TCS) by seller of goods

The Finance Act, 2020 had made certain amendments in TCS provisions which mandates that with effect from 1 October 2020, seller of goods shall collect tax @ 0.1% as TCS if the receipt of sale consideration from a buyer exceeds INR 50 lakhs in the financial year. Further, it has been provided that the Seller would be required to collect such tax only if his total sales, gross receipts or turnover from his business exceeds INR 10 crore during the financial year immediately preceding the financial year in which the sale of goods is carried out.

The CBDT has issued a circular[3] clarifying that the above provision shall not apply to transactions in shares and commodities transacted through recognised stock exchanges/ recognised clearing corporations, including those located in International Financial Service Centres. The circular is silent regarding other shares and securities. It is possible that the TCS provisions may be held to be applicable in case of such other shares and securities.

d) Section 194Q of the Act – Withholding tax deduction on Purchase of Goods

The Finance Act, 2021 has introduced a new section 194Q under the Act to provide that, with effect from 1 July 2021, buyer of goods shall deduct tax @ 0.1% as TDS at the time of credit or payment to the resident seller, whichever is earlier, if the purchase of any goods from such resident seller exceeds INR 50 lakhs in the financial year. Further, it has been provided that the buyer would be required to deduct such tax only if his total sales, gross receipts or turnover from his business exceeds INR 10 crore during the financial year immediately preceding the financial year in which the purchase of goods is carried out.

The provision of section 194Q should not be applicable where TDS or TCS (other than section 206C(1H) of the Act) is required under the provisions of the Act. Further, where the deductee i.e., Seller fails to furnish the PAN to the buyer, tax shall be deducted at the higher of the following rates namely, at the rate specified in the relevant provision of the Act; or at the rate or rates in force; or at the rate of five per cent. Where, Section 194Q is not applicable provisions of section 206C(1H) discussed above will need to be evaluated. Clarification with respect to interplay of section 194Q of the Act and section 206C(1H) has been issued by CBDT vide notification (F. No. 370142/26/2021-TPL) dated June 30, 2021.

e) Section 194R of the Act – TDS on Benefit or Perquisites (applicable with effect from 1 July, 2022)

The Finance Act 2022, introduced section 194R, which states that, any person responsible for providing to a resident, any benefit or perquisite whether convertible into money or not arising from business or profession, shall, ensure that tax has been deducted in respect of such benefit or perquisite at the rate of ten per cent of the value or aggregate of value of such benefit or perquisite. TDS is applicable only if the value of the benefit or perquisite provided during the financial year exceeds Rs. 20,000/-

CBDT has issued guidelines with respect to section 194R of the Act vide notification (no. F. No. 370 I 42/27/2022-TPL) dated June 16, 2022.

X. Provisions of tax on gift of shares under the Act

In order to prevent the practice of receiving sum of money or the property including shares or securities without consideration or for an inadequate consideration, the provisions under section 56(2) of the Act has been prescribed and according to which receipt of sum of money or the property by any person without consideration or for an inadequate consideration in excess of INR 50,000 shall

[3] Circular No. 17/ 2020 dated 29 September 2020.

be chargeable to tax in the hands of the recipient under the head “Income from Other Sources” unless it is a gift from relatives as defined under section 56(2)(x) of the Act.

II. UNDER THE GOODS AND SERVICE TAX ACT, 2017 (GST)

A. Benefits to the Company or Shareholder under GST

There are no special tax benefits available to the company or shareholder under the provision of GST under the provisions of GST.

Notes:

(i) The above statement covers certain tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India.

(ii) This statement does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company, by the person residing in the country outside India.

(iii) The possible tax benefits are subject to conditions and eligibility criteria which need to be examined for tax implications.

(iv) This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax arising out of their participation in the Proposed IPO.

(v) The above Statement of Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

(vi) The stated benefits will be available only to the sole/ first named holder in case the shares are held by joint holders.

(vii) In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Tax Avoidance Agreement(s), if any, between India and the country in which the non-resident has fiscal domicile.

(viii) No assurance is provided that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time, up to the date of report. We do not assume responsibility to update the views consequent to such changes. We will not be liable to any other person in respect of this statement.

(ix) All the above tax benefits are as per the current direct tax laws relevant for Assessment Year (“AY”) 2023-24 corresponding Financial Year (“FY”) 2022-23.

(x) The above statement covers only certain relevant tax benefits under Income-tax Act, 1961 read with the relevant circulars, clarifications, notifications issued by the Central Board of Direct Taxes (‘CBDT’). Any subsequent amendment / modification in these provisions could have an impact on the views contained herein.

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled "Analysis of Life Insurance Industry in India" dated October 20, 2022 (the "**CRISIL Report**"), prepared and issued by CRISIL Research Limited ("**CRISIL**") appointed on September 14, 2022, exclusively commissioned and paid for by our Company in connection with the Offer. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that has been left out or changed in any manner. A copy of the CRISIL Report will be available on the website of our Company at https://www.indiafirstlife.com/Investor-Relations from the date of the Red Herring Prospectus till the Bid/ Offer Closing Date. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.*

While preparing its report, CRISIL has also sourced information from publicly available sources, including our Company's financial statements available publicly. However, financial information relating to our Company presented in other sections of this Draft Red Herring Prospectus has been prepared in accordance with Ind AS and restated in accordance with the SEBI ICDR Regulations. Accordingly, the financial information of our Company in this section is not comparable with Ind AS financial information presented elsewhere in this Draft Red Herring Prospectus.

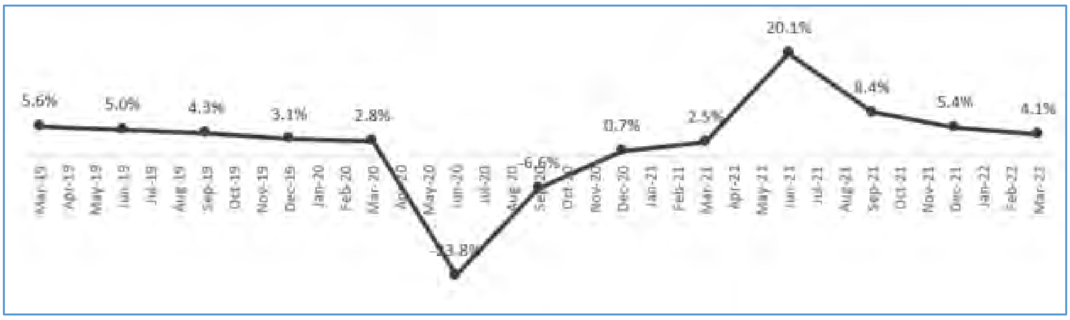
Macroeconomic scenario

World economy fighting inflation surge post COVID-19 with Indian economy facing volatile commodity prices and tightening of liquidity

According to the latest provisional estimates released by the National Statistical Office ("**NSO**") in May 2022, India's real Gross Domestic Product ("**GDP**") growth has been pegged at 8.7% in Fiscal 2022, In absolute terms, real GDP for Fiscal 2022 is estimated at ₹ 147.4 trillion. Further, given the large output loss due to COVID-19 pandemic, the real GDP is only 1.5% above the pre-pandemic level (Fiscal 2020).

The pandemic came at an inopportune time since India was showing signs of recovery following a slew of Fiscal/monetary measures. However, COVID-19 pandemic sharply slowed the Indian economy in the first quarter of Fiscal 2021 leading to a degrowth of 24% year-on-year for the same period, but the huge economic costs that it extracted, forced the economy to open and recover in the second quarter of Fiscal 2021.

Indian GDP growth at constant prices from March 2019 to March 2022



Note: Base Year: 2011-12, year-on-year growth
Source: NSO

In the near-term, while risks due to the COVID-19 pandemic seem to be waning, high inflation, exacerbated by supply chain challenges as a result of the Russia-Ukraine war, and consequent tightening of interest rates by Central banks globally pose risks to economic growth globally and in India. According to IMF (*World Economic Outlook – April 2022*), global growth prospects have changed markedly since last year. In 2021, global growth rebounded with a robust growth of 6.1% from -3.1% the previous year, but it is expected to slow in 2022 to 3.6%, impact of which is expected to be witnessed in Indian economy as well.

INDIA EXPECTED TO REMAIN ONE OF THE FASTEST GROWING ECONOMIES

CRISIL Research expects growth outlook for Fiscal 2023 to be fettered with multiple risks. Nevertheless, India is expected to remain the fastest growing economy in the world with GDP growth of 7.3% projected in Fiscal 2023 as per CRISIL Research. The IMF too estimates India's GDP to grow by 8.2% in calendar year 2022 due to its broad range of Fiscal, monetary and health responses. However, IMF projects the growth to slow down to 6.9% in Fiscal 2023. After clawing back in Fiscal 2022, CRISIL Research forecasts India's GDP to grow at approximately 7% per annum between Fiscals 2023 and 2025. This growth is expected to be supported by the following factors:

- Focus on investments rather than consumption push enhancing the productive capacity of the economy.
- The production linked incentive ("**PLI**") scheme which aims to incentivise local manufacturing by giving volume-linked incentives to manufacturers in specified sectors
- Policies aimed towards greater formalisation of the economy, which are bound to lead to an acceleration in per capita income growth

The focus of Union Budget 2022-23 on pushing capital expenditure ("**capex**") despite walking a Fiscal tightrope provides optimism and creates a platform for GDP growth.

India is one of the fastest-growing major economies (GDP growth, % year-on-year)

	2014	2015	2016	2017	2018	2019	2020	2021	2022P	2023P	2024P	2025P	2026P	2027P
India	7.4	8.0	8.3	6.8	6.5	3.7	-6.6	8.9	8.2	6.9	7.0	7.0	6.5	6.2
China	7.4	7.0	6.9	6.9	6.8	6.0	2.2	8.1	4.4	5.1	5.1	5.0	4.9	4.8
United Kingdom	3.0	2.6	2.3	2.1	1.7	1.7	-9.3	7.4	3.7	1.2	1.5	2.2	1.8	1.5
United States	2.3	2.7	1.7	2.3	2.9	2.3	-3.4	5.7	3.7	2.3	1.4	1.7	1.7	1.7
Brazil	0.5	-3.5	-3.3	1.3	1.8	1.2	-3.9	4.6	0.8	1.4	2.2	2.0	2.0	2.0
Russia	0.7	-2.0	0.2	1.8	2.8	2.2	-2.7	4.7	-8.5	-2.3	1.5	1.0	0.8	0.7
South Africa	1.4	1.3	0.7	1.2	1.5	0.1	-6.4	4.9	1.9	1.4	1.4	1.4	1.4	1.4
Malaysia	6.0	5.0	4.5	5.8	4.8	4.4	-5.6	3.1	5.6	5.5	4.9	4.4	4.4	3.9

Note: All forecasts refer to IMF forecasts. GDP growth is based on constant prices, Data represented is for calendar years, P: Projected
Source: IMF (World Economic Outlook – April 2022 update)

Indian economy to be a major part of world trade

Along with being one of the fastest growing economies in the world, India ranked sixth in the world in terms of nominal GDP in calendar year 2021. In terms of purchasing power parity ("**PPP**"), India is the third largest economy in the world, only after China and the United States.

GDP Ranking of key economies across the world (2021)

Country	GDP Rank	% Share (World GDP)	PPP Rank	% Share (World GDP, PPP[1])
United States	1	23.8%	2	15.7%
China	2	18.1%	1	18.6%
Japan	3	5.1%	4	3.8%
Germany	4	4.3%	5	3.3%
United Kingdom	5	3.3%	10	2.3%
India	6	3.3%	3	7.0%
France	7	3.0%	11	2.3%
Italy	8	2.1%	13	1.9%
Canada	9	2.0%	16	1.4%
Korea	10	1.9%	14	1.7%
Russia	11	1.8%	6	3.1%

Source: IMF, CRISIL Research

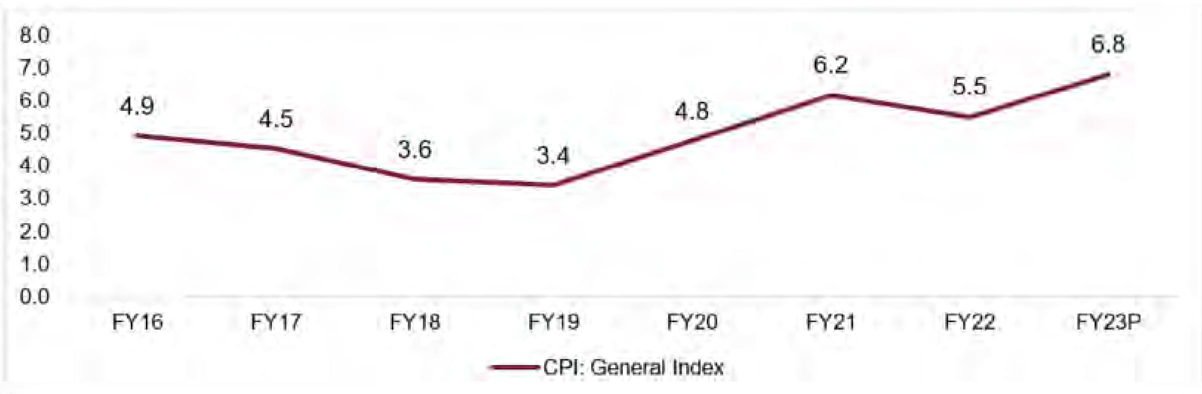
With continuous growth in the GDP, India is expected to become the third largest global economy by 2030, as per the Centre for Economics and Business Research ("**CEBR**"). This growth in India's GDP is expected to be driven by rapid urbanisation, rising consumer aspiration and increasing digitalisation coupled with Government support in the form of reforms and policies that are expected to support growth.

CPI INFLATION TO AVERAGE AT 6.8% IN FISCAL 2023

India remains vulnerable to external shocks as crude prices rule at over $100 per barrel, impacting major macroeconomic variables. Inflation based on the Consumer Price Index ("**CPI**"), rose for the seventh consecutive month, reaching 7.8% in April 2022, the highest since May 2014.

While inflation moderated to 7.0% in May 2022, inflation is expected to continue to remain elevated, as wide-ranging rise in commodity prices and supply disruptions push producers to pass on cost pressures to consumers. CRISIL Research expects CPI inflation to average 6.8% in Fiscal 2023 compared to 5.5% in the previous Fiscal, with risks tilted to the upside. The monsoons being normal and well-distributed (103% of the long-period average as per the Indian Metrological Department's forecast) would be critical to the inflation trajectory.

Annual Inflation (year on year%) trend



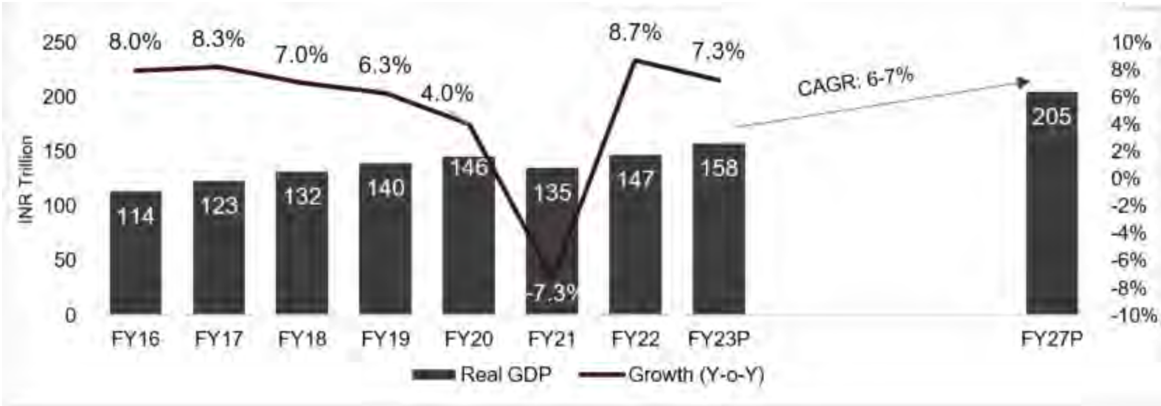
Note: P – Projected
Source: CSO, Ministry of Industry and Commerce, CRISIL Research

FINANCIAL CONDITIONS BEGIN TO TIGHTEN WITH MOUNTING INFLATION

In a surprise move, the Reserve Bank of India's ("**RBI**") Monetary Policy Committee ("**MPC**") raised policy rates by 40 bps in May 2022. This was followed by another expected rate hike of 50 bps in June 2022, bringing the repo rate to 4.90%, standing deposit facility ("**SDF**") to 4.65% and marginal standing facility (MSF) to 5.15%. Though the repo rate is still below the pre-pandemic level of 5.15% in February 2020, the back-to-back hikes signal that inflation has been reinstated as the focus of MPC, amid recovering growth and tightening of global financial conditions.

The RBI's policy tightening is also warranted to reduce pressure on rupee from widening current account deficit ("**CAD**") and foreign portfolio investor ("**FPI**") outflows. CRISIL Research expects CAD to rise to 3% of GDP in the current Fiscal. In addition, the foreign exchange reserves of India have also reduced in the recent months, given RBI's intervention to control rupee's depreciation. Due to these factors, CRISIL Research expects another 75 bps hike in repo rate in Fiscal 2023, thereby bringing repo rate at 50 bps above the pre-pandemic levels. Further, because of slowing global growth, persistently high crude prices and rising domestic interest rates, CRISIL Research now expects India's GDP growth to be 7.3% in Fiscal 2023, with risks tilted to the downside.

India's economy to grow at 7.3% in Fiscal 2023



Note: Fiscal 2023 is projected based on CRISIL estimates Fiscal 2024- Fiscal 2027 is projected based on IMF estimates
Source: CRISIL Research, IMF World Economic Outlook – April 2022

Macroeconomic outlook for Fiscal 2023

Macro variables	FY22	FY23P	Rationale for outlook
GDP (y-o-y)	8.7*%	7.3%^	Fiscal 2023 growth to be influenced by inflation and external spillovers. Higher oil prices, slowing global demand for India's exports and higher inflation will act negative for the Indian economy. Inflation which reduces purchasing power would weigh in the revival of consumption, the largest component of GDP which has been backsliding for a while. However, a normal monsoon forecast and rebound in contact-intensive services are expected to bring some succor.
Consumer price index (CPI) inflation (y-o-y)	5.5%	6.8%	CPI inflation will be inflated due to external factors. This will be due to persistent high international commodity prices and input costs putting pressure on food, fuel and core inflation. The other factor is due to the heatwave's adverse impact on critical food items like wheat and vegetables.
10-year Government security yield (fiscal-end)	6.8%	7.5%	Increase in gross market borrowing by the government, rate hikes by the RBI and the Federal Reserve System (The Fed) along with surging crude oil price is expected to cause a surge in G-Sec yields.
CAD (Current account deficit)/GDP (%)	-1.2%	-3%	India is expected to be vulnerable to external shocks raising current account deficit. Major factors will be elevated commodity prices, slowing global growth and supply chain snarls.
INR/$ (March average)	76.2	78	The rupee-dollar exchange rate will remain volatile with a depreciation bias in the near term due to widening trade deficit, foreign portfolio investment (FPI) outflows and strengthening of the US dollar index. US Dollar index will strengthen due to rate hikes by US Federal Reserve and safe-haven demand for the dollar amid the geopolitical risks.

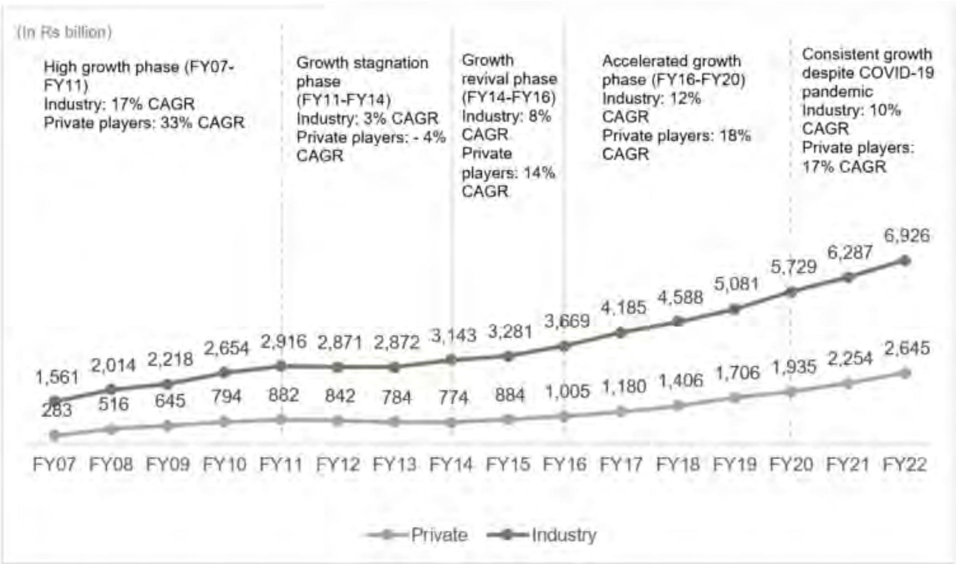
Note: *NSO estimate, ^ with downside risk, P – Projected
Source: RBI, NSO, CRISIL Research

Indian life insurance industry

Evolution of life insurance industry

As of June 2022, there are 23 private sector life insurance companies and one public sector life insurance company – Life Insurance Corporation of India. The Indian life insurance industry had only one player, LIC, during 1956 to 2000. Post privatisation in 2000, 23 private players had entered the space by Fiscal 2012. Out of the 23 private players registered with IRDAI as on March 31, 2022, 20 players have joint ventures ("**JVs**") with foreign partners.

Trend in total premium generated for private players as well as industry



Source: IRDAI, CRISIL Research

Robust growth of life insurance industry during Fiscal 2007 to Fiscal 2011

Total premium for the industry rose at a sharp 17% CAGR between Fiscal 2007 and Fiscal 2011, owing to aggressive foray by private players. The total premium for private players grew at approximately 33% CAGR during the same period, driven by ULIP sales amid a buoyant capital market. Therefore, total premium on linked products grew at 18% CAGR during the period. Hence, the share of private players in total premium increased from 18% in Fiscal 2007 to 30% in Fiscal 2011.

Industry underwent a transition during Fiscal 2011 to Fiscal 2014

After the sharp growth during Fiscal 2007 to Fiscal 2011, the industry saw a sudden slowdown over the three subsequent years. Regulatory changes by the IRDAI with respect to linked products, decline in financial savings rate and weak performance of the equity markets led to the deceleration. Between Fiscal 2011 and Fiscal 2014, total premium of private players declined at 4% CAGR. Meanwhile, private players relooked at their product offerings, distribution channel mix, and operational efficiency.

Revival between Fiscal 2014 and Fiscal 2016

After the slowdown between Fiscal 2011 and Fiscal 2014, the total premium of private players grew at 14% CAGR during Fiscal 2014 to Fiscal 2016, outpacing the industry growth of 8% CAGR. In this period, the growth of private players can be attributed to adoption of technology by insurers and the industry adapting to the revised product regulations and the environment. Growth was also because of macro factors such as expectations of improvement in economic growth and cooling inflation.

Accelerated growth between Fiscal 2016 and Fiscal 2020

Industry total premium continued to grow between Fiscal 2016 and 2020 at a strong rate of 12% CAGR. Private players grew at a higher rate of 18% CAGR as compared to industry. Emerging distribution channels such as web aggregators, IMFs, etc. were introduced during this phase. Growth was also witnessed due to increase in financial savings, share of life insurance in household financial savings and healthy returns provided by equity and debt markets during this period.

Consistent growth in pandemic

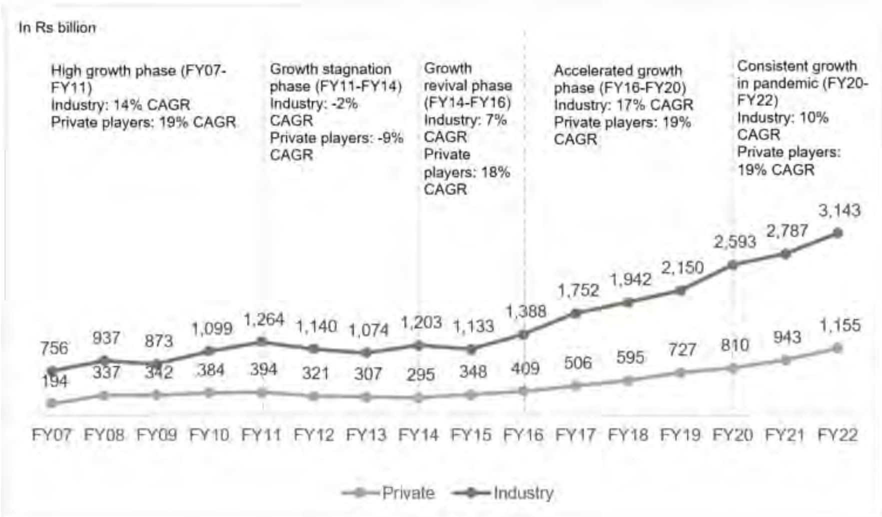
While the industry witnessed sequential growth decline in new business premium during the fourth quarter of Fiscal 2020, the first quarter of Fiscal 2021 and the first quarter of Fiscal 2022 due to COVID-19, the year-on-year growth in total premium remained unaffected in Fiscal 2021 and Fiscal 2022. Industry grew at 9.7% and 10.2% year-on-year in Fiscal 2021 and Fiscal 2022 respectively. The strong recovery in Fiscal 2022 indicates a strong perceptible shift in the attitude and awareness towards life insurance. The financial impact of the pandemic also led to people valuing the protection and fallback offered by life insurance products in tough times. The total premium growth from non-linked products in Fiscal 2021 and Fiscal 2022 was 9.8% and 10.1% respectively year-on-year basis whereas the same for private players was significantly higher at 22.1% and 22.3% in Fiscal 2021 and Fiscal 2022 respectively. Further, the life insurance industry, which mainly depended on in-person interaction, has adopted more digital ways of selling products and services in the past one year amid the pandemic.

i) Similar trend visible for New Business Premium ("NBP")

Similar to the trend in the total premium, the new business premium also witnessed stupendous growth of 14% CAGR and 19% CAGR for industry and private players respectively during Fiscal 2007 to Fiscal 2011. Further, the growth stagnated during Fiscal 2011 to Fiscal 2014, followed by a period of high growth until Fiscal 2020. The private players recorded 18% CAGR growth in new business premium during Fiscal 2014 to Fiscal 2020, as compared to 14% growth for industry.

During Fiscal 2014 to Fiscal 2020, NBP of industry and private players posted CAGRs of approximately 14% and approximately 18% respectively. In Fiscal 2022, the industry recorded NBP of ₹ 3,143 billion with a year-on-year growth of 13%, whereas the private players recorded a strong 23% year-on-year growth with NBP of ₹ 1,155 billion.

Trend in NBP for Private players and industry

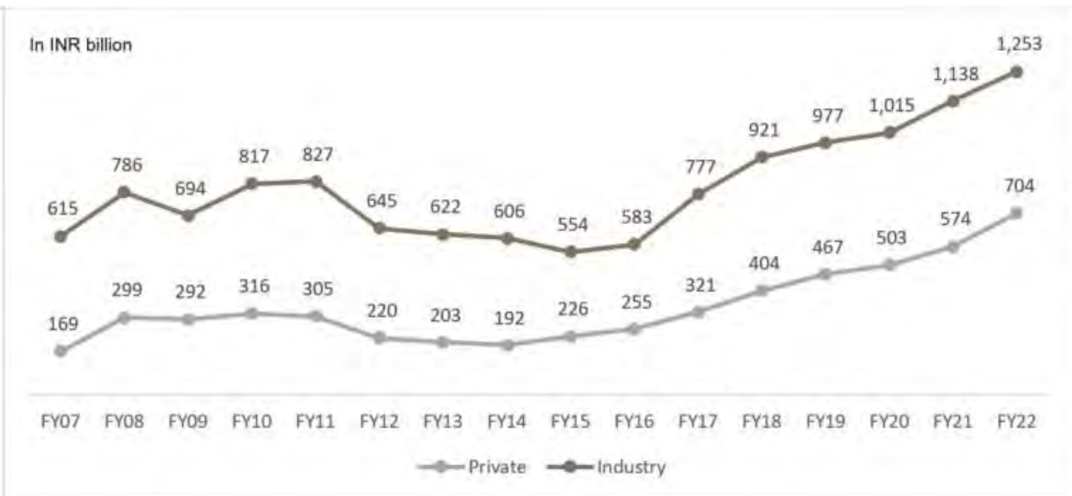


Source: IRDAI, CRISIL Research

Even on new business individual rated premium and individual NBP basis, the private players recorded strong growth of 16.0% CAGR and 17.4% CAGR respectively during Fiscal 2014 to 2020; further, this was in sharp contrast to the 9.2% CAGR and 14.3% CAGR decline on New Business Individual Rated Premium ("**IRP**") and individual NBP basis respectively during Fiscal 2011 to Fiscal 2014. The growth rate continued to be strong during Fiscal 2020 and Fiscal 2022 with a CAGR of 14.5% on New Business IRP basis and 18.4% on individual NBP basis despite COVID-19 pandemic. Further, in terms of New Business IRP, the overall industry and private players grew at a five-year CAGR of 10.5% and 13.9%, respectively, ending Fiscal 2022.

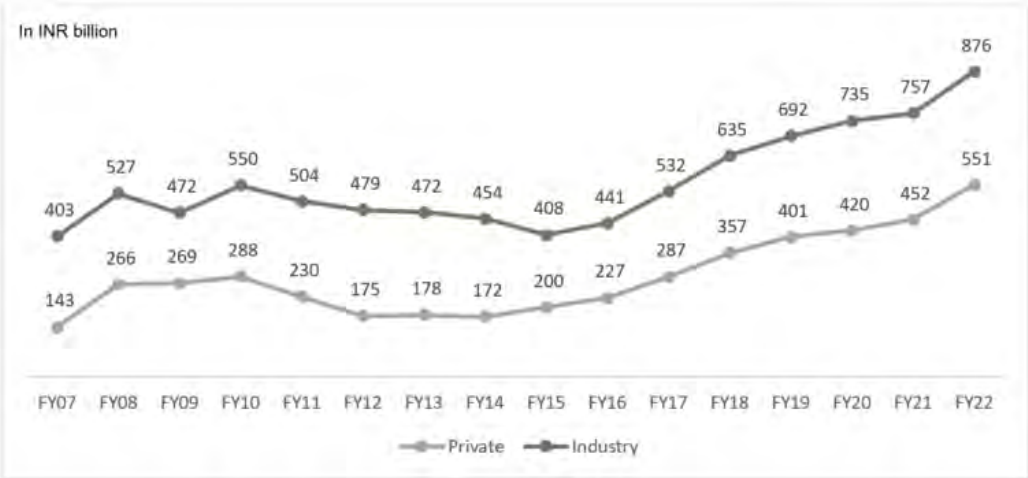
Number of lives covered grew at a much higher rate during the first five years starting from Fiscal 2013 at a CAGR of 55% as compared to the next five years ending in Fiscal 2022 where it grew at a CAGR of 5%.

Trend in individual new business premium for private players and industry



Source: IRDAI, CRISIL Research

Trend in new business individual rated premium for private players and industry



Source: IRDAI, CRISIL Research

Rising interest rate unlikely to impact life insurance industry growth

The inflationary pressures in the economy may lead to further tightening of interest rates globally and in India. The same may also lead to adverse price movement in the equity markets. However, CRISIL Research does not expect the same to have significant impact on life insurance industry. On the demand side, the non-linked products (constituting approximately 86% of total premium for industry and approximately 63% for private players in Fiscal 2022) do not have co-relation to the capital market performance and thereby the rise in interest rate is unlikely to alter the demand for such products. Further, the strong economic growth (real GDP basis) will limit the impact of inflation on household savings. Also, the awareness about protection products has increased manifold over the last few years and has further accelerated on account of COVID-19 pandemic.

The demand for linked products may temporarily witness some impact in a scenario of adverse price movement in equity markets due to rising interest rate. However, players also provide switch options to customers, wherein the policy holder can switch to debt-oriented funds during such cycles.

Majority of the private players have a well-diversified product portfolio and only two private life insurers generated more than 50% its total premium from linked products as of Fiscal 2022. Also, the share of linked products in total premium dropped from a peak of approximately 79% in Fiscal 2011 to merely approximately 37% in Fiscal 2022, thereby underlining the efforts undertaken by private life insurers to diversify their product mix. Therefore, CRISIL Research does not expect the rise in interest rate to significantly impact the performance of the private life insurance industry.

Impact of COVID-19 pandemic on life insurance Industry

The COVID-19 pandemic posed a significant challenge to the life insurance industry on various fronts. The death claims booked (Individual and Group combined) witnessed a surge of 15% year-on-year (by volume) in Fiscal 2021 due to COVID-19 related mortality thereby leading to 13% increase in overall benefits paid by the industry. This led to decline in policyholder's surplus account by 8% year-on-year in Fiscal 2021. The decline was the first such instance for the life insurance industry since Fiscal 2014. The benefits paid by the life insurers increased by 28% and death claims booked increased by 25% year-on-year in Fiscal 2022 primarily on account of the rise in death claims due to second-wave of COVID-19 in the first quarter of Fiscal 2022.

However, despite the rise in the death claims, the industry showcased agility in settlement of claims and recorded 98.5% claims settlement ratio in Fiscal 2021. Further, even in Fiscal 2022, the industry recorded a claim settlement ratio of 97.6% despite the steep increase of 25% year-on-year basis in number of claims received.

On the premium front, despite the COVID-19 induced lockdowns and disruption to the overall economy, the industry recorded 7% year-on-year growth in new business premium during Fiscal 2021. Further, despite second wave of COVID-19 pandemic impacting the industry performance in the first quarter of Fiscal 2022, the industry recorded a strong 13% year-on-year growth in new business premium for Fiscal 2022 on the back of steep recovery from the second quarter of Fiscal 2022 onwards. The individual and the group business grew by 10% and 15% year-on-year respectively in Fiscal 2022. The new business premium collected in Fiscal 2022 reflects a strong 21% growth as compared to Fiscal 2020 (pre-pandemic).

The strong NBP growth in Fiscal 2022 indicated a strong perceptible shift in the attitude and awareness towards life insurance. The financial impact of the pandemic also led to people valuing the protection and fallback offered by life insurance products in tough times. Further, the life insurance industry, which mainly depended on in-person interaction, has adopted more digital ways of selling products and services in the past one year amid the pandemic.

Individual number of lives covered in the fourth quarter of Fiscals 2021 and Fiscal 2022, at 11.8 million and 11.5 million, was even higher than in the pre-pandemic times (the fourth quarter of Fiscal 2020 was 8.3 million and the fourth quarter of Fiscal 2019 was 10.7 million); group insurance NBP also reflects a similar trend.

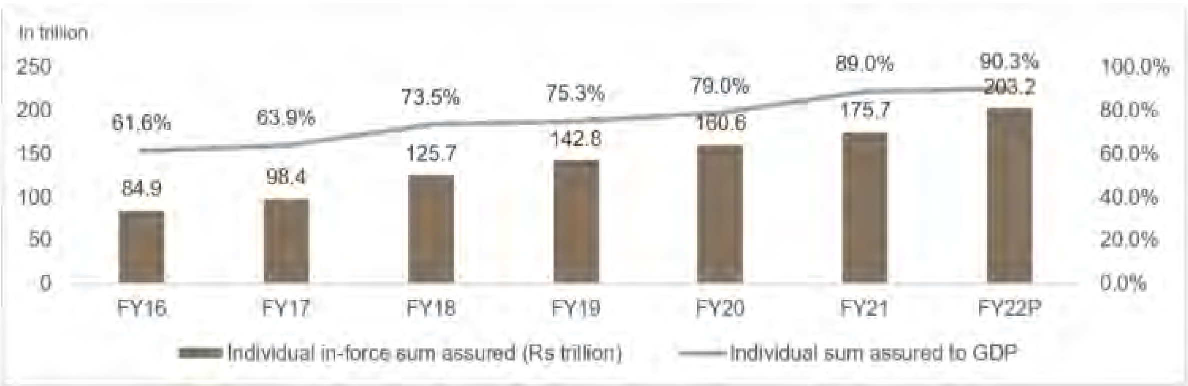
Number of lives covered/ policies issued impacted in first half of Fiscal 2021

In terms of claims, number of claims reported in a year (individual and group) grew by 25% year-on-year in Fiscal 2022. The amount of COVID death claims paid over and above the normal death claims have impacted the balance sheet of companies to some extent. Few private insurers have also raised debt from market to meet their liquidity requirements. COVID-19 has also led to insurers reworking their mortality assumptions and strengthen their underwriting norms. Also, as reinsurers hiked their rates and tightened their policies, the pricing of product offerings, especially group term policies, has increased.

Life insurance coverage has increased appreciably

The total sum assured under the individual life insurance business is estimated at approximately ₹ 203 trillion for Fiscal 2022 in India which is approximately 90% of India's GDP. The sum assured for individual insurance is estimated to increase at 15.7% CAGR during Fiscal 2016 to Fiscal 2022. The total number of individual policies in force was 332 million as of Fiscal 2021, whereas the total number of individual new policies issued was approximately 28 million in Fiscal 2021.

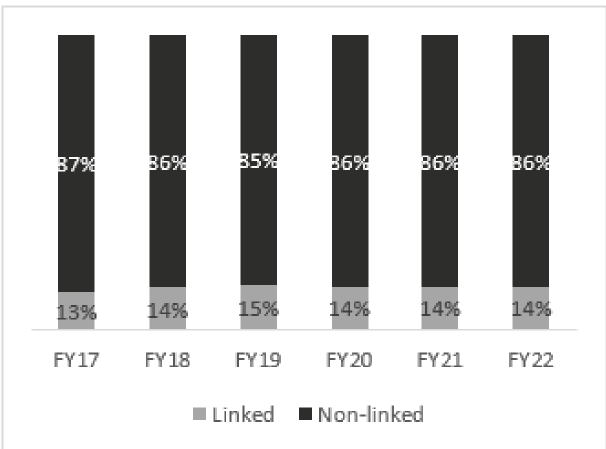
Trend in individual in-force sum assured



Source: IRDAI Handbook, Company reports, MOSPI, CRISIL Research

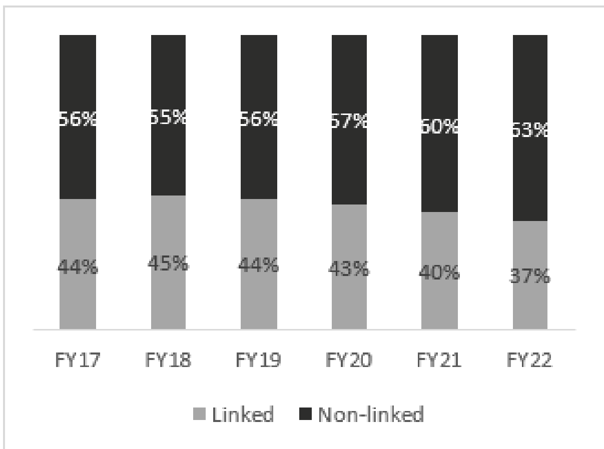
Share of non-linked products on the rise for private players

Industry product mix (basis total premium)



Source: Public disclosures of players, IRDAI, CRISIL Research

Product mix of private players (basis total premium)



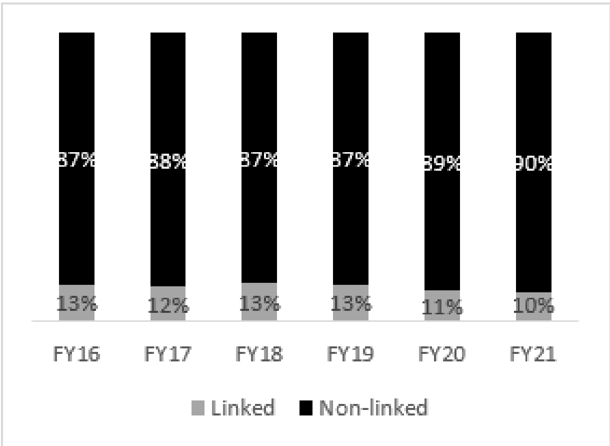
Source: Public disclosures of players, IRDAI, CRISIL Research

Share of linked insurance products on NBP basis shrank radically from 55% in Fiscal 2010 to 10% in Fiscal 2013, as IRDAI regulations and changing fundamentals led to a change in the portfolio mix of insurance players. Slowdown in economic growth and tepid returns from capital markets (2.5% CAGR in Nifty 50 between Fiscal 2010 to Fiscal 2013) also impacted the demand for linked insurance products. Preference for linked products rebounded post Fiscal 2014 on NBP basis, primarily on account of better market outlook. However, during Fiscal 2016 to Fiscal 2021, the share of linked products dropped by approximately 300 bps to 10%.

On total premium basis, the share of linked insurance products for private players shrank from 44% in Fiscal 2017 to 37% in Fiscal 2022 showcasing the increasing interest among consumer for non-linked products. The same also indicates the rising awareness among the population about protection, non-par savings and annuity products. Additionally, the applicability of income tax over the return generated from ULIPs where annual premium is over ₹ 2.5 lakh announced in Budget 2021 has dented incremental big-ticket demand from newer customers. Private players witnessed a similar decline on NBP basis. Share of linked insurance products on the basis of NBP shrank from 43% in Fiscal 2016 to 29% in Fiscal 2021.

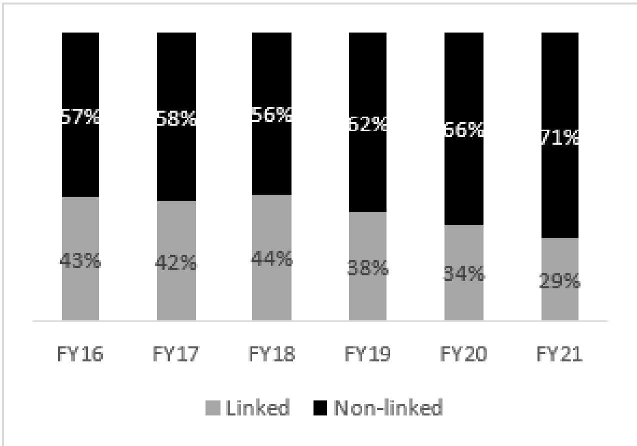
Share of linked products remain low for the industry (basis NBP)

Industry product mix (basis NBP)



Source: IRDAI – handbook of statistics, Company reports, CRISIL Research

Product mix of private players (basis NBP)



Source: IRDAI – handbook of statistics, Company reports, CRISIL Research

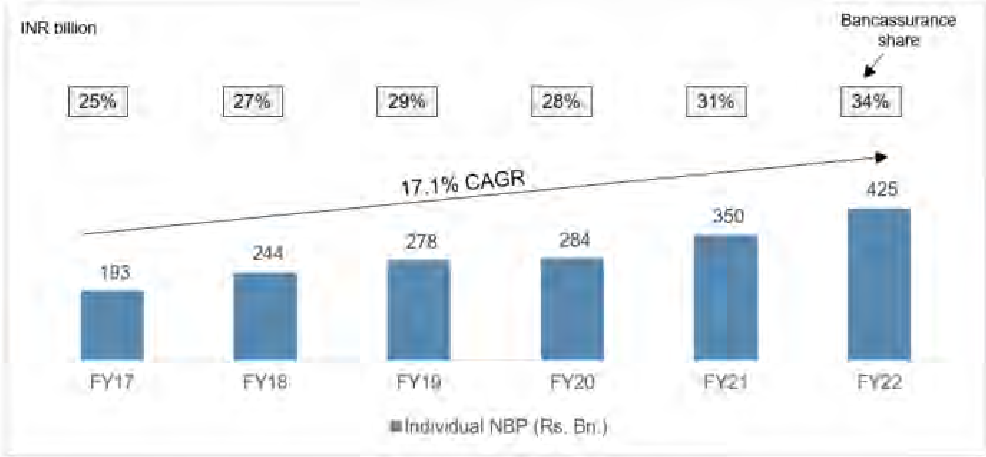
Impact of market volatility on ULIP premium

A unit linked insurance plan ("**ULIP**") is a multi-faceted product that offers both insurance coverage and investment exposure in equities or bonds. Part of the premiums goes toward insurance coverage, while the remaining portion is pooled with assets from other policyholders and invested in either equities, bonds, or a combination of both. Due to this, the ULIP portfolio of all life players witnesses some downturn in demand when the capital market cycle is not favourable.

Bancassurance channel continues to grow at a robust pace

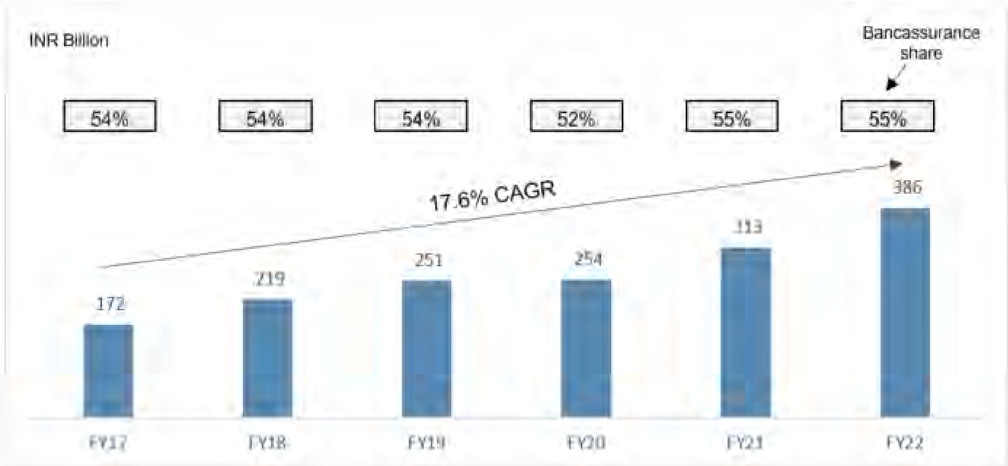
The life insurance industry, especially the private players, have significantly leveraged banking channels to foster growth along with other distribution channels. This gradually has led to an increase in share of bancassurance channel and a decline in the share of individual agents in distribution of individual life insurance products. Share of bancassurance channel for the industry rose from approximately 15% of NBP in Fiscal 2012 to approximately 32% in Fiscal 2022, in the individual NBP, driven majorly by private life insurance players with banks as promoters and players who have empanelled large private or public sector banks with strong branch network as their corporate agents. For private players, the share of bancassurance channel was much higher (compared to overall industry) at approximately 55% in Fiscal 2022 on individual NBP basis.

Trend in share of premium (individual NBP) generated through bancassurance channel (Industry)



Note: Bancassurance here constitutes Corporate Agents – Banks and Others both
Source: Public disclosure of LI players, CRISIL Research

Trend in share of premium (individual NBP) generated through bancassurance channel (Private Players)



Note: Bancassurance here constitutes Corporate Agents – Banks and Others both
Source: Public disclosure of LI players, CRISIL Research

Amongst the top 10 bancassurance partners (in terms of number of branches) having 92,829 branches, SBI Life is leading with 30,874 bank branches (24,785 of State Bank of India and 6,089 of Indian Bank) and a customer base of 450 million (as of October 2021) of State Bank of India followed by IndiaFirst Life with 17,587 branches (9,162 of Union Bank of India and 8,425 of Bank of Baroda) and a customer base of 260 million (120 million of Union Bank of India as of March 2022 and over 140 million of Bank of Baroda as of February 2022) through its bank partners.

As of March 31, 2022, SBI Life's bancassurance partnership with State Bank of India provided the former with access to 24,785 branches. Further, IndiaFirst Life's partnership with Bank of Baroda and Union Bank of India provided the life insurer with access to 17,587 branches.

In terms of total assets, State Bank of India was the leading bank with total assets of ₹ 49,876 billion followed by HDFC Bank Limited with total assets of ₹ 20,685 billion. ICICI Bank Limited was the third largest bank with total assets of ₹ 14,113 billion followed by Punjab National Bank (₹ 13,148 billion) and Bank of Baroda (₹ 12,780 billion) as of March 31, 2022.

Bank of Baroda was the third largest and Union Bank of India was the fifth largest public sector bank in terms of total assets as on March 31, 2022.

Top 10 partner banks in terms of total assets and their life insurance tie ups as of March 31, 2022

S. no.	Bancassurance Partner	Total assets (₹ Billion)	LI Partner/ s
1	State Bank of India	49,876	SBI Life
2	HDFC Bank Ltd.	20,685	HDFC Life, Tata AIA Life & Birla Sun Life
3	ICICI Bank Ltd.	14,113	ICICI Prudential Life

S. no.	Bancassurance Partner	Total assets (₹ Billion)	LI Partner/ s
4	Punjab National Bank	13,148	LIC, PNB Metlife & Canara HSBC OBC Life^
5	Bank of Baroda	12,780	IndiaFirst Life
6	Canara Bank	12,270	Canara HSBC OBC Life
7	Union Bank of India	11,876	LIC, IndiaFirst Life & Star Union Dai-ichi Life
8	Axis Bank Ltd.	11,752	LIC, Max Life & Bajaj Allianz Life
9	Bank of India	7,346	LIC & Star Union Dai-ichi Life
10	Indian Bank	6,717	LIC, SBI Life, Birla Sun Life

Source: IRDAI, RBI (Total assets), CRISIL Research
^Canara HSBC OBC Life has tie-ups with Punjab National Bank and Canara Bank. However, as per Punjab National Bank's disclosure as of Fiscal 2022, "Bank has tie-up with the following Insurance companies (Fiscal 2021-Fiscal 2022), Life Insurance Corporation of India (LIC), PNB MetLife India Insurance Co. Ltd (PMLI) and Canara HSBC Oriental Bank of Commerce Life Insurance Co. Ltd). Presently, Bank is continuing tie-up with only two companies:
1.PNB Metlife India Insurance Co. Ltd (PMLI)
2.Life Insurance Corporation of India (LIC)"

In terms of total advances, State Bank of India was the leading bank with total advances of ₹ 27,340 billion followed by HDFC Bank Limited with total advances of ₹ 13,688 billion. ICICI Bank Limited was the third largest bank with total advances of ₹ 8,590 billion followed by Bank of Baroda (₹ 7,772 billion) and Punjab National Bank (₹ 7,282 billion) as of March 31, 2022.

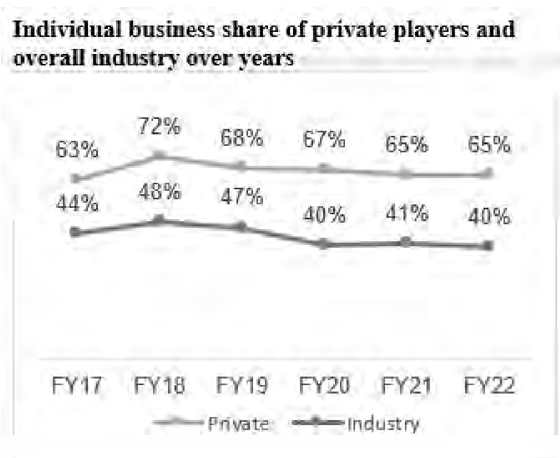
Top 10 partner banks in terms of total advances and their life insurance tie ups as of March 31, 2022

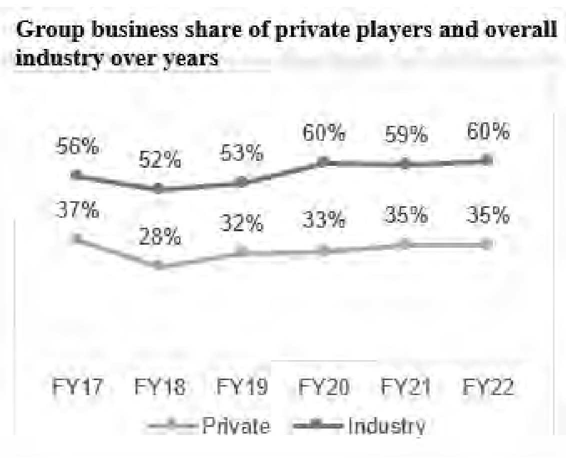
S. no.	Bancassurance Partner	Total advances (₹ Billion)	LI Partner/ s
1	State Bank of India	27,340	SBI Life
2	HDFC Bank Ltd.	13,688	HDFC Life, Tata AIA Life & Birla Sun Life
3	ICICI Bank Ltd.	8,590	ICICI Prudential Life
4	Bank of Baroda	7,772	IndiaFirst Life
5	Punjab National Bank	7,282	LIC, PNB Metlife & Canara HSBC OBC Life^
6	Axis Bank Ltd.	7,077	LIC, Max Life & Bajaj Allianz Life
7	Canara Bank	7,036	Canara HSBC OBC Life
8	Union Bank of India	6,610	LIC, IndiaFirst Life & Star Union Dai-ichi Life
9	Bank of India	4,208	LIC & Star Union Dai-ichi Life
10	Indian Bank	3,892	LIC, SBI Life, Birla Sun Life

Source: IRDAI, RBI (Total advances), CRISIL Research
^Canara HSBC OBC Life has tie-ups with Punjab National Bank and Canara Bank. However, as per Punjab National Bank's disclosure as of Fiscal 2022, "Bank has tie-up with the following Insurance companies (FY 2021-22), Life Insurance Corporation of India (LIC), PNB MetLife India Insurance Co. Ltd (PMLI) and Canara HSBC Oriental Bank of Commerce Life Insurance Co. Ltd). Presently, Bank is continuing tie-up with only two companies:
1. PNB Metlife India Insurance Co. Ltd (PMLI)
2. Life Insurance Corporation of India (LIC)

Share of individual and group business (Basis NBP)

The share of individual NBP has increased for private players whereas decreased for overall industry in the last few years. Individual NBP constituted 63% of the overall business for private players in Fiscal 2017 which has increased to 65% in Fiscal 2022. However, for overall industry, individual NBP constituted 44% of the overall business in Fiscal 2017 which has decreased to 40% in Fiscal 2022.





Source: LI Council, CRISIL Research IRDAI Handbook

Players generating more than 50% of their individual NBP through bancassurance channel

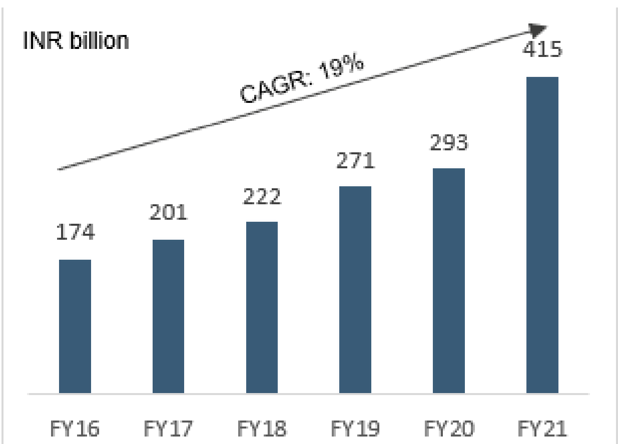
Insurer	Bancassurance share%		
	Fiscal 2020	Fiscal 2021	Fiscal 2022
Star Union Dai-ichi Life	99%	98%	99%
Canara HSBC OBC Life	98%	97%	96%
IndiaFirst Life	89%	90%	89%
Ageas Federal Life	92%	85%	81%
PNB Met Life	65%	64%	66%
SBI Life	67%	65%	65%
Max Life	61%	64%	64%
Kotak Mahindra Life	55%	61%	61%
Tata AIA Life	60%	61%	56%
Aditya Birla Sun Life	50%	53%	55%

Source: Company public disclosures, CRISIL Research
Industry recorded healthy claim settlement ratio despite rise in claims received in Fiscal 2021

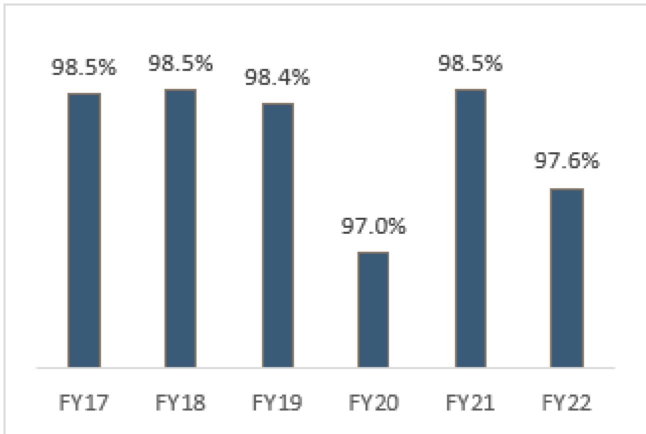
Industry recorded healthy claims settlement ratio despite rise in claims received in Fiscal 2021

Death claims settled by life insurance players increased at 19% CAGR during Fiscal 2016 to Fiscal 2021, whereas the total premium increased at 11% CAGR during the same period. The claim settlement ratio (claims settled/claims received) consistently improved – from 97.2% to 98.5% till Fiscal 2018, however, it reduced to marginally to 97.0% in Fiscal 2020 and subsequently again increased to 98.5% in Fiscal 2021.

Total claims settled by life insurers (Individual and Group)



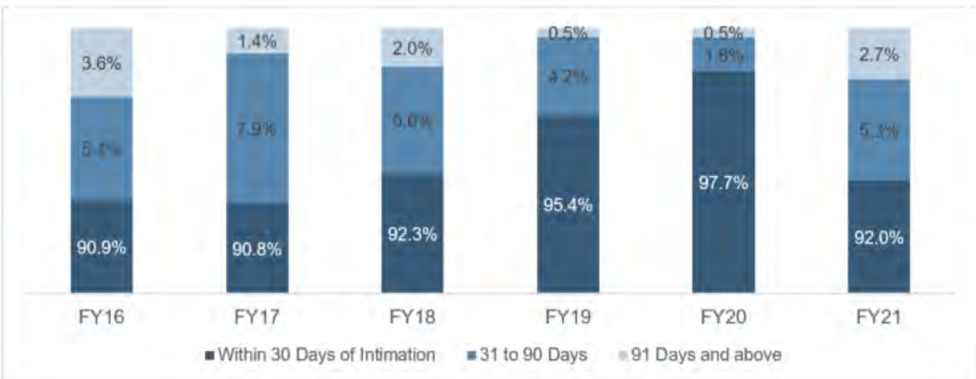
Claims settlement ratio of industry (Individual and Group)



Source: IRDAI Handbook, CRISIL Research

Claims settlement, however, took longer in Fiscal 2021 as compared to Fiscal 2020. The number of claims settled within 30 days of intimation dropped from 97.7% in Fiscal 2020 to 92.0% in Fiscal 2021 on account of rise in the number of overall claims during COVID-19 and impact of lockdown on the ability to conduct verifications which resulted in delayed processes. Subsequently, the share of claims settled in 31 to 90 days and 91 days and above increased from 1.8% and 0.5% respectively in Fiscal 2020 to 5.3% and 2.7% in Fiscal 2021 respectively.

Trend in time taken for settlement of death claims



Source: IRDAI Handbook, CRISIL Research

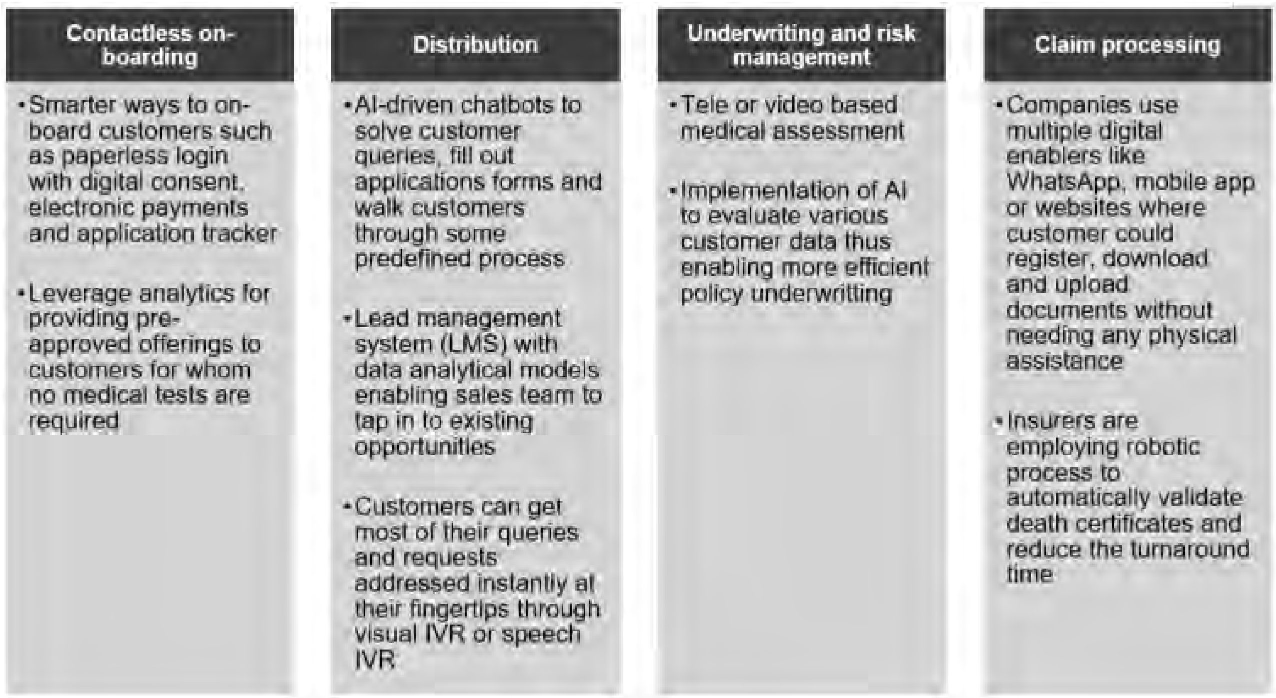
SBI Life, Canara HSBC OBC Life and IndiaFirst Life fastest to report three consecutive years of profit amongst private life insurers

The sale of a life insurance policy is only a beginning of a relationship for the life insurance company with the customer and does not create immediate value to the company. The economic value against a policy issued by a life insurer is generated over the policy's span. Therefore, the break-even period or time taken to turn profitable for life insurers depends on various factors including size of premium, underwriting quality, persistency, product mix and customer mix. Amongst the private life insurance players, SBI Life, Canara HSBC OBC Life and IndiaFirst Life were the fastest to break-even on profitability front. While SBI Life and Canara HSBC OBC Life sustained profit for three consecutive years for the first time starting fifth year of their respective operations, IndiaFirst Life recorded the same starting sixth year of its operations.

Insurer	First year of operation (Fiscal)	Break-even year
SBI Life Insurance Company Ltd.	2002	Year 5
Canara HSBC OBC Life Insurance Company Ltd.	2009	Year 5
IndiaFirst Life Insurance Company Ltd.	2010	Year 6
Kotak Mahindra Life Insurance Ltd.	2002	Year 8
Bajaj Allianz Life Insurance Company Ltd.	2002	Year 9
ICICI Prudential Life Insurance Company Ltd.	2001	Year 10
TATA AIA Life Insurance Company Ltd.	2002	Year 10
Max Life Insurance Company Ltd.	2001	Year 11
Aditya Birla Sunlife Insurance Company Ltd.	2001	Year 11
HDFC Life Insurance Company Ltd.	2001	Year 12

Note: Break-even year is calculated as the point from which the insurer declared profit (after tax) for at least three consecutive years;
Source: IRDAI Handbook of Statistics, CRISIL Research

Key areas in insurance processes where digitalisation is finding application



Source: CRISIL Research

Key challenges in life insurance industry

Life insurers face a host of risks ranging from operational risks (related to persistency, mortality, expense management, and frauds) to economic risks (related to linkage to equity markets, interest rates, credit risks), regulation, and competition risks as they vie with other avenues for customer attention. Besides, insurers also battle with geopolitical risks, environment and climate related risks, and social risks such as changes in attitude towards family.

Life insurance industry faces competition from other financial saving instruments

Insurance faces competition from other modes of financial savings, such as mutual funds, bank deposits, and small-savings instruments, besides physical savings. Similar to the trend of the life insurance industry, the AUM of the mutual fund industry grew at 35% CAGR from Fiscals 2006 to 2010, and then saw a sudden slowdown at 10% CAGR from Fiscals 2010 to 2016. However, growth revived in between Fiscals 2016 and 2022, as the AUM increased at 19% CAGR to reach over ₹ 38 trillion as of March 2022.

Insurance companies will have to focus on increasing customer awareness, improving the value proposition, increasing transparency, and keeping costs competitive to make their products a vital part of the customers' financial plans. On the other hand, the new business premium flowing into the life insurance industry has been stable and not dependent on market conditions and has grown every year since Fiscal 2016. Thus, life insurance industry appears more resilient to turbulence as compared to mutual funds.

Comparison of flows in mutual fund and life insurance industries

In INR billion		Fiscal 2017	Fiscal 2018	Fiscal 2019	Fiscal 2020	Fiscal 2021	Fiscal 2022	5-year CAGR
Mutual fund industry	AUM	17,546	21,360	23,796	22,262	31,428	37,570	16.4%
	Net flows	3,430	2,718	1,097	873	2,147	2,467	-6.4%
	Retail Investors (AUM)	3,965	5,295	6,299	4,223	7,050	9,240	18.4%
Life insurance industry	AUM	28,542	31,891	35,331	38,903	44,800	52,400	12.9%
	New Business Premium	1,750	1,939	2,147	2,589	2,783	3,143	12.4%
	Individual NBP	777	921	977	1,015	1,138	1,253	10.0%
	Group NBP	973	1,018	1,170	1,574	1,645	1,890	14.2%
	Total Premium	4,185	4,588	5,081	5,729	6,287	6,926	10.6%

Source: IRDAI monthly business figures (New Business Premium, Individual NBP and Group NBP); IRDAI – handbook of statistics and Annual Report (Total Premium and Life Insurance AUM); AMFI

Controlling persistency ratios

With customer retention being one of the most important drivers of long-term value creation and profitability, private insurance companies have substantially improved their persistency ratios over the past few years. Given the minimum premium-paying term of five years for all regular-premium products, the 61st month persistency is very critical. Maintaining the 13th and 61st month persistency is the key as they are widely tracked and followed and are good indicators of customer retention ability of life insurers.

Since the cost of new customer acquisition is high, maintaining the persistency ratio is imperative for the players and major players have shown improvement in terms of the same in the past few years' basis accelerated efforts towards the same. With increasing competition, rapid product engineering and development, etc., factors coming into play, maintaining a similar improvement in the persistency will remain a key challenge and monitorable for life insurance industry.

Players to find it challenging to keep claims fraud in check

With rapid modernisation of the insurance industry, and penetration of insurtech and mobile adoption, there have been considerable progress in the way insurers work. The biggest challenges for insurers regarding fraud is going to be to manage the consumer data and protect it from attacks. Additionally, inadequate data access from external sources to appraise customers, ascertaining the quality of own data collected through various mediums, integration for data exchange with other insurers for fraud detection, keeping up with modus operandi of the latest digital fraudsters, outdated fraud detection systems and the investment to control claims from these frauds are going to be challenging for the entire industry on the whole.

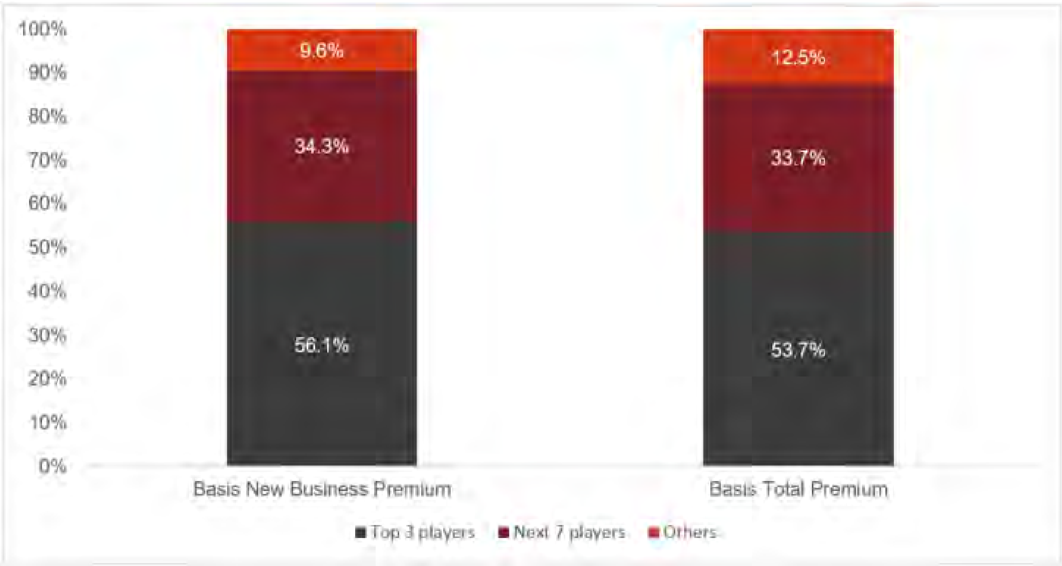
Impact of fintech players

Indian consumer is moving towards digitization and digital services are becoming more customer centric rather than sticking to the traditional approach which offered fewer options to consumers. As a result of which the number of fintech companies is on the rise. Insurtechs are technology driven start-ups which help in improving efficiencies in the insurance industry. Different insurtechs power different stages of the customer life cycle such as customer acquisition, underwriting, customer management or policy servicing and claims management.

Competitive Scenario and trends in player group wise market share

The market share of the top 10 players on total premium basis increased from 83.4% in Fiscal 2017 to 87.5% in Fiscal 2022. Within the top 10 players, the share of top 3 players increased by merely 50 bps during the period to 53.7% in Fiscal 2022; on the other hand, the share of the next 7 players (ranked 4th – 10th) increased from 30.1% in Fiscal 2017 to 33.7% in Fiscal 2022 on total premium basis. The share of other players dropped significantly from 16.6% in Fiscal 2017 to 12.5% in Fiscal 2022.

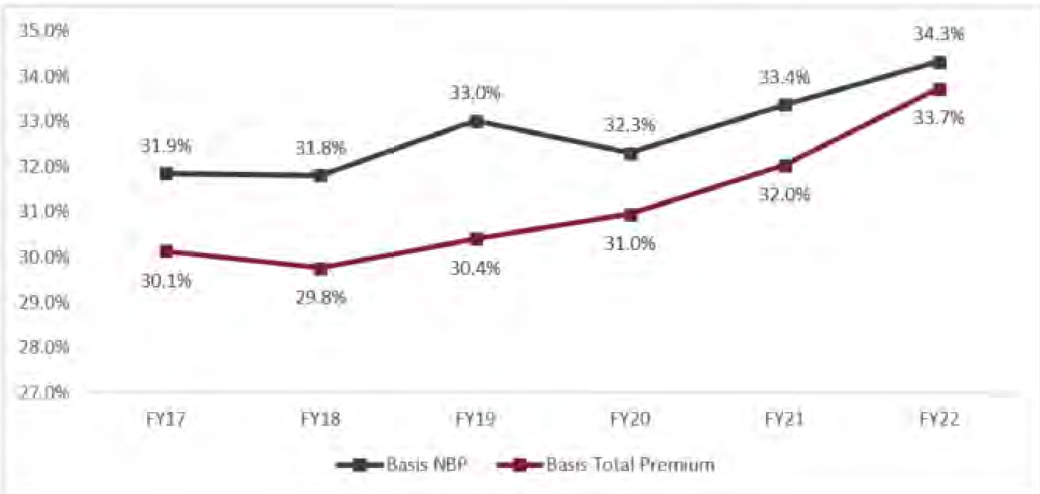
Share of top 3, next 7 and other players in private life insurance industry (as of Fiscal 2022)



Note: Top 3 players: SBI Life, HDFC Life, ICICI Prudential Life; Next 7: Bajaj Allianz Life, Max Life, Kotak Mahindra Life, Aditya Birla Sunlife, Tata AIA Life, Canara HSBC OBC Life, IndiaFirst Life
Source: LI Council monthly business figures, Company public disclosures, CRISIL Research

On new business premium basis, the share of top 10 players increased from 84.6% in Fiscal 2017 to 90.4% in Fiscal 2022. On the other hand, the share of other players in the industry witnessed a significant drop from 15.4% in Fiscal 2017 to 9.6% in Fiscal 2022.

Trend in share of next 7 private life insurers in industry (amongst private players)



Source: LI Council monthly business figures, Company public disclosures, CRISIL Research

Within the top 10 players in the industry, 7 players generated more than 50% of its individual new business premium through the bancassurance channel, whereas the remaining 3 players also generated about approximately 44% of its individual NBP through the bancassurance channel.

Bancassurance has been the preferred channel of business for many private players due to its cost effectiveness, accessibility of partner's (Bank or Corporate Agent) customer base, technological integration with partner's digital point of sales platforms thus, increasing customer touch points, better upsell and cross-sell opportunities, penetration into smaller markets through wide network of partner branches and opportunity to leverage partner's existing customer relationship for improved persistency.

Factors accelerating future growth in the industry

Healthy GDP growth and rising incomes

CRISIL Research forecasts India's economy to grow at 7.8% (in real terms) in Fiscal 2023, supported by improved consumption demand. In addition, the focus of Union Budget 2022-23 on pushing capital expenditure despite walking a

Fiscal tightrope provides optimism and creates a platform for higher growth. The lift in the consumption cycle is now tied to broad based pick-up in economic activity and the Indian government is trying to engineer this through focus on investments. CRISIL Research estimates that this would enhance the growth potential of India's economy and bring endurance to growth in the medium term. Faster growth in GDP should translate into rising income, which, in turn, is favourable for growth in life insurance.

Savings rate to rebound; Insurance to remain a significant part of financial savings

Household savings as a percentage of GDP had declined over Fiscal 2012 to Fiscal 2016, falling significantly from 23.6% in Fiscal 2012 to 18.0% in Fiscal 2016. Since then, the household savings as a percentage of GDP rose slightly to 19.6% in Fiscal 2020. CRISIL Research expects India to continue being a high savings economy at least over the next decade. CRISIL Research expects household savings to increase further in the medium term, as households become focused on creating a nest egg for the future post the COVID-19 pandemic-induced uncertainty.

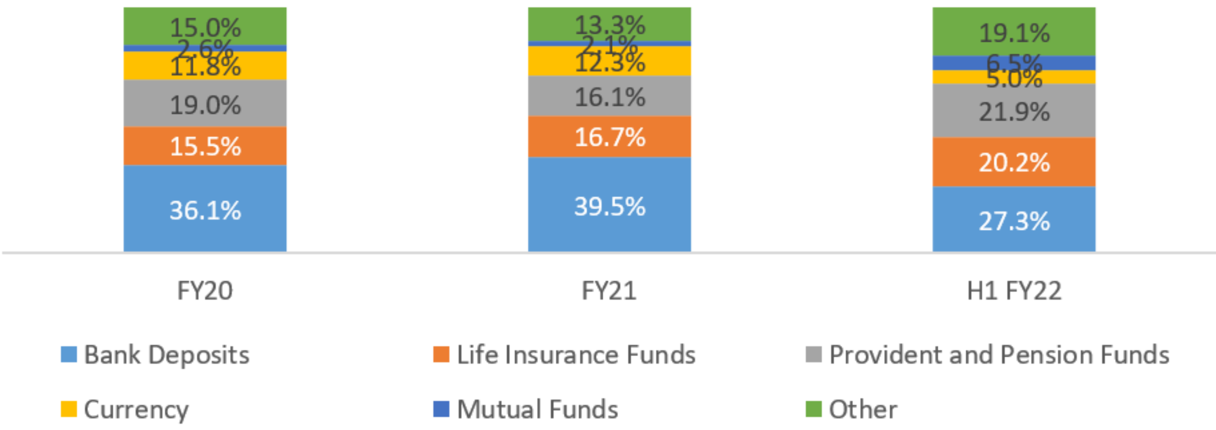
Between Fiscal 2017 and Fiscal 2021, the net financial savings increased at a CAGR of approximately 19.1% as compared to approximately 6.5% for saving in physical assets between the same period. This led to a decline in household savings in physical assets from 57.2% in Fiscal 2017 to 46.7% in Fiscal 2021. During the same period, net financial savings grew from 41.1% to 52.5%. Due to an increase in financial literacy and awareness, the relative outperformance of financial assets over recent years, and the Indian government's efforts to fight the shadow economy, CRISIL Research expects the share of financial assets as a proportion of net household savings to increase over the next five years. The rise in financial assets is expected to further boost the financial investments under insurance. COVID-19 has prompted people to become more inclined towards saving and purchasing all-encompassing life covers, which will likely to increase demand for life insurance in India.

Going forward, with the economic growth expected to gradually revive, CRISIL Research expects India's household savings rate to also increase at a modest pace. Furthermore, given their experience during the pandemic, households will focus on saving more to be better prepared to tackle future exigencies. Insurance is expected to continue to remain a key constituent of financial savings in India.

Share of net financial savings increased from 41.1% in Fiscal 2017 to 52.5% in Fiscal 2021

Note: The data is for financial year ending March
Source: Handbook of Statistics on Indian Economy 2018-19, RBI, MOSPI, CRISIL Research

Share of life insurance in incremental household financial savings

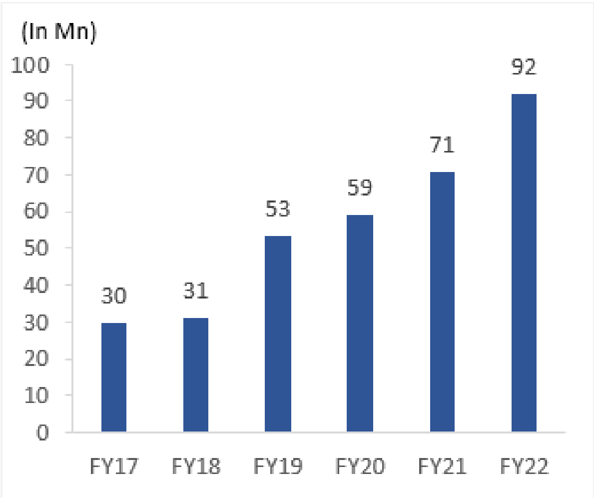


*Source: Ministry of Statistics and Programme Implementation ("**MOSPI**"), RBI, CRISIL Research*

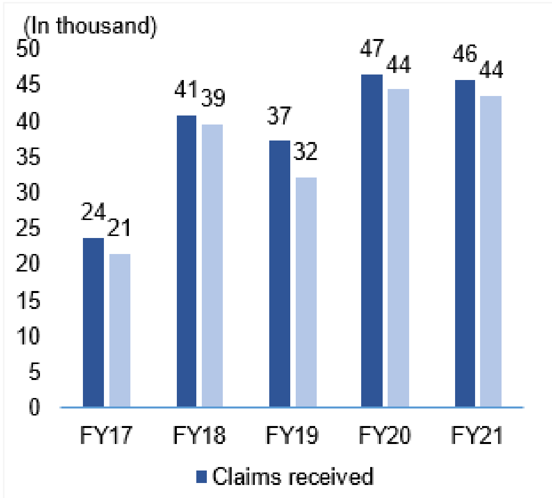
Financial inclusion initiatives - Pradhan Mantri Jeevan Jyoti Bima Yojana ("PMJJBY")

This scheme was launched in May 2015 to create a universal social security system, especially for the poor and the under-privileged. PMJJBY is a one-year life insurance scheme" that can be renewed each year, which offers a life cover of ₹ 0.2 million for death due to any reason and is available to people in the age group of 18-50 years (life cover up to 55 years) at a premium of ₹ 330 per annum per member. This scheme is offered/administered through LIC and other Indian private life insurance companies. Due to such government-focussed schemes and expansion in the distribution network, insurance penetration, especially in rural and semi-urban regions, is expected to increase.

Cumulative enrolments in PMJJBY



Number of claims received and disbursed



Source: PMJJBY; CRISIL Research

In May 2022, the Government increased the premium rates of PMJJBY from ₹ 330 per annum to ₹ 436 per annum. As per IRDAI, the claims ratio (claims paid to premium earned) pertaining to policyholders on boarded through PMJJBY from inception of the scheme up to 31st March 2022 was 145.2%. Hence, in order to make the scheme economically viable the Government decided to increase the premium amount. The increase in premium amount will benefit the life insurance players with significant exposure to the scheme.

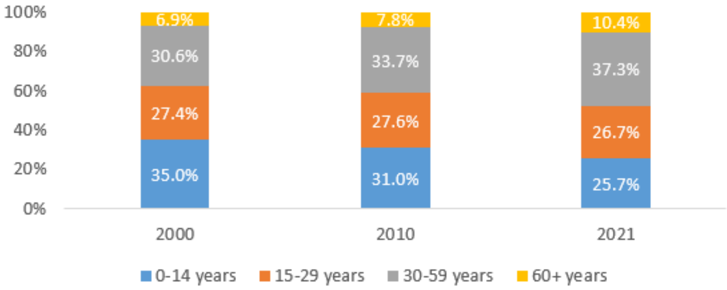
Demand from semi-urban and rural areas to support growth for life insurance players

On the lending side, the retail loans outstanding credit of banks increased considerably in the urban and semi-urban as well as rural areas at 16.7% and 18.9% CAGR, respectively, during Fiscal 2017 to the third quarter of Fiscal 2022. Therefore, the increasing use of organised channel by consumers increases customer awareness and also provides opportunities for life insurance players to cross-sell. Further, increasing knowledge about financial instruments will aid growth from urban and semi-urban as well as rural areas. Credit growth in metropolitan region was at 13.6% CAGR between Fiscal 2017 to the third quarter of of Fiscal 2022. Going forward, the focus on financial inclusion by the government will also increase geographical spread.

Going forward, life insurance players will look to tap the rural regions for premium growth along with urban and semi-urban and metropolitan regions. Players with a strong distribution network in the rural region and semi -urban and urban are likely to have an advantage over their competitors.

Increasing insurable population to fuel industry growth

For 2021, India has one of the largest shares of young population in the world, with a median age of 28 years. About 90% of Indians were below the age of 60 until 2021. CRISIL Research estimates that approximately 63% of India's population will be between the age of 15 and 59. In comparison, in 2021, the United States, China and Brazil had 77%, 82% and 86%, respectively, of their population below the age of 60. Increasing awareness among the young population about life insurance products coupled with the growing middle-class population and increasing share of life insurance funds in household financial savings pie will support the growth of life insurance in India.

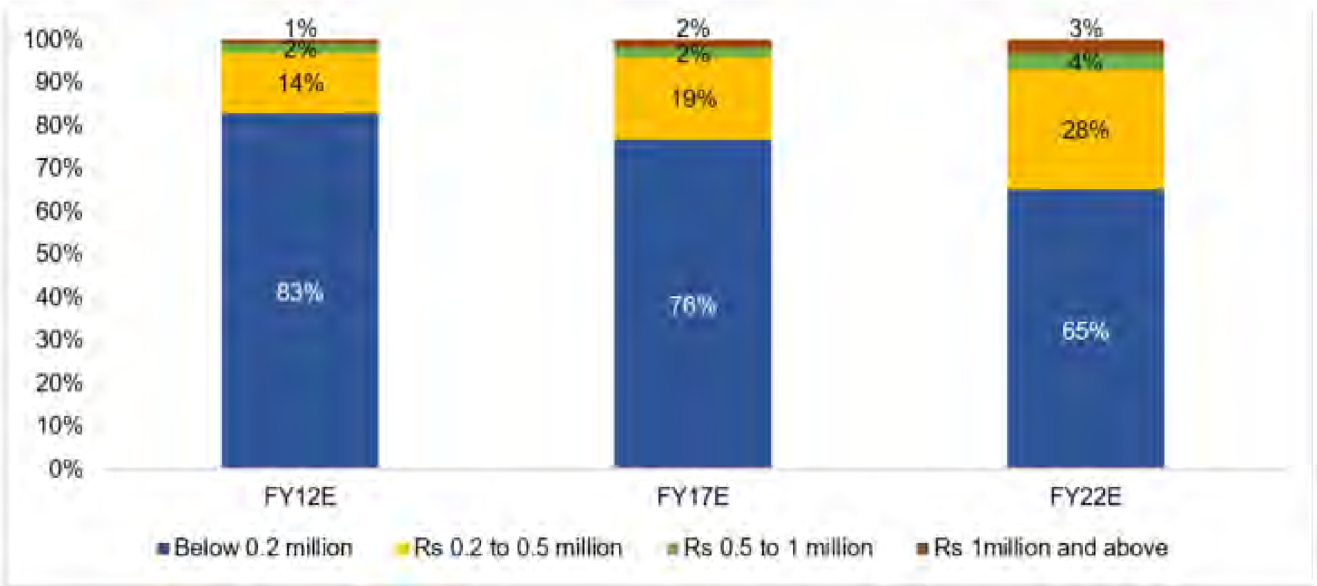


Rising income levels to make insurance products more affordable

Even though insurance is considered a non-discretionary expense, considering that an estimated 83% of households in India had an annual income of less than ₹ 0.2 million in Fiscal 2012, affordability of insurance products remains a major constraint. Growth in household incomes and, consequently, disposable incomes are critical to the overall growth in demand for insurance products in India. The share of households falling in middle or upper middle-income bracket of ₹ 0.2 million to ₹ 0.5 million and ₹ 0.5 million to ₹ 1 million has increased from 16% in Fiscal 2012 to 23% in Fiscal 2017 and is estimated up to 35% in Fiscal 2022, providing potential target segment for insurance service providers.

Going forward, amongst various income segments, middle and upper middle segment is expected to drive growth. Within these segments, ₹ 0.5 million to ₹ 1 million income segment bucket is expected to increase at a much faster pace as compared to others and this will help fuel demand for insurance products, especially life insurance products going forward.

Income demographics



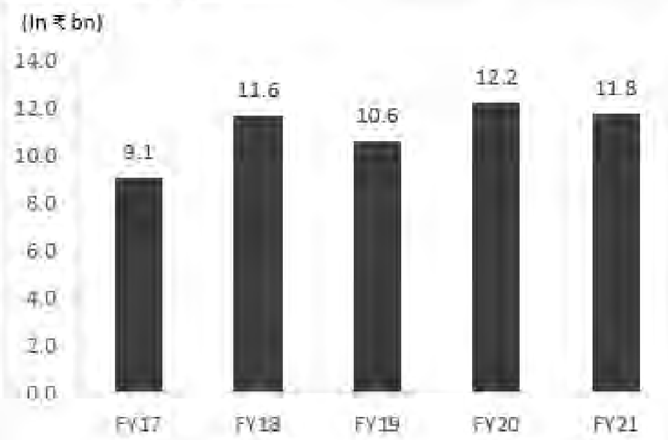
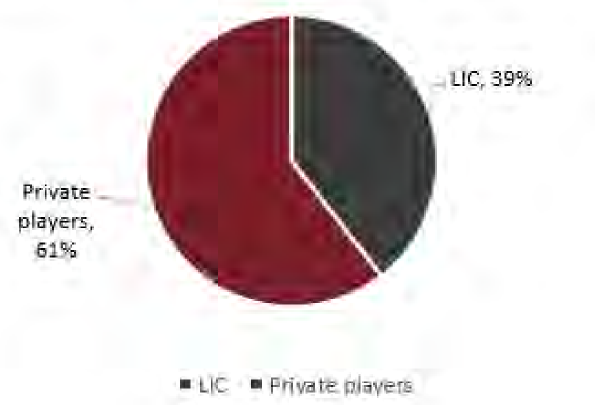
Note: E = Estimated;
Source: CRISIL Research

Advancements in diagnosis and treatments to reduce mortality rate

The healthcare industry, similar to other industries, is constantly evolving with advancements in technology. Developments in information technology have helped create systems, which ensure faster and reliable services. On one hand, these systems help increase the reach and quality of healthcare delivery systems across the country. However, on the other hand, they also enable healthcare delivery providers to improve efficiency by helping them in resource planning and maintaining patient records. CRISIL Research believes that with the advent of 5G, smartphone penetration and increasing health-conscious population, digital healthcare penetration will grow leading to improved mortality rate, which, in turn, will aid lower claims for life insurance companies and support their profitability.

GROWTH IN HEALTH INSURANCE BUSINESS UNDERWRITTEN BY LIFE INSURERS

In Fiscal 2021, life insurers collected a total premium of ₹ 11.8 billion from health insurance business as against ₹ 12.2 billion in Fiscal 2020. Private players continued to hold a large share of health insurance premium of 61% share whereas LIC holds 39% market share in health insurance business in Fiscal 2021.

Growth trend of health insurance premium underwritten by life insurers	Private players held a larger market share of 61% of total health insurance premium in Fiscal 2021
	

Source: IRDAI, CRISIL Research

Further, in Fiscal 2021, a total premium of ₹ 8.3 billion were collected by life insurers from various health insurance products as against ₹ 7.4 billion in Fiscal 2017 registering a growth of 3% CAGR between Fiscal 2017 and Fiscal 2021. Additionally, life insurers also collected a total premium of ₹ 3.4 billion in Fiscal 2021 through health insurance riders attached to life insurance products as against ₹ 1.7 billion in Fiscal 2017 registering a robust growth of 20% CAGR between Fiscal 2017 and Fiscal 2021. While premium collected from standalone health insurance products accounted for 70.9% of the total health insurance premium, premium collected through health riders accounted for 29.1% as of Fiscal 2021. The share of premium collected through health riders has increased from 18.3% in Fiscal 2017 to 29.1% in Fiscal 2021.

Share of total premium from health insurance products and health riders between Fiscal 2017 and Fiscal 2021

Source: IRDAI, CRISIL Research

In Fiscal 2022, new business premium collected by life insurers through health insurance products and riders amounted to ₹ 3.5 billion as against ₹ 2.8 billion in Fiscal 2021. Share of standalone health insurance products and health riders in new business premium accounted for 37% and 63% respectively as against 59% and 41% respectively in Fiscal 2021. This reflects the growing importance of health riders for life insurers in acquiring new business.

Share of NBP from health insurance products and health riders between Fiscal 2020 and Fiscal 2022

Source: IRDAI, CRISIL Research

Customer needs and attitude towards financial security

The pandemic has spurred more people to consider insurance as a necessity to cover for morbidity risk, loss in earnings capacity and/or tackle unforeseen emergencies. So, while life insurance may be quite some way away from becoming a pull product, it is definitely moving towards becoming a nudge product. For instance, the share of life insurance in overall household financial savings increased from 16.8% in Fiscal 2019 to 20.2% in the first half of Fiscal 2022. Such changes in consumer mind-set have led players to adapt and introduce pandemic-specific covers, customised policies as per customer expectations and requirements, enhance focus on selling protection plans that are generally more profitable, enable digital access to services, and enhanced claim settlement mechanisms.

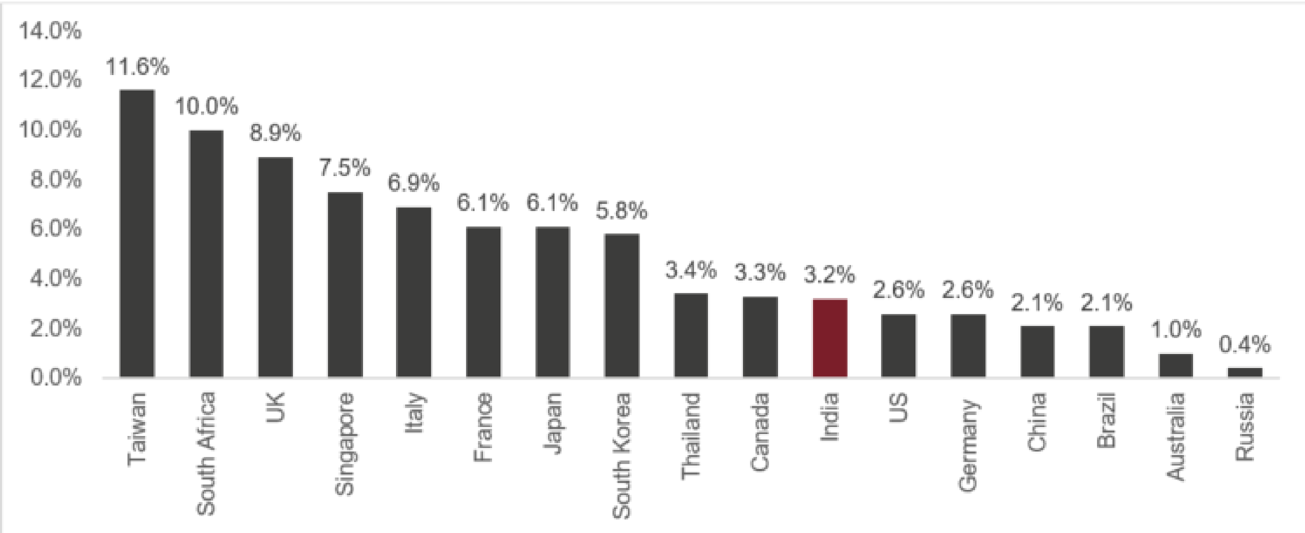
Penetration of life insurance in India

INDIAN MARKET IS STILL UNDERINSURED COMPARED TO MAJOR ECONOMIES

As of 2021, the Indian life insurance market is the 9th largest life insurance market in the world (in US$ terms) and the fourth largest in Asia in terms of life insurance premium as per Swiss Re report. India's life insurance penetration (premium as % of GDP) stood at 3.2% in 2021 compared with 4.4% in 2010. Therefore, penetration has substantially declined since 2010 due to slowdown in the insurance business in the first half of the 2010-2020 decade on account of regulatory changes.

Furthermore, due to the higher share of savings than protection in premium, CRISIL Research believes the actual protection provided by insurance in India would be much lower compared with even other developing markets. At $69 in 2021, insurance density (premium per capita) in India remains very low compared with other developed and emerging market economies. China's insurance density was $253 as of 2021.

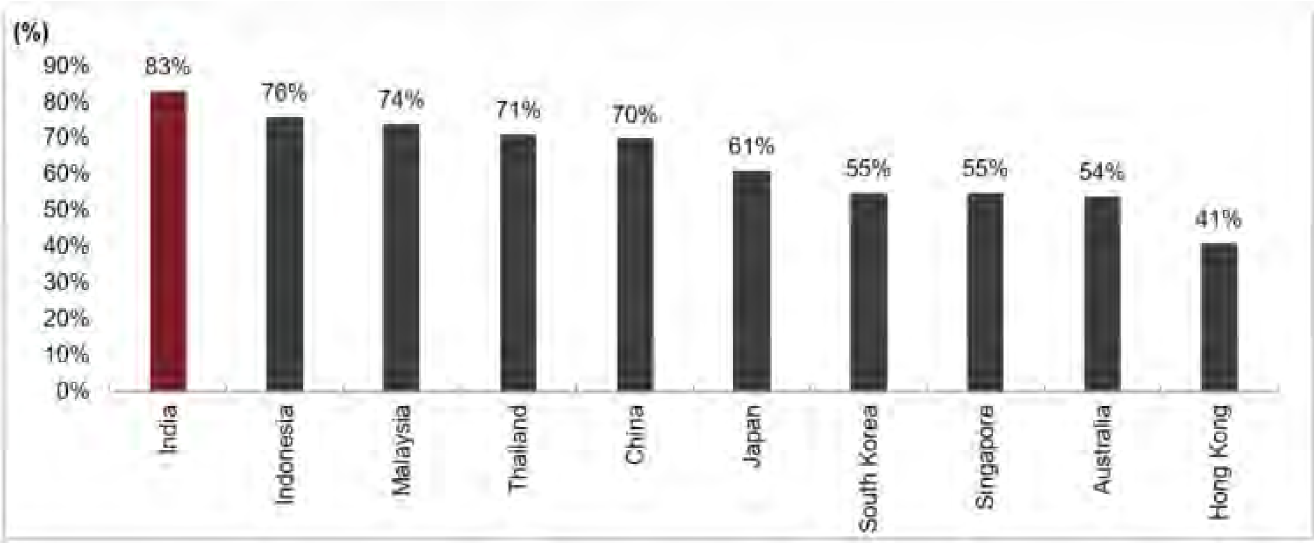
Life insurance industry penetration (premium as % of GDP) for different economies (as of 2021)



Source: Swiss Re, sigma No 4/2022, CRISIL Research

In life insurance, the protection gap has been defined as the amount of protection needed to maintain one's standard of living after a life event such as death or disability for a certain period of time. India's protection gap was approximately $16.5 trillion as of 2019, which was much higher compared with its Asian counterparts. The protection gap for India was 83% as of 2019, the highest amongst all countries in Asia-Pacific, as per the Swiss Re report "Closing Asia's Mortality Protection Gap – July 2020". This means that for $100 of insurance protection requirement, insurance was only taken for $17 as of 2019. This indicates the absence of protection coverage for a large part of the population. Indicators such as insurance penetration, insurance density and protection gap indicate that the Indian life insurance market continues to be underinsured, thereby presenting a huge potential for growth to the life insurance players.

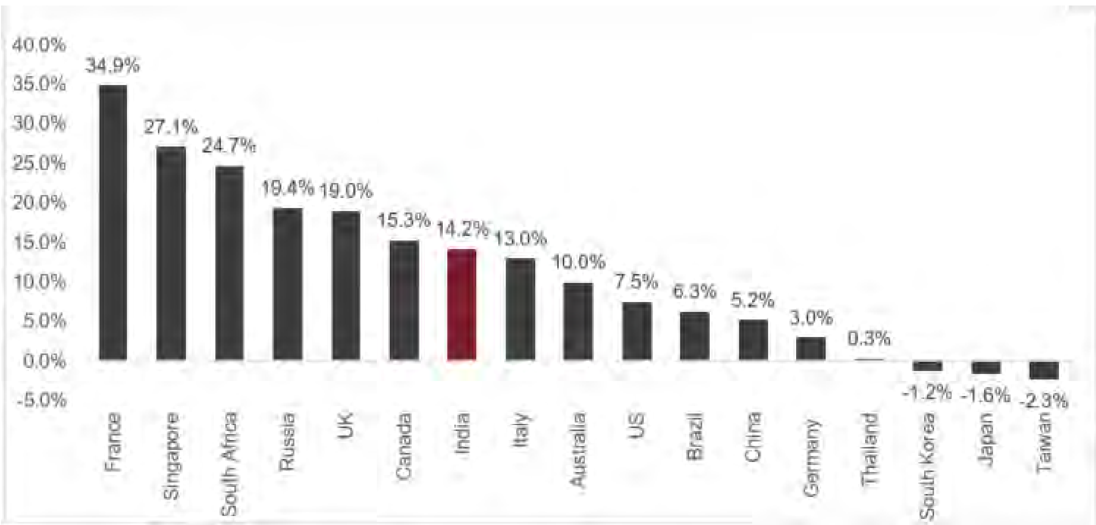
Protection gap for different countries as of 2019



Source: Swiss Re - Closing Asia's Mortality Protection Gap – July 2020, CRISIL Research

India reported total life insurance premium growth of 14.2% in 2021 which was higher than global average of 9.9% during the same period. Other emerging economies such as Brazil, China and Thailand registered lower growth in life insurance premium than India's at 6.3%, 5.2% and 0.3% respectively as of 2021. China's on-year growth in premium was lower than on-year growth in premium of the world and emerging Asia due to sluggish income growth, which weakened consumers' confidence in their financial standings and thus demand for saving policies. Further, various regulatory headwinds and declining insurance agent workforce also contributed towards lower premium growth in China.

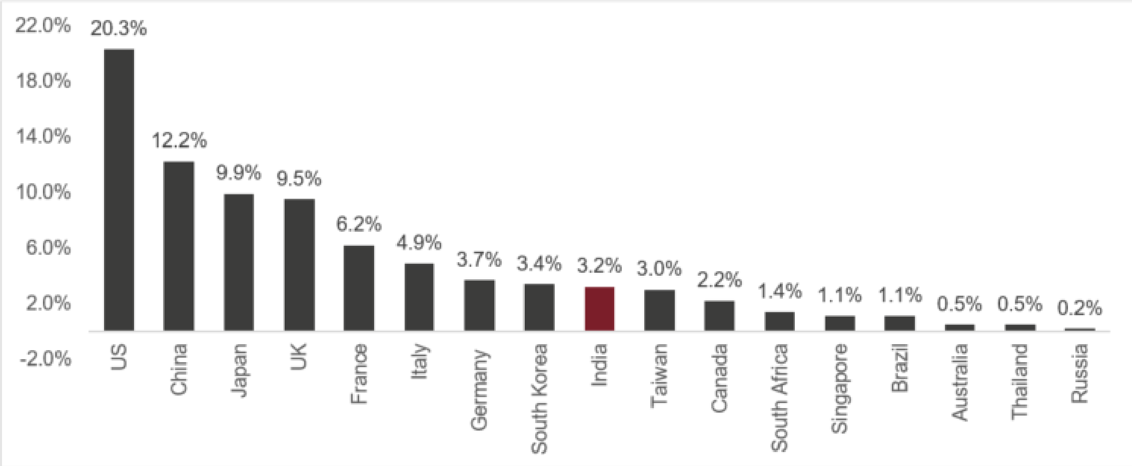
Year-on-year growth in total life insurance premium across different countries in 2021(in USD)



Source: Swiss Re, sigma No 4/2022, CRISIL Research

In terms of share of world life insurance market as of 2021, United States enjoyed the largest pie with 20.3% of the world life insurance premium, followed by China with 12.2% share. India has a small share of 3.2% of the world life insurance premium whereas its emerging counterparts apart from China such as South Africa, Brazil and Thailand has 1.4%, 1.1% and 0.5% share respectively in world life insurance premium as of 2021.

India has a small share of 3.2% in world life insurance market as of 2021



Source: Swiss Re, sigma No 4/2022, CRISIL Research

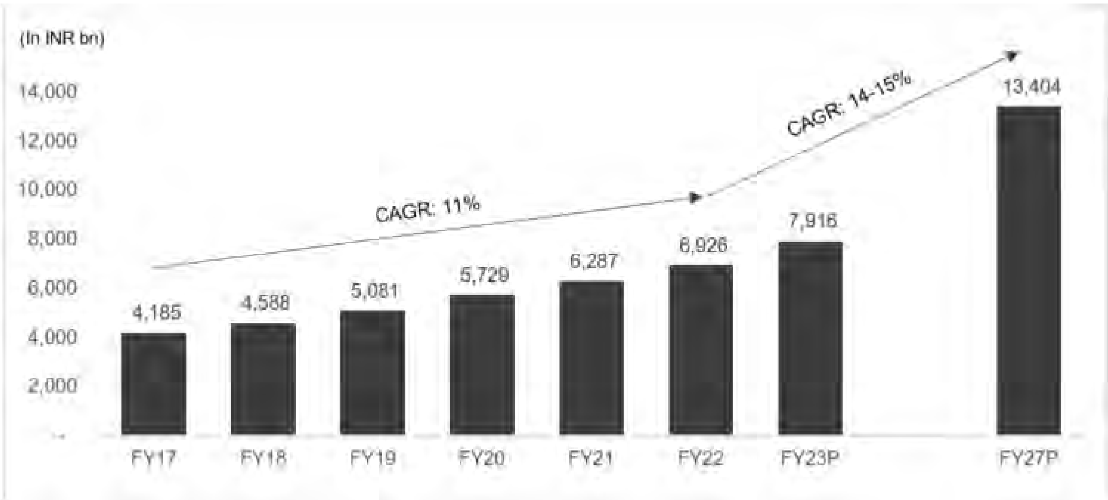
INDIAN LIFE INSURANCE INDUSTRY OUTLOOK

TOTAL PREMIUM TO CROSS APPROXIMATELY ₹ 13 TRILLION BY FISCAL 2027

CRISIL Research forecasts the total premium for life insurers to grow at 14-15% CAGR over the next five years ending Fiscal 2027. Consequently, the total premium is expected to grow by approximately 2 times from ₹ 6,926 billion in Fiscal 2022 to approximately ₹ 13,500 billion by Fiscal 2027. NBP is expected to grow at a CAGR of 17%-18% during the same period ending Fiscal 2027 whereas the private life insurance industry is expected to grow at a slightly higher CAGR of 23%-25% during the same period ending Fiscal 2027.

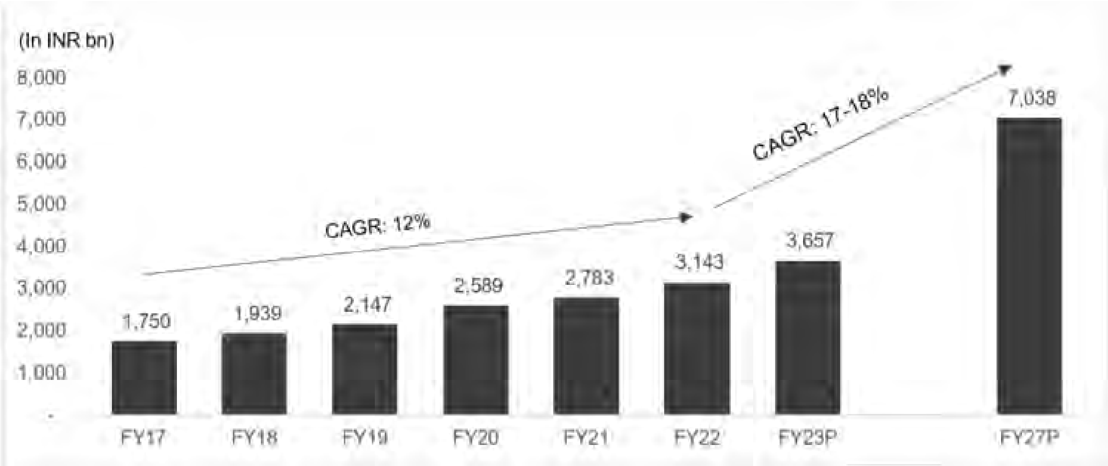
The combination of high GDP growth, rising incomes, higher share of the younger population (between ages 15-59) around 63%, rapid urbanization, focus on financial inclusion and increasing preference towards financial savings with increasing financial literacy, and increasing adoption of insurance through digital channels, are all key factors to propel the growth of Indian life insurance sector. The introduction of standard life insurance scheme by the government and financial inclusion drive (Pradhan Mantri Jeevan Jyoti Bima Yojana, etc.) are expected to further aid market growth.

Total life insurance premium to grow at CAGR 14-15% over next five years



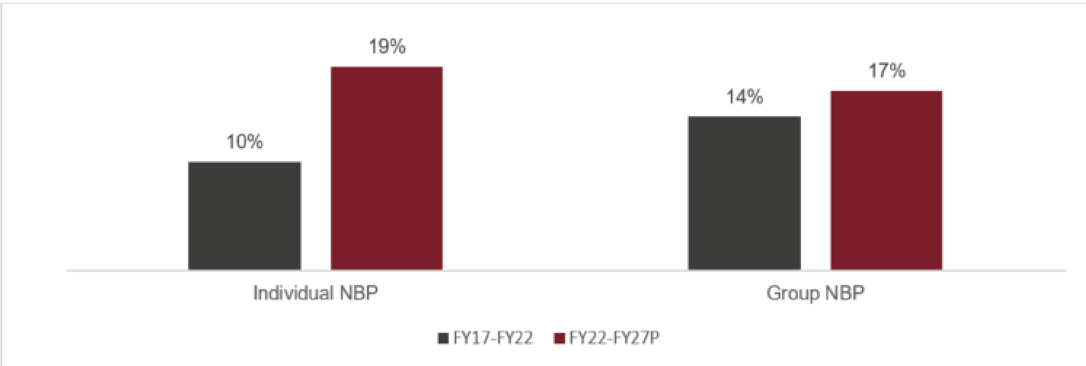
Note: P = Projected
Source: IRDAI Annual reports, CRISIL Research

New business premium to grow at CAGR 17-18% over next five years



Note: P = Projected
Source: IRDAI monthly business reports, CRISIL Research

Growth in individual NBP is projected at faster pace than growth in group NBP



Note: Figures pertain to CAGR, P = Projected
Source: Fiscal 2016- Fiscal 2021: IRDAI monthly business reports, Fiscal 2021 – Fiscal 2026P: CRISIL Research estimates

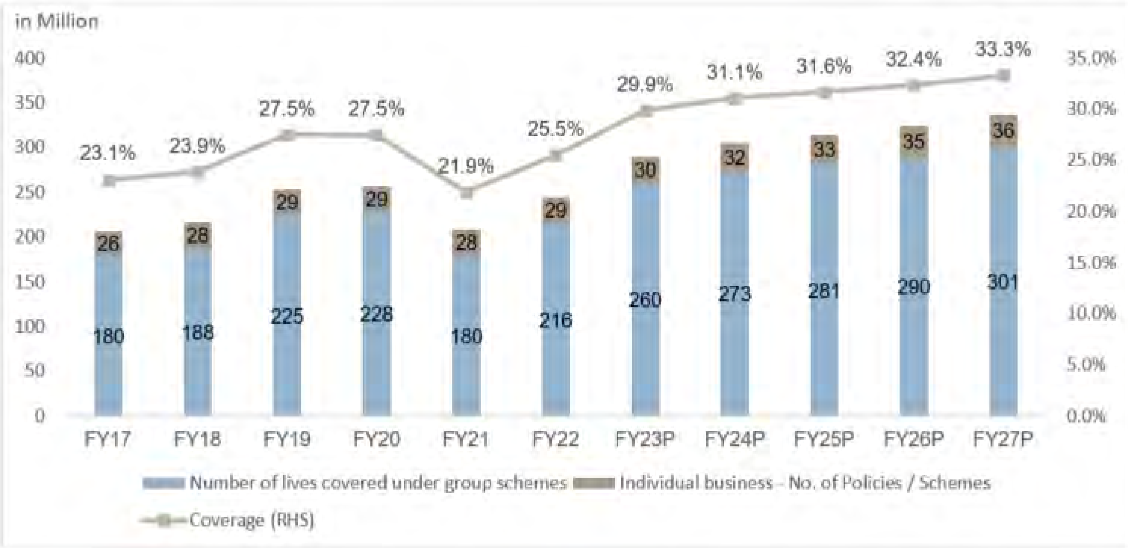
Further, CRISIL Research expects individual business (NBP basis) to grow at a higher CAGR of approximately 19% from Fiscal 2022 to 2027 as compared to approximately 17% CAGR growth in group business. COVID-19 has increased the awareness of non-linked products such as protection, annuity, and other non-linked savings products which will lead to a growth in individual business as more and more individuals are opting for life insurance and that too at an early stage after they start earning. Rising awareness on the need and benefits of insurance amongst customers, continuous innovation on the product side, and increase in reach as well as distribution network of insurers is expected to facilitate strong growth of the industry.

Furthermore, digital innovation is going to be the key to increase productivity of the core business, optimize costs, enhance customer experience, improve business quality and unlock partnerships with digital players outside insurance. Insurers in India are thus redefining business by deploying business intelligence ("**BI**") and analytics which offers data visualization, self-service, data discovery with data governance and predictive planning. Increasing digitization is helping insurers in improving their risk selection, pricing, product structuring, underwriting, ability to service and pay claims.

Life insurance coverage

Fiscal 2022 witnessed a come-back with decline in COVID-19 cases and is estimated to have covered 245 million lives under life insurance. The number of lives covered under life insurance increased from 206 million for Fiscal 2017 to 257 million for Fiscal 2020 but declined significantly in Fiscal 2021, largely due to impact of COVID 19 on group insurance business. Going forward, number of lives covered is expected to increase in both individual and group business due to increasing awareness, expanding distribution channels and enhanced product offerings. Number of lives covered are projected to increase from 245 million in Fiscal 2022 to approximately 337 million in Fiscal 2027 accounting for approximately 33% of total adult population.

Number of lives covered in life insurance industry



Note: E = Estimated; P = Projected; Coverage is calculated as number of lives covered as a % of adult population (18+)
Source: IRDAI Annual reports, Company reports, CRISIL Research

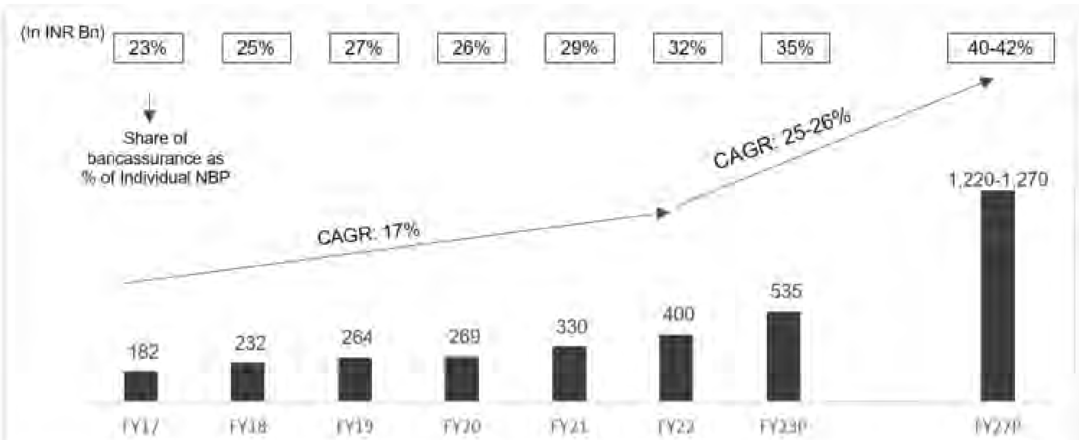
Bancassurance channel to continue its robust growth going forward

The bancassurance channel has always been a preferred medium of distribution for private life insurance players and CRISIL Research expects the channel to continue its strong growth going forward as well. Bancassurance allows banks to diversify their product lines and generate additional fee income through sale of life insurance products. For insurance companies, bancassurance acts as a tool to deepen their market penetration without additional costs and thereby optimises its administrative costs. Indian private players are relying significantly on bancassurance and leveraging on the strong network of banks that is dispersed throughout the country.

Indian life insurers, especially private players, have been using bancassurance partners' substantial branch presence to fuel expansion. The individual NBP underwritten through bancassurance networks for the industry witnessed a strong double-digit growth of 17.1% CAGR from ₹ 182 billion to ₹ 400 billion during Fiscal 2017 to 2022. Further, for private players, the new business premium underwritten through the banca channel increased at CAGR of 17.6% during Fiscal 2017 to Fiscal 2022.

CRISIL Research expects individual NBP generated through bancassurance channel to grow at 26% CAGR between Fiscals 2022 and 2027 on account of strengthening collaborations between banks and life insurance companies, coupled with the rising insurance penetration in India and strong growth individual NBP. Further, the lower commissions (as % of new business premium) paid to banca partners as compared to agency channel thereby leading to optimisation in commission costs will also act as a major incentive for the life insurance players to further ramp up the share of banca channel in its distribution mix.

Individual NBP generated through banca channel to grow at CAGR of 26% between Fiscals 2022 and 2027



Source: Public disclosure of LI players, CRISIL Research

Peer Benchmarking

Bancassurance channel has been one of the major drivers of growth for the private life insurance players. Therefore, players with strong banca partners have significantly benefited from its partner's strong branch network. Though all private players have active partnerships with banks, 9 private life insurance players also have scheduled commercial banks as its promoter. Out of these 9 players, 5 private life insurers are promoted by Public Sector Undertaking ("**PSU**") banks. These players benefit significantly from the scale and reach of their promoter PSU bank. Further, all insurers with PSU parentage are bancassurance led with more than 65% of business acquired via bancassurance channels in Fiscal 2022.

In this section, CRISIL Research has benchmarked the performance of 5 private life insurers with PSU parentage and top 5 private life insurers (basis Fiscal 2022 NBP). The top 5 private life insurers are: SBI Life, HDFC Life, ICICI Prudential Life, Bajaj Allianz Life and Max Life. The 5 private life insurers with PSU parentage are: Canara HSBC OBC Life, IndiaFirst Life, PNB MetLife, Star Union Dai-ichi Life and Ageas Federal Life.

SBI Life is the only player amongst the top 5 private players (basis Fiscal 2022 NBP) with PSU parentage and is also banca-led. In this section, SBI Life has been categorised under the "Top 5 private players" peer set.

The top 5 private players (basis Fiscal 2022 NBP) will be referred to as "Top 5 private players" and the players with PSU shareholding will be referred to as "PSU parentage players" throughout the section.

IndiaFirst Life was the fastest growing player amongst players with PSU parentage in the set on New Business IRP basis 1-year, 3-year and 5-year period ending Fiscal 2022

During the 5-year period ending Fiscal 2022, IndiaFirst Life was the fastest growing player on New Business IRP basis recording a growth of 27.3% CAGR, followed by Canara HSBC OBC Life with 17.5% CAGR. IndiaFirst Life's market share on new business IRP basis increased from 1.4% in Fiscal 2017 to 2.4% in Fiscal 2022. Amongst the players with PSU parentage in the set, the 5-year CAGR growth on new business IRP basis for IndiaFirst Life (27.3%) and Canara HSBC OBC Life (17.5%) was significantly faster than the 13.9% CAGR growth for the private life insurance industry during the period.

Further, even on 1-year and 3-year basis, IndiaFirst recorded the highest growth of 50.4% (year-on-year) and 25.5% (CAGR) respectively amongst the PSU Parentage players. Further, in Fiscal 2022, IndiaFirst Life was also the fastest growing private life insurer on 1-year basis in terms of new business IRP. The company increased its market share on new business IRP basis from 2.0% in Fiscal 2021 to 2.4% in Fiscal 2022.

Further, during the first quarter of Fiscal 2023, Star Union Dai-ichi Life registered the highest growth on New Business IRP basis of 101.6% year-on-year amongst the players with PSU parentage in the set followed by IndiaFirst Life which recorded 96.5% year-on-year growth during the quarter.

Private market share and growth - Basis New Business Individual Rated Premium (New Business IRP)

Only seven private life insurance players were able to record new business premium of ₹ 25 billion by the 13th year of their operation. Further, out of these seven private life insurance players, six players were among the early entrants among private life insurers and began their operations during Fiscal 2000 to Fiscal 2002. Amongst the players incorporated post Fiscal 2002, IndiaFirst Life is the only player which successfully recorded ₹ 25 billion NBP within first 13 years of operations. Further, IndiaFirst Life's ranking basis NBP in the 13th year of operation is only next best to the top 3 private players (SBI Life, ICICI Prudential Life, HDFC Life) in the private life insurance industry

Further, amongst the 12 private life insurance players which entered the market post Fiscal 2002, only five players were able to achieve NBP of ₹ 10 billion and above in first 13 years of operations. Furthermore, only 2 players recorded premium of ₹ 20 billion and above (IndiaFirst Life and Canara HSBC OBC Life) in the first 13 years of operations

Performance of private players basis New Business IRP and corresponding ranking

Insurer	First year (Fiscal)	FY20 IRP	FY20 Rank	FY21 IRP	FY21 Rank	FY22 IRP	FY22 Rank	Q1 FY23 IRP	Q1 FY23 Rank	FY22 YOY growth
		New Business IRP (INR Billion) and corresponding ranking								
Aditya Birla Sun Life	2001	17.0	7	19.4	7	22.1	7	4.1	7	14.1%
HDFC Life	2001	59.6	3	70.0	2	81.5	2	15.6	2	16.4%
ICICI Prudential Life	2001	66.4	2	54.5	3	63.0	3	11.0	3	15.5%
Max Life	2001	40.8	4	48.7	4	54.4	4	9.4	5	11.7%
Bajaj Allianz Life	2002	19.3	6	24.7	6	36.9	6	8.9	6	49.4%
Exide Life	2002	6.7	13	5.9	14	7.2	14	1.3	15	22.4%
Kotak Mahindra Life	2002	16.5	8	18.2	8	21.1	8	3.3	8	16.2%
PNB MetLife	2002	13.0	9	14.5	9	17.6	9	3.0	9	21.2%
Reliance Nippon Life	2002	8.9	11	9.0	11	9.4	13	2.2	12	4.5%
SBI Life	2002	97.7	1	102.2	1	128.7	1	25.8	1	25.9%
Tata AIA Life	2002	26.9	5	34.2	5	44.5	5	10.2	4	30.4%
Aviva Life	2003	1.2	21	1.5	20	1.9	20	0.2	21	28.2%
Sahara Life	2005	0.0	23	0.0	23	0.0	23	0.0	23	-94.8%
Shriram Life	2006	4.6	16	5.2	16	5.3	16	1.1	16	1.6%
Bharti Axa Life	2007	5.9	14	5.7	15	7.1	15	1.4	14	25.1%
Ageas Federal Life	2008	2.8	19	2.9	19	3.9	18	0.7	18	35.7%
Future Generali Life	2008	3.7	17	3.5	18	3.2	19	0.5	19	-10.6%
Aegon Life	2009	0.7	22	0.3	22	0.1	22	0.0	22	-70.6%
Canara HSBC OBC Life	2009	9.7	10	10.4	10	13.7	10	2.4	11	31.6%
Pramerica Life	2009	1.6	20	1.1	21	1.1	21	0.3	20	2.3%
Star Union Dai-ichi Life	2009	5.5	15	6.9	13	10.2	12	2.2	13	47.8%
IndiaFirst Life	2010	8.5	12	8.9	12	13.5	11	3.0	10	50.4%
Edelweiss Tokio Life	2012	3.2	18	4.0	17	4.2	17	0.7	17	3.9%

Source: IRDAI Monthly Business Figures, CRISIL Research
Note: Ranking amongst private players (LIC of India excluded)

FY22	FY22 New Business IRP (INR billion)	FY22 private market share	1-year growth ending FY22	2-year growth ending FY22	3-year CAGR ending FY22	4-year growth ending FY22	5-year CAGR ending FY22
Top 5 private players							
SBI Life	128.7	23.4%	25.9%	14.8%	12.9%	13.4%	16.7%
HDFC Life	81.5	14.8%	16.4%	16.9%	17.6%	14.4%	17.5%
ICICI Prudential Life	63.0	11.4%	15.5%	-2.6%	-3.9%	-4.1%	-0.3%
Bajaj Allianz Life	36.9	6.7%	49.4%	38.3%	28.4%	27.4%	29.5%
Max Life	54.4	9.9%	11.7%	15.5%	11.9%	14.1%	15.6%
Top 5 private	**364.5**	**66.2%**	**21.4%**	**13.3%**	**11.0%**	**10.3%**	**13.2%**
PSU Parentage players							
Canara HSBC OBC Life	13.7	2.5%	31.6%	18.8%	14.5%	13.9%	17.5%
IndiaFirst Life	13.5	2.4%	50.4%	25.8%	25.5%	23.7%	27.3%
PNB MetLife	17.6	3.2%	21.2%	16.5%	8.7%	9.6%	11.6%
Star Union Dai-ichi Life	10.2	1.9%	47.8%	36.0%	21.9%	15.4%	11.1%
Ageas Federal Life	3.9	0.7%	35.7%	18.3%	-4.0%	-3.1%	-1.0%
PSU parentage	**58.9**	**10.7%**	**34.8%**	**22.1%**	**14.0%**	**12.8%**	**14.1%**

**New business individual rated premium calculated as 10% of individual single premium plus 100% of individual non-single premium*
Source: IRDAI Monthly Business Figures, CRISIL Research

IndiaFirst Life enjoyed the highest growth multiplier during the one-year period ending Fiscal 2022; Bajaj Allianz Life enjoyed the highest growth multiplier during two-year, three-year, four-year and five-year period ending Fiscal 2022

During the one-year period ending Fiscal 2022, IndiaFirst Life enjoyed the highest growth multiplier basis New Business IRP whereas during the two-year, three-year, four-year and five-year period ending Fiscal 2022, Bajaj Allianz Life enjoyed the highest growth multiplier amongst the players in the set.

Growth multiplier of players in the set compared to private life insurance industry growth for period ending Fiscal 2022

Insurer	1-year growth multiplier	2-year growth multiplier	3-year growth multiplier	4-year growth multiplier	5-year growth multiplier
Top 5 players					
SBI Life	1.18	1.02	0.89	1.17	1.20
HDFC Life	0.75	1.17	1.21	1.26	1.26
ICICI Prudential Life	0.71	(0.18)	(0.27)	(0.36)	(0.02)
Bajaj Allianz Life	2.26	2.65	1.96	2.39	2.12
Max Life	0.54	1.07	0.83	1.23	1.12
Top 5 average	**0.98**	**0.92**	**0.76**	**0.90**	**0.95**
PSU Parentage players					
Canara HSBC OBC Life	1.44	1.30	1.00	1.21	1.26
IndiaFirst Life	2.31	1.78	1.76	2.06	1.96
PNB Metlife	0.97	1.14	0.60	0.83	0.84
Star Union Dai-ichi Life	2.18	2.49	1.51	1.35	0.80
Ageas Federal Life	1.63	1.26	(0.28)	(0.27)	(0.07)
PSU parentage average	**1.59**	**1.53**	**0.97**	**1.12**	**1.01**

Note: Negative multiplier is on account of negative growth for the player
Source: IRDAI Monthly Business Figures, CRISIL Research

Private market share and growth - Basis New Business Individual Rated Premium (New Business IRP)*

Q1 FY23	Q1 FY23 New Business IRP (INR billion)	Q1 FY23 private market share	1-year growth ending Q1 FY23
Top 5 private players			
SBI Life	25.8	24.0%	86.2%
HDFC Life	15.6	14.6%	19.9%
ICICI Prudential Life	11.0	10.2%	16.8%
Bajaj Allianz Life	8.9	8.3%	81.4%
Max Life	9.4	8.8%	13.7%
Top 5 private	**70.8**	**66.0%**	**42.9%**
PSU Parentage players			
Canara HSBC OBC Life	2.4	2.3%	71.7%
IndiaFirst Life	3.0	2.8%	96.5%
PNB MetLife	3.0	2.8%	45.8%
Star Union Dai-ichi Life	2.2	2.0%	101.6%
Ageas Federal Life	0.7	0.6%	52.9%
PSU parentage	**11.2**	**10.5%**	**72.9%**

**New business individual rated premium calculated as 10% of individual single premium plus 100% of individual non-single premium*
Source: IRDAI Monthly Business Figures, CRISIL Research

Bajaj Allianz Life is the fastest growing player amongst top five private players on individual new business premium basis the five-year period ending Fiscal 2022; IndiaFirst Life is the fastest growing player amongst PSU parentage players

During the five-year period ending Fiscal 2022, Bajaj Allianz Life was the fastest growing amongst the top five private players in the set recording 30.0% CAGR on individual new business premium basis. Further, HDFC Life was the second fastest growing player during Fiscal 2017 to Fiscal 2022 recording 22.8% CAGR. Amongst PSU parentage players, IndiaFirst Life was the fastest growing recording 28.2% CAGR on individual new business premium basis during the five-year period ending Fiscal 2022. Further, Canara HSBC OBC Life was the second fastest growing player during Fiscal 2017 to Fiscal 2022 recording 22.6% CAGR.

Private market share and growth - Basis Individual New Business Premium

Insurer	Individual NBP Q1 FY23 (INR billion)	Individual NBP FY22 (INR billion)	FY22 private market share	1-year growth ending FY22	3-year CAGR ending FY22	5-year CAGR ending FY22
Top 5 private players						
SBI Life	34	165	23.4%	32.0%	19.6%	20.6%
HDFC Life	23	117	16.6%	15.7%	15.3%	22.8%
ICICI Prudential Life	17	93	13.2%	18.5%	4.5%	5.9%
Bajaj Allianz Life	10	40	5.6%	56.5%	30.0%	30.0%
Max Life	13	71	10.1%	14.0%	14.4%	16.5%
Top 5 private	**97**	**486**	**68.9%**	**23.8%**	**15.0%**	**17.1%**
PSU Parentage players						
Canara HSBC OBC Life	3	17	2.5%	21.7%	21.6%	22.6%
IndiaFirst Life	3	14	2.0%	54.6%	26.8%	28.2%
PNB MetLife	3	19	2.7%	21.3%	10.5%	12.7%
Star Union Dai-ichi Life	2	12	1.6%	30.4%	23.7%	11.6%
Ageas Federal Life	1	6	0.9%	26.7%	-0.3%	0.2%
PSU parentage	**13**	**68**	**9.7%**	**29.3%**	**16.6%**	**15.2%**

Source: Public disclosures of individual players, CRISIL Research

Private market share and growth - Basis New Business Premium

Insurer	FY22 NBP (INR billion)	FY22 private market share	1 year growth ending FY22	3 year CAGR ending FY22	5 year CAGR ending FY22	Customer mix (basis FY22 NBP)	
						Individual	Group
Top 5 private players							
SBI Life	254.6	22.0%	23.4%	22.7%	20.2%	64.8%	35.2%
HDFC Life	243.0	21.0%	20.9%	17.5%	22.8%	48.2%	51.8%
ICICI Prudential Life	150.4	13.0%	13.7%	13.2%	13.8%	61.8%	38.2%
Bajaj Allianz Life	91.4	7.9%	44.7%	22.9%	22.7%	43.4%	56.6%
Max Life	79.0	6.8%	15.8%	15.3%	16.6%	89.8%	10.2%
Top 5 private	**818.4**	**70.9%**	**22.0%**	**18.5%**	**19.4%**	**59.3%**	**40.7%**
PSU Parentage players							
Canara HSBC OBC Life	28.0	2.4%	21.6%	24.2%	23.3%	62.1%	37.9%
IndiaFirst Life	26.4	2.3%	28.8%	8.4%	9.6%	54.1%	45.9%
PNB MetLife	24.7	2.1%	23.6%	13.6%	16.5%	76.2%	23.8%
Star Union Dai-ichi Life	19.3	1.7%	65.5%	41.7%	22.4%	59.7%	40.3%
Ageas Federal Life	8.2	0.7%	29.2%	0.4%	0.6%	78.3%	21.7%
PSU parentage	**106.5**	**9.2%**	**30.8%**	**16.7%**	**15.0%**	**64.2%**	**35.8%**

Source: IRDAI Monthly Business Figures, CRISIL Research

Private market share and growth - Basis New Business Premium

Insurer	Q1 FY23 NBP (INR billion)	Q1 FY23 private market share	1-year growth ending Q1 FY23
Top 5 private players			
SBI Life	55.9	21.9%	67.2%
HDFC Life	48.5	19.0%	27.2%
ICICI Prudential Life	31.8	12.5%	24.4%
Bajaj Allianz Life	29.2	11.4%	125.0%
Max Life	14.8	5.8%	19.8%
Top 5 private	**180.3**	**70.8%**	**47.1%**
PSU Parentage players			
Canara HSBC OBC Life	6.2	2.4%	-18.8%
IndiaFirst Life	5.0	2.0%	15.4%
PNB MetLife	5.0	2.0%	55.0%
Star Union Dai-ichi Life	6.3	2.5%	108.8%
Ageas Federal Life	1.4	0.6%	39.4%
PSU parentage	**23.8**	**9.3%**	**24.4%**

Source: IRDAI Monthly Business Figures, CRISIL Research

SBI Life and IndiaFirst Life issued the highest individual policies in Fiscal 2022 amongst top five private players and PSU parentage players respectively

SBI Life issued 1,922,920 individual policies in Fiscal 2022 which was the highest amongst the top five private players, followed by HDFC Life with 915,102 policies issued during the Fiscal. Further, even in the first quarter of Fiscal 2023, SBI Life issued 413,972 individual policies which was the highest amongst the top five private players in the set. Amongst players with PSU parentage in the set, IndiaFirst Life issued the highest individual policies at 265,471 in Fiscal 2022 followed by PNB MetLife with 257,315 policies. Even in the first quarter of Fiscal 2023, IndiaFirst Life issued the highest individual policies (58,610) amongst the players with PSU parentage in the set.

IndiaFirst Life recorded the highest individual policies growth on one-year and five-year CAGR basis among all the players in the set

IndiaFirst Life recorded growth of approximately 16% CAGR in individual policies issued during the five-year period ending Fiscal 2022, which was the highest among all the players in the set. Further, even in Fiscal 2022, IndiaFirst Life was the leader in terms of growth in individual policies issued among all the players in the set. Bajaj Allianz Life recorded the highest growth in individual policies issued on three-year CAGR basis ending Fiscal 2022 among all the players in the set.

Private market share and growth - Basis individual policies

Insurer	Individual policies FY22	FY22 private market share	1 year growth ending FY22	3 year CAGR ending FY22	5 year CAGR ending FY22
Top 5 private players					
SBI Life	1,922,920	27.1%	16.1%	8.0%	8.6%
HDFC Life	915,102	12.9%	-6.8%	-2.8%	-3.3%
ICICI Prudential Life	652,285	9.2%	-1.4%	-9.9%	-1.5%
Bajaj Allianz Life	474,974	6.7%	11.2%	15.2%	11.7%
Max Life	613,999	8.6%	-4.8%	-1.6%	4.1%
Top 5 private	**4,579,280**	**64.5%**	**4.8%**	**1.6%**	**3.6%**
PSU Parentage players					
Canara HSBC OBC Life	178,126	2.5%	-0.9%	11.3%	14.4%
IndiaFirst Life	265,471	3.7%	34.4%	14.3%	16.1%
PNB MetLife	257,315	3.6%	3.9%	6.7%	3.5%
Star Union Dai-ichi Life	128,804	1.8%	29.4%	10.3%	1.5%
Ageas Federal Life	44,350	0.6%	5.9%	-24.2%	-18.2%
PSU parentage	**874,066**	**12.3%**	**14.1%**	**6.8%**	**5.3%**

Source: IRDAI Monthly Business Figures, CRISIL Research

Private market share and growth - Basis individual policies

Insurer	Individual policies Q1 FY23	Q1 FY23 private market share	1-year growth ending Q1 FY23
Top 5 private players			
SBI Life	413,972	27.3%	61.3%
HDFC Life	166,324	11.0%	97.6%
ICICI Prudential Life	120,367	7.9%	100.9%
Bajaj Allianz Life	121,611	8.0%	72.3%
Max Life	112,851	7.4%	2.3%
PSU Parentage players			
Canara HSBC OBC Life	30,268	2.0%	42.5%
IndiaFirst Life	58,610	3.9%	82.0%
PNB MetLife	56,271	3.7%	33.9%
Star Union Dai-ichi Life	29,553	2.0%	95.8%
Ageas Federal Life	7,988	0.5%	40.4%

Source: IRDAI Monthly Business Figures, CRISIL Research

IndiaFirst Life recorded the fastest growth on individual sum assured basis during one-year and three-year period ending Fiscal 2022

IndiaFirst Life recorded a 55.8% CAGR growth in individual sum assured during the three-year period ending Fiscal 2022, which was the highest amongst all the players in the set. Further, even during Fiscal 2022, IndiaFirst Life recorded 52.6% year on year growth in individual sum assured, which was the highest amongst all the players in the set.

Individual Sum Assured	Individual Sum Assured FY22 (INR billion)	FY22 private market share	1 year growth ending FY22	3 year CAGR ending FY22
Top 5 private players				
SBI Life	1,527	10.4%	16.1%	6.4%
HDFC Life	2,224	15.1%	-1.1%	5.2%
ICICI Prudential Life	1,968	13.4%	-14.1%	-6.4%
Bajaj Allianz Life	675	4.6%	-8.8%	31.5%
Max Life	2,181	14.9%	-2.1%	8.4%
Top 5 private	**8,575**	**58.4%**	**-2.8%**	**4.2%**
PSU Parentage players				
Canara HSBC OBC Life	173	1.2%	-25.4%	3.8%
India First Life	273	1.9%	52.6%	55.8%
PNB Met Life	392	2.7%	-32.0%	2.4%
Star Union Dai-ichi Life	121	0.8%	40.0%	17.8%
Ageas Federal Life	52.6	0.4%	11.5%	-14.0%
PSU Parentage	**1,012**	**6.9%**	**-9.7%**	**10.6%**

Source: IRDAI Monthly Business Figures, CRISIL Research

IndiaFirst Life recorded the highest improvement in ranking on New Business IRP basis as well as individual NBP basis during the last 10 years of operation

IndiaFirst Life, being the 22nd entrant in the private life insurance industry, is the only player amongst top five private players and PSU Parentage players combined to have moved up by five positions in ranking from rank 16 in Fiscal 2013 to rank 11 in Fiscal 2022. Apart from IndiaFirst Life, SBI Life, Canara HSBC OBC Life and Star Union Dai-ichi Life have moved up by two positions in their respective last 10 years of operation.

Ranking of players in the set basis New Business Individual Rated Premium (New Business IRP) from Fiscal 2013 to Fiscal 2022

Basis New Business IRP	Order of player's entry in the market	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21	FY22
Top 5 private players											
SBI Life	5th	3	2	2	2	2	1	1	1	1	1
HDFC Life	1st	2	3	3	3	3	3	3	3	2	2
ICICI Prudential Life	1st	1	1	1	1	1	2	2	2	3	3
Bajaj Allianz Life	5th	5	6	6	8	8	7	6	6	6	6
Max Life	1st	4	4	4	4	4	4	4	4	4	4
PSU Parentage players											
Canara HSBC OBC Life	18th	12	14	13	12	12	10	10	10	10	10
IndiaFirst Life	22nd	16	18	19	17	15	13	12	12	12	11
PNB Metlife	5th	8	8	8	6	7	8	9	9	9	9
Star Union Dai-ichi Life	18th	14	11	11	14	13	14	15	15	13	12
Ageas Federal Life	16th	15	15	16	16	14	15	17	19	19	18

Note: The order of entry in the life insurance market is calculated basis the year of commencement of operations; the order for few players is the same since they entered in the same Fiscal. For premium and market share details, please refer Annexure VIII
Source: IRDAI Monthly Business Figures, CRISIL Research

Even in terms of Individual NBP, IndiaFirst managed to move up by 5 positions in the last 10 years. Canara HSBC OBC life demonstrated the second best performance in terms of ranking with movement of three positions from rank 13 in Fiscal 2013 to rank 10 in Fiscal 2022.

Ranking of players in the set basis Individual New Business Premium from Fiscal 2013 to Fiscal 2022

Basis Individual NBP	Order of player's entry in the market	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21	FY22
Top 5 private players											
SBI Life	5th	3	2	2	2	2	1	1	1	1	1
HDFC Life	1st	2	3	3	3	3	3	3	2	2	2
ICICI Prudential Life	1st	1	1	1	1	1	2	2	3	3	3
Bajaj Allianz Life	5th	5	6	6	8	6	6	7	7	7	6
Max Life	1st	4	4	4	4	4	4	4	4	4	4
PSU Parentage players											
Canara HSBC OBC Life	18th	13	15	15	12	14	10	10	10	10	10
IndiaFirst Life	22nd	16	18	19	17	16	15	13	12	12	11
PNB Metlife	5th	8	9	9	6	8	8	9	9	9	9
Star Union Dai-ichi Life	18th	11	11	11	14	12	14	16	14	13	12
Ageas Federal Life	16th	15	13	13	13	13	12	14	17	17	16

Note: The order of entry in the life insurance market is calculated basis the year of commencement of operations; the order for few players is the same since they entered in the same Fiscal. For premium and market share details, please refer Annexure VI
Source: IRDAI Monthly Business Figures, CRISIL Research

IndiaFirst Life enjoyed the highest NBP, total premium and new business individual rated premium by the end of 13th year of operation amongst players with PSU parentage in the set

IndiaFirst Life recorded NBP of approximately ₹ 26 billion by the end of 13th year of operation which was the highest amongst players in the PSU parentage set. Even on total premium and new business individual rated premium basis, IndiaFirst Life was the largest player with approximately ₹ 52 billion and approximately ₹ 13 billion respectively by the end of 13th year of operation amongst PSU parentage peers in the set. During 8th to 13th year of operation, IndiaFirst Life recorded the highest growth of 27.3% CAGR on new business IRP basis amongst all the players in the set.

13th -year performance and growth during various phases of operation

Basis new business individual rated premium	New Business IRP in 13th Year (INR billion)	CAGR during Year 8- Year 13	CAGR during Year 13- Year 18	CAGR during Year 13- FY22
Top 5 private players				
SBI Life	28.1	-0.6%	26.1%	20.9%
HDFC Life	31.3	7.2%	8.7%	11.2%
ICICI Prudential Life	33.1	-13.1%	17.6%	7.4%
Bajaj Allianz Life	10.0	-23.3%	11.7%	17.7%
Max Life	15.1	2.9%	16.3%	15.3%
PSU Parentage players				
Canara HSBC OBC Life	10.4	18.8%	NA	31.6%
IndiaFirst Life	13.5	27.3%	NA	NA
PNB Metlife	5.8	-11.6%	18.9%	14.9%
Star Union Dai-ichi Life	6.9	13.5%	NA	47.8%
Ageas Federal Life	2.8	2.2%	NA	18.3%

Note: Year 13 – Year 18 and Year 13 to Fiscal 2022 growth not provided for any player in PSU parentage set (except PNB MetLife) as no player has completed more than 18 years of operation
Source: IRDAI Monthly Business Figures, CRISIL Research

Basis new business premium	NBP in 13th Year (INR billion)	CAGR during Year 8- Year 13	CAGR during Year 13- Year 18	CAGR during Year 13- FY22
Top 5 private players				
SBI Life	50.7	-1.2%	22.2%	22.4%
HDFC Life	44.4	10.6%	20.7%	20.8%
ICICI Prudential Life	48.1	-9.8%	13.9%	13.5%
Bajaj Allianz Life	25.9	-10.4%	13.7%	17.1%
Max Life	19.0	3.5%	18.0%	17.2%
PSU Parentage players				
Canara HSBC OBC Life	23.0	21.8%	NA	NA
IndiaFirst Life	26.4	9.6%	NA	NA
PNB Metlife	6.8	-10.0%	20.0%	17.6%
Star Union Dai-ichi Life	11.6	15.8%	NA	NA
Ageas Federal Life	5.6	3.0%	NA	NA

Note: Year 13 – Year 18 and Year 13 to Fiscal 2022 growth not provided for any player in PSU parentage set (except PNB MetLife) as no player has completed more than 18 years of operation
Source: IRDAI Monthly Business Figures, CRISIL Research

Basis total premium	Total premium in 13th Year (INR billion)	CAGR during Year 8 -Year 13	CAGR during Year 13 -Year 18	CAGR during Year 13 -FY22
Top 5 private players				
SBI Life	107.4	8.3%	25.2%	23.7%
HDFC Life	113.2	18.4%	15.8%	16.8%
ICICI Prudential Life	135.4	0.0%	14.9%	12.0%
Bajaj Allianz Life	58.4	-11.3%	8.7%	13.5%
Max Life	66.4	19.6%	13.5%	14.5%
PSU Parentage players				
Canara HSBC OBC Life	51.2	20.0%	NA	NA
IndiaFirst Life	51.9	18.0%	NA	NA
PNB MetLife	22.4	2.3%	16.3%	16.0%
Star Union Dai-ichi Life	30.0	18.1%	NA	NA
Ageas Federal Life	18.4	11.5%	NA	NA

Note: Year 13 – Year 18 and Year 13 to Fiscal 2022 growth not provided for any player in PSU parentage set (except PNB MetLife) as no player has completed more than 18 years of operation
Source: IRDAI Monthly Business Figures, CRISIL Research

HDFC Life and IndiaFirst Life enjoy highest 13th month persistency amongst Top 5 private players and PSU Parentage players in the set respectively

13th month Persistency of HDFC Life is the highest amongst Top 5 private players at 87.5% as of March 2022 followed by SBI Life at 85.1%. IndiaFirst Life recorded the highest 13th month persistency amongst the players with PSU parentage in the set at 81.2% followed by PNB MetLife at 79.5%. HDFC Life and IndiaFirst Life are amongst the top players within their respective peer sets in terms of 25th, 37th, 49th and 61st month persistency also. Further, as of June 2022 (end of the first quarter of Fiscal 2023), HDFC Life recorded the highest 13th month persistency at 88.0% amongst the top 5 private players in the set. Further, amongst the players with PSU parentage in the set, IndiaFirst Life recorded the highest 13th month persistency of 82.7% as of June 2022.

Q1 FY23 Persistency (Premium basis)*	13th month	25th month	37th month	49th month	61st month
Top 5 private players					
SBI Life	85.4%	78.4%	72.3%	70.3%	51.0%
HDFC Life	88.0%	79.5%	68.8%	63.8%	54.0%
ICICI Prudential Life	85.6%	77.4%	68.1%	64.5%	57.5%
Bajaj Allianz Life	82.8%	75.2%	65.7%	62.3%	49.9%
Max Life	84.0%	67.0%	61.0%	56.0%	50.0%
PSU Parentage players					
Canara HSBC OBC Life	77.2%	70.3%	66.0%	64.4%	49.2%
IndiaFirst Life	82.7%	72.3%	62.8%	57.9%	46.7%
PNB MetLife	81.4%	64.4%	55.4%	52.3%	45.4%
Star Union Dai-ichi Life	74.7%	63.8%	55.6%	50.8%	31.5%
Ageas Federal Life	80.0%	71.8%	60.1%	56.4%	42.9%

**Regular Premium/Limited Premium Payment under Individual category*
Note: The persistency ratios for the quarter ended June 30, 2022 have been calculated for the policies issued in the March to May period of the relevant years.
Source: Public disclosures of individual players, CRISIL Research

FY22 Persistency (Premium basis)*	13th month	25th month	37th month	49th month	61st month
Top 5 private players					
SBI Life	85.1%	78.2%	71.8%	69.8%	49.6%
HDFC Life	87.5%	78.8%	67.5%	63.2%	54.0%
ICICI Prudential Life	84.6%	77.3%	66.9%	63.4%	54.7%
Bajaj Allianz Life	81.7%	74.4%	64.3%	61.5%	48.4%
Max Life	84.0%	67.0%	60.0%	55.0%	49.0%
PSU Parentage players					
Canara HSBC OBC Life	74.5%	69.8%	64.7%	63.2%	47.3%
IndiaFirst Life	81.2%	70.3%	61.9%	57.5%	44.0%
PNB MetLife	79.5%	64.3%	53.9%	52.6%	44.3%
Star Union Dai-ichi Life	72.7%	63.2%	53.8%	49.6%	30.8%
Ageas Federal Life	78.9%	70.4%	59.2%	55.2%	41.8%

Regular Premium/Limited Premium Payment under Individual category
Note: The persistency ratios for Fiscal 2022 have been calculated for the policies issued in the March to February period of the relevant years.
Source: Public disclosures of individual players, CRISIL Research

FY21 Persistency (Premium basis)*	13th month	25th month	37th month	49th month	61st month
Top 5 private players					
SBI Life	85.6%	75.0%	71.7%	65.7%	49.4%
HDFC Life	84.9%	71.3%	65.2%	62.7%	48.9%
ICICI Prudential Life	84.9%	72.9%	65.8%	63.5%	48.9%
Bajaj Allianz Life	80.3%	69.6%	62.0%	53.8%	41.2%
Max Life	83.0%	66.0%	59.0%	55.0%	49.0%
PSU Parentage players					
Canara HSBC OBC Life	78.5%	67.8%	64.0%	56.2%	43.8%
IndiaFirst Life	78.5%	66.0%	60.6%	57.6%	44.5%
PNB MetLife	76.1%	60.6%	56.1%	50.8%	36.2%
Star Union Dai-ichi Life	74.0%	59.4%	51.9%	46.7%	32.1%
Ageas Federal Life	79.1%	64.8%	58.0%	50.1%	37.3%

Regular Premium/Limited Premium Payment under Individual category
Note: The persistency ratios for the quarter ended June 30, 2022 have been calculated for the policies issued in the March to May period of the relevant years.
Source: Public disclosures of individual players, CRISIL Research

Bancassurance constituting the highest share of individual business for most private insurers

Amongst the PSU parentage players, the players having highest bancassurance share (as % of individual NBP) are Star Union Dai-ichi Life and Canara HSBC OBC Life with approximately 99% and approximately 97% share respectively in Fiscal 2022 followed by IndiaFirst Life with approximately 89% share from bancassurance channel. Further, out of the 3 aforementioned players, Canara HSBC OBC Life has exclusive bancassurance tie-ups with Canara Bank and HSBC, IndiaFirst Life with Bank of Baroda whereas Star Union Dai-ichi Life does not have any exclusive banca tie-ups.

Insurance Marketing Firm (“**IMF**”), Common Service Centres (“**CSC**”) and Point of Sales (“**POS**”) are other channels with minor contribution. IndiaFirst Life is the only insurer to have acquired business from CSC channel amongst peers with ₹ 100 million individual NBP in Fiscal 2022. Max Life acquired ₹ 387 million from IMF channel, highest amongst peers followed by ICICI Prudential Life with ₹ 373 million and PNB MetLife with ₹ 264 million in Fiscal 2022.

First quarter of Fiscal 2023 Channel Mix (Individual NBP basis)

Q1 FY23 channel mix	Individual agents	Corporate agents - Banks	Corporate agents - Others	Brokers	Direct business*	Web Aggregators	Others#
Top 5 private players							
SBI Life	26.0%	64.7%	2.9%	0.0%	6.4%	0.0%	0.02%
HDFC Life	13.1%	38.8%	4.9%	4.6%	38.4%	0.1%	0.03%
ICICI Prudential Life	28.9%	42.7%	4.4%	5.6%	15.4%	0.1%	2.85%
Bajaj Allianz Life	36.9%	39.7%	2.4%	7.9%	12.9%	0.2%	0.04%
Max Life	25.5%	59.5%	1.4%	3.0%	9.9%	0.2%	0.57%
PSU Parentage players							
Canara HSBC OBC Life	0.2%	93.1%	1.3%	2.3%	2.6%	0.0%	0.44%
IndiaFirst Life	3.8%	88.4%	1.3%	2.9%	3.0%	0.0%	0.53%
PNB MetLife	7.5%	63.7%	2.7%	4.5%	19.7%	0.2%	1.68%
Star Union Dai-ichi Life	0.1%	97.9%	0.0%	0.2%	1.8%	0.0%	0.00%
Ageas Federal Life	3.6%	80.2%	0.0%	9.6%	6.5%	0.0%	0.08%

**Online included in Direct business*
#Others include Common Service Centres (CSC), Insurance Marketing Firms (IMF), Point of Sales (POS), Micro agents and Micro Finance Institute (MFI)
Source: Public disclosures of individual players, CRISIL Research

Fiscal Channel Mix (Individual NBP basis)

FY22 channel mix	Individual agents	Corporate agents - Banks	Corporate agents - Others	Brokers	Direct business*	Web Aggregators	Others#
Top 5 private players							
SBI Life	26.6%	64.9%	3.1%	0.0%	5.3%	0.0%	0.0%
HDFC Life	13.2%	44.5%	4.6%	4.5%	32.9%	0.4%	0.0%
ICICI Prudential Life	27.6%	45.2%	4.5%	3.8%	18.2%	0.3%	0.4%
Bajaj Allianz Life	36.1%	40.7%	2.1%	5.1%	13.9%	1.8%	0.2%
Max Life	23.0%	64.4%	1.6%	1.2%	8.4%	0.8%	0.5%
PSU Parentage players							
Canara HSBC OBC Life	0.2%	95.7%	0.0%	1.1%	2.1%	0.2%	0.7%
IndiaFirst Life	3.0%	88.8%	1.6%	2.2%	3.7%	0.0%	0.7%
PNB MetLife	4.6%	66.0%	1.7%	2.5%	22.7%	0.9%	1.4%
Star Union Dai-ichi Life	0.0%	99.4%	0.0%	0.0%	0.6%	0.0%	0.0%
Ageas Federal Life	5.0%	81.3%	0.0%	7.0%	6.6%	0.0%	0.1%

**Online included in Direct business*
#Others include Common Service Centres (CSC), Insurance Marketing Firms (IMF), Point of Sales (POS), Micro agents and Micro Finance Institute (MFI)
Source: Public disclosures of individual players, CRISIL Research

Fiscal 2021 Channel Mix (Individual NBP basis)

FY21 channel mix	Individual agents	Corporate agents - Banks	Corporate agents - Others	Brokers	Direct business*	Web Aggregators	Others#
Top 5 private players							
SBI Life	27.7%	65.4%	2.8%	0.0%	4.1%	0.0%	0.0%
HDFC Life	12.3%	45.8%	3.8%	4.7%	32.9%	0.5%	0.0%
ICICI Prudential Life	24.7%	46.8%	5.0%	3.4%	18.9%	0.7%	0.5%
Bajaj Allianz Life	41.6%	32.3%	2.5%	2.6%	13.7%	6.2%	1.1%
Max Life	26.2%	63.5%	1.8%	0.2%	8.3%	0.0%	0.0%
PSU Parentage players							
Canara HSBC OBC Life	0.3%	96.9%	0.1%	0.2%	2.5%	0.0%	0.0%
IndiaFirst Life	2.5%	89.9%	2.9%	0.7%	3.2%	0.0%	0.8%
PNB MetLife	4.2%	64.4%	0.9%	3.6%	25.8%	1.2%	0.0%
Star Union Dai-ichi Life	0.0%	97.9%	0.0%	0.0%	2.1%	0.0%	0.0%
Ageas Federal Life	5.9%	84.8%	0.0%	4.6%	4.8%	0.0%	0.0%

**Online included in Direct business*
#Others include Common Service Centres (CSC), Insurance Marketing Firms (IMF), Point of Sales (POS), Micro agents and Micro Finance Institute (MFI)
Source: Public disclosures of individual players, CRISIL Research

Channels under "Others" (Individual NBP basis)

Channels under "Others" basis Individual NBP (INR million)	Common Service Centres		Insurance Marketing Firms		Point of Sales		Micro Agents		Micro Finance Institutes	
	FY22	3-year CAGR ending FY22	FY22	3-year CAGR ending FY22	FY22	3-year CAGR ending FY22	FY22	3-year CAGR ending FY22	FY22	3-year CAGR ending FY22
Top 5 players										
SBI Life	-	NA	1	NA	35	NA	-	NA	-	NA
HDFC Life	-	NA	48	246%	-	NA	-	NA	-	NA
ICICI Prudential Life	-	NA	373	353%	-	NA	-	NA	-	NA
Bajaj Allianz Life	-	NA	-	NA	60	NA	-	NA	-	NA
Max Life	-	NA	387	NA	-	-100%	-	NA	-	NA
PSU Parentage players										
Canara HSBC OBC Life	-	NA	-	NA	-	NA	-	NA	-	NA
IndiaFirst Life	100	252%	-	NA	-	NA	-	NA	-	NA
PNB Metlife	-	NA	264	NA	5	NA	-	NA	-	NA
Star Union Dai-ichi Life	-	NA	-	NA	-	NA	-	NA	-	NA
Ageas Federal Life	-	NA	-	NA	5	NA	-	NA	-	NA

Source: Public disclosures of individual players, CRISIL Research

SBI Life has the largest banca network amongst top 5 private players; Canara HSBC OBC Life and IndiaFirst Life have the largest banca network amongst players with PSU parentage

All the private life insurance players have significantly leveraged the banking channel to sell life insurance products. As of March 2022, SBI Life had banca network of 38,189 branches. Further, SBI Life also had strong presence in the rural region with approximately 31% of its total banca branches in the rural region. The players with PSU parentage also have very strong presence in the rural region. Except Ageas Federal Life, all other players had more than approximately 30% of its branches in the rural region as of March 2022. Further amongst the players with PSU parentage, Canara HSBC OBC Life had the strongest branch network with 21,863 branches followed by IndiaFirst Life with 17,756 branches.

Players with exclusive bank partnerships

Insurer	No. of bank CA partnerships	No. of exclusive banca CA partnerships	Exclusive banca partner name
SBI Life	7	1	State Bank of India
HDFC Life	16	0	NA
ICICI Prudential Life	16	3	ICICI Bank
			Standard Chartered Bank
			NSDL Payments Bank
Bajaj Allianz Life	15	1	India Post Payments Bank
Max Life	2	0	NA
Canara HSBC OBC Life	4	2	Canara Bank
			HSBC
IndiaFirst Life	3	1	Bank of Baroda
PNB MetLife	6	1	The Jammu & Kashmir Bank
Star Union Dai-ichi Life	2	0	NA
Ageas Federal Life	2	1	Federal Bank

Source: IRDAI, CA List of life insurers, CRISIL Research

Share of non-linked products highest for HDFC Life amongst the top 5 private players on NBP as well as total premium basis

As per CRISIL Research, the non-linked products typically enjoy higher margins as compared to linked products. Further, within non-linked products pure protection plans enjoy higher margins within the segment. Therefore, players with higher share of non-linked products in its product portfolio are likely to enjoy higher margins compared to its peers. Amongst all the players in the peer set, HDFC Life, IndiaFirst Life and Canara HSBC OBC Life had the highest share of non-linked product (on NBP basis) amongst the peer set with 86.5%, 86.0% and 85.4% share respectively in Fiscal 2021. Further, amongst the players with PSU parentage, IndiaFirst Life had the highest share of non-linked products in its portfolio basis NBP as of Fiscal 2021.

The rising awareness of protection, annuity, and other non-participatory savings products is evident from the share of non-participatory within non-linked segment. Majority of players in the peer set have more than 80% share of non-participatory within non-linked. Star Union Dai-ichi and SBI Life had the highest share with 96.8% and 92.0% respectively in Fiscal 2021. In terms of total premium, similar trend is seen where share of non-linked is increasing consistently from Fiscal 2020 to Fiscal 2022 for all players in the set except Ageas Federal Life.

Product Mix (Linked and Non-Linked) – Basis NBP

Product mix (basis NBP)	Linked			Non-linked		
	FY20	FY21	FY22	FY20	FY21	FY22
Top 5 private players						
SBI Life	48.7%	41.6%	44.6%	51.3%	58.4%	55.4%
HDFC Life	16.1%	13.5%	14.4%	83.9%	86.5%	85.6%
ICICI Prudential Life	55.2%	43.1%	34.4%	44.8%	56.9%	65.6%
Bajaj Allianz Life	30.1%	23.5%	20.7%	69.9%	76.5%	79.3%
Max Life	29.7%	28.4%	NA	70.3%	71.6%	NA
PSU parentage						
Canara HSBC OBC Life	26.7%	14.6%	20.4%	73.3%	85.4%	79.6%
IndiaFirst Life	16.4%	14.0%	16.3%	83.6%	86.0%	83.7%
PNB MetLife	25.5%	20.2%	NA	74.5%	79.8%	NA
Star Union Dai-ichi Life	16.2%	15.6%	NA	83.8%	84.4%	NA
Ageas Federal Life	36.5%	50.5%	47.6%	63.5%	49.5%	52.4%

Note: Product mix data for Max Life, IndiaFirst Life, PNB MetLife and Star Union Dai-ichi Life is not available for Fiscal 2022
Source: Public disclosures of individual players, CRISIL Research

ICICI Prudential Life enjoyed the highest VNB margin amongst the top 5 private players in Fiscal 2022

ICICI Prudential Life recorded VNB margin of 28.0% in Fiscal 2022 which was the highest amongst top 5 private players in the peer set, followed by HDFC Life and Max Life with VNB margin of 27.4% during the same period.

Value of new business ("VNB") and new business margin ("NBM")

Insurer	Value of new business (INR billion)			New business margin		
	FY20	FY21	FY22	FY20	FY21	FY22
Top 5 private players						
SBI Life	20.1	23.3	37.0	18.7%	20.4%	25.9%
HDFC Life	19.2	21.9	26.8	25.9%	26.1%	27.4%
ICICI Prudential Life	16.1	16.2	21.6	21.7%	25.1%	28.0%
Bajaj Allianz Life	2.3	3.6	6.2	10.0%	12.3%	14.2%
Max Life	9.0	12.5	15.3	22.0%	25.2%	27.4%
PSU Parentage players						
Canara HSBC OBC Life	NA	NA	NA	NA	NA	NA
IndiaFirst Life	NA	NA	3.6	NA	NA	NA
PNB MetLife	2.6	3.5	NA	18.0%	21.7%	NA
Star Union Dai-ichi Life	NA	NA	NA	NA	NA	NA
Ageas Federal Life	NA	NA	NA	24.5%	20.6%	22.4%

Source: Public disclosures of individual players, Annual reports of individual players, CRISIL Research

SBI Life recorded the most efficient operational metrics

Cost to new business IRP

SBI Life recorded the lowest commission ratio of 16.8% (as a percentage of new business IRP) in Fiscal 2022 amongst the top 5 private players, thereby leading to significantly lower total cost to total premium ratio (39.9%) as compared to peers. The high % of business through bancassurance ("**banca**") channel (64.9% in Fiscal 2022) substantially aids operational efficiency for the company. Similarly, players with PSU parentage also benefit from high share of NBP from banca channel thereby aiding commission costs. The commission ratio for IndiaFirst Life (18.9%) in Fiscal 2022 was lowest in the peer set. Total cost as % of new business IRP was the lowest for Star Union Dai-ichi Life (69.9%) and IndiaFirst Life (71.2%) during the same period.

Commission as % of new business IRP

Insurer	FY20	FY21	FY22	Q1 FY23
Top 5 players				
SBI Life	16.6%	17.4%	16.8%	20.4%
HDFC Life	25.0%	24.4%	23.8%	23.5%
ICICI Prudential Life	23.9%	27.5%	26.6%	27.8%
Bajaj Allianz Life	21.7%	23.5%	22.6%	22.1%
Max Life	25.1%	25.2%	25.8%	26.3%
Top 5 private	**21.7%**	**22.6%**	**22.0%**	**23.2%**
PSU Parentage players				
Canara HSBC OBC Life	23.0%	28.1%	26.1%	24.9%
India First Life	17.7%	19.2%	18.9%	17.3%
PNB Metlife	21.9%	23.4%	23.1%	25.8%
Star Union Dai-ichi Life	28.2%	26.4%	23.3%	22.0%
Ageas Federal Life	27.0%	23.1%	20.8%	20.2%
PSU Parentage	**22.5%**	**24.1%**	**22.7%**	**22.3%**

SBI Life recorded the highest profit amongst all the players in the set in each Fiscal during the 3-year period ending Fiscal 2022

SBI Life recorded profit after tax of approximately ₹ 15 billion in Fiscal 2022 which was the highest amongst all the players in the set followed by HDFC Life with PAT of approximately ₹ 12 billion during the same period. Further, even in Fiscal 2020 and Fiscal 2021, SBI Life was the leader in terms of overall profitability.

Net profit (INR billion)	FY20	FY21	FY22
Top 5 private players			
SBI Life	14.2	14.6	15.1
HDFC Life	13.0	13.6	12.1
ICICI Prudential Life	10.7	9.6	7.6
Bajaj Allianz Life	4.5	5.8	3.2
Max Life	5.4	5.2	3.9
PSU Parentage players			
Canara HSBC OBC Life	1.1	1.0	0.1
IndiaFirst Life	(1.0)	0.3	(2.8)
PNB MetLife	0.9	1.0	(0.7)
Star Union Dai-ichi Life	0.6	1.9	0.2
Ageas Federal Life	1.5	1.2	0.9

Source: IRDAI Handbook of Statistics, Public disclosures of individual players, CRISIL Research

Performance of private players basis Profit after tax in the first 13 years of their operations

		PAT (INR Billion)												
Private insurer	First year (Fiscal)	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10	Year 11	Year 12	Year 13
Aditya Birla Sunlife	2001	(0.1)	(0.4)	(0.6)	(0.8)	(0.6)	(0.6)	(1.4)	(4.5)	(7.0)	(4.4)	3.1	4.6	5.4
HDFC Life	2001	(0.0)	(0.3)	(0.5)	(0.2)	(0.9)	(1.3)	(1.3)	(2.4)	(5.0)	(2.8)	(1.0)	2.7	4.5
ICICI Prudential Life	2001	0.0	(1.1)	(1.5)	(2.2)	(2.1)	(1.9)	(6.5)	(14.0)	(7.8)	2.6	8.1	13.8	15.0
Max Life	2001	(0.2)	0.1	0.0	(2.3)	(1.0)	(0.6)	(0.6)	(1.6)	(3.9)	(0.2)	1.9	4.6	4.2
Bajaj Allianz Life	2002	(0.2)	(0.3)	(0.3)	(0.4)	(1.0)	(0.7)	(2.1)	(0.7)	5.4	10.6	13.1	12.9	10.2
Exide Life	2002	(0.3)	(0.4)	(0.6)	(0.9)	(1.2)	(1.8)	(1.9)	(1.9)	(1.4)	(0.7)	(0.3)	0.2	0.5
Kotak Mahindra Life	2002	0	0	(0.9)	(0.2)	(0.4)	(1.1)	(0.7)	0.1	0.7	1.0	2.0	1.9	2.4
PNB Metlife India	2002	(0.0)	0.1	(0.1)	(0.5)	(0.8)	(0.1)	0.2	0.1	0.3	0.3	0.3	0.5	0.5
Reliance Nippon Life	2002	0.0	0.1	(0.8)	(0.5)	(1.0)	(3.2)	(7.7)	(10.8)	(2.8)	(1.3)	3.7	3.8	3.6
SBI Life	2002	(0.0)	(0.1)	(0.2)	(0.1)	0.0	0.0	0.3	(0.3)	2.8	3.7	5.6	6.2	7.4
TATA AIA Life	2002	(0.3)	(0.4)	(0.6)	(0.5)	(0.5)	(0.7)	(3.4)	(5.7)	(4.0)	0.5	2.6	3.3	4.1
Aviva Life	2003	NA	NA	(0.9)	(1.4)	(1.3)	(2.0)	(5.0)	(3.4)	0.3	0.7	0.3	0.5	0.5
Sahara India Life	2005	(0.1)	(0.1)	(0.0)	0.0	(0.2)	0.4	0.3	0.3	0.3	0.2	0.2	0.1	0.0
Shriram Life	2006	0.0	0.1	0.1	0.1	(0.2)	0.2	0.6	0.8	0.9	0.8	0.2	0.2	0.9
Bharti AXA Life	2007	(0.8)	(2.4)	(4.2)	(4.8)	(3.4)	(1.9)	(1.2)	(1.6)	(1.2)	(1.1)	(1.2)	(0.7)	(0.4)
Ageas Federal Life	2008	(0.3)	(1.1)	(1.0)	(1.2)	(0.7)	0.1	0.8	1.5	0.2	0.5	1.0	1.3	1.5
Future Generali India Life	2008	(0.3)	(2.6)	(3.6)	(3.2)	(1.3)	(0.7)	(0.4)	0.0	(0.4)	(0.9)	(1.4)	(2.0)	(1.6)
Aegon Life	2009	0.0	0.0	(0.2)	(0.6)	(0.2)	(0.2)	(0.5)	(1.0)	(0.6)	(1.1)	(0.8)	(0.8)	(0.9)
Canara HSBC OBC Life	2009	(2.0)	(2.5)	(1.9)	(0.9)	0.2	0.7	1.0	1.3	1.1	1.7	1.7	1.1	0.9
Pramerica Life	2009	(0.4)	(0.9)	(1.1)	(1.3)	(1.3)	0.0	0.4	0.5	0.6	1.1	0.9	(1.3)	0.9
Star Union Dai-ichi Life	2009	(0.2)	(0.2)	(0.3)	(0.3)	(0.2)	(0.5)	0.1	0.2	0.5	0.8	1.0	0.6	0.7
IndiaFirst Life	2010	(0.4)	(0.6)	(0.7)	(0.4)	(0.3)	0.1	0.1	0.4	0.5	0.6	(1.0)	0.3	(2.8)
Edelweiss Tokio Life	2012	(0.2)	(0.6)	(0.7)	(0.7)	(1.5)	(2.2)	(2.3)	(2.7)	(2.9)	(2.4)	(2.3)	NA	NA

Source: Public disclosures of individual players, CRISIL Research

SBI Life generated highest return on equity in Fiscal 2022; Max Life had the highest dividend payout ratio during the period

SBI Life recorded ROE of 13.7% in Fiscal 2022, the highest amongst the top 5 private players in the set. Further in Fiscal 2021, Max Life enjoyed highest ROE amongst peers with 18.7%. Amongst the players with PSU parentage, Ageas Federal Life generated the highest ROE in Fiscal 2022, whereas in Fiscal 2021 it was Star Union Dai-ichi. Max Life recorded the highest dividend payout ratio of 45.7% in Fiscal 2022 amongst the top 5 private players followed by Bajaj Allianz Life with 42.3%. Amongst the players with PSU parentage in the set, Ageas Federal Life recorded the highest dividend payout ratio of 110.2% in Fiscal 2022.

Return on equity %	FY20	FY21	FY22
Top 5 private players			
SBI Life	17.4%	15.2%	13.7%
HDFC Life	20.8%	17.6%	10.0%
ICICI Prudential Life	15.0%	11.8%	8.3%
Bajaj Allianz Life	4.6%	5.7%	3.0%
Max Life	20.2%	18.7%	12.5%
PSU Parentage			
Canara HSBC OBC Life	9.3%	7.7%	0.8%
IndiaFirst Life	-11.6%	3.2%	-29.8%
PNB MetLife	4.6%	5.0%	-3.5%
Star Union Dai-ichi Life	9.4%	28.1%	3.1%
Ageas Federal Life	16.2%	12.3%	9.1%

ROE for a Fiscal (n) calculated as profit after tax for the Fiscal (n) divided by average equity of Fiscal (n) and the previous Fiscal (n-1)
Source: IRDAI Handbook of Statistics, Public disclosures of individual players, CRISIL Research

Assets under management ("AUM") mix and Investment yield mix

Insurer	FY22 Assets Under Management mix				FY22 Net investment yield		
	Life Fund	Pension & General Annuity and Group Business	Unit Linked Funds	Total AUM (INR billion)	Life Fund	Pension & General Annuity and Group Business	Unit Linked Funds
Top 5 private players							
SBI Life	27%	19%	54%	**2,648**	8.8%	8.4%	11.4%
HDFC Life	39%	22%	39%	**2,042**	9.4%	7.8%	13.8%
ICICI Prudential Life	32%	5%	63%	**2,390**	8.2%	7.1%	13.2%
Bajaj Allianz Life	46%	15%	39%	**859**	6.5%	7.0%	14.7%
Max Life	66%	3%	31%	**1,075**	8.6%	6.2%	10.4%
PSU Parentage players							
Canara HSBC OBC Life	35%	16%	49%	**263**	7.6%	7.1%	14.0%
IndiaFirst Life	29%	33%	38%	**188**	7.0%	8.0%	13.6%
PNB MetLife	72%	5%	24%	**344**	8.2%	7.7%	16.4%
Star Union Dai-ichi Life	58%	24%	19%	**145**	8.8%	8.2%	12.4%
Ageas Federal Life	64%	5%	31%	**135**	NA	NA	NA

Source: Public disclosures of individual players, CRISIL Research

ICICI Prudential has the strongest individual agency network followed by SBI Life

As of March 2022, ICICI Prudential Life had 198,924 individual agents which is the highest amongst all the players in the peer set. SBI Life has the second strongest agency network with 146,057 agents. Further, SBI Life also recorded the highest agent productivity in Fiscal 2022 at approximately ₹ 278,000.

Productivity basis premium

Insurer	Individual agents*	Agent productivity (INR)-FY22	Corporate Agent – Bank branch productivity (INR Million) – FY22
Top 5 private players			
SBI Life	158,077	277,924	2.80
HDFC Life	113,727	135,279	2.63
ICICI Prudential Life	193,242	132,768	3.17
Bajaj Allianz Life	92,121	155,139	0.99
Max Life	58,180	280,387	7.55
PSU Parentage players			
Canara HSBC OBC Life	202	211,414	0.76
IndiaFirst Life	1,908	227,300	0.71
PNB Metlife	11,352	76,994	0.88
Star Union Dai-ichi Life	212	9,533	0.79
Ageas Federal Life	12,348	26,132	1.52

** Count of individual agents is the average figure of Fiscal 2021 and 2022*
Note: Count of bank branches considered to calculate bank branch productivity in Fiscal 2021 and 2022 is the count as of August 2021 and May 2022 respectively; only scheduled commercial banks considered
Agent productivity calculated as NBP for individual policies through individual agents on a standalone basis divided by the average number of individual agents in the company during the relevant period

Corporate Agent – Bank branch productivity calculated as individual new business policies from Corporate Agents – Bank channel divided by total no. of branches of the Scheduled Commercial Banks tied up with the insurer.
Source: Public disclosures of individual players, Life Insurance Council, CRISIL Research

Productivity basis number of policies ("NOP")

Insurer	Individual agents*	Agent productivity (NOP)-FY22	Corporate Agent – Bank branch productivity (NOP) – FY22
Top 5 private players			
SBI Life	158,077	4	29
HDFC Life	113,727	1	22
ICICI Prudential Life	193,242	1	22
Bajaj Allianz Life	92,121	2	12
Max Life	58,180	2	53
PSU Parentage players			
Canara HSBC OBC Life	202	3	7
IndiaFirst Life	1,908	4	12
PNB Metlife	11,352	1	12
Star Union Dai-ichi Life	212	0	9
Ageas Federal Life	12,348	0	10

**Count of individual agents is the average figure of Fiscal 2021 and 2022*
Note: Count of bank branches considered to calculate bank branch productivity in Fiscal 2021 and 2022 is the count as of August 2021 and May 2022 respectively; only scheduled commercial banks considered
Agent productivity calculated as NBP for individual policies through individual agents on a standalone basis divided by the average number of individual agents in the company during the relevant period
Corporate Agent – Bank branch productivity calculated as individual new business policies from Corporate Agents – Bank channel divided by total no. of branches of the Scheduled Commercial Banks tied up with the insurer.
Source: Public disclosures of individual players, Life Insurance Council, CRISIL Research

All players in the set except for SBI Life, ICICI Prudential Life and Ageas Federal Life reported overall (Individual and Group) claims settlement ratio of above 98% in Fiscal 2022

In Fiscal 2022, Bajaj Allianz Life recorded a claims settlement ratio of 99.7% which was the highest amongst all the peers in the set. Amongst the top 5 private players, Max Life recorded the second highest claims settlement ratio of 99.4%. Claim settlement ratio of IndiaFirst Life and Canara HSBC OBC Life has shown a consistent positive year-on-year growth during Fiscal 2020, 2021 and 2022 amongst all the peers in the set.

Claim settlement ratio % (Individual + Group)	FY20	FY21	FY22
Top 5 private players			
SBI Life	97.0%	96.4%	97.2%
HDFC Life	99.4%	99.4%	99.6%
ICICI Prudential Life	95.4%	97.9%	97.7%
Bajaj Allianz Life	99.7%	99.7%	99.7%
Max Life	99.3%	99.3%	99.4%
PSU Parentage players			
Canara HSBC OBC Life	98.5%	98.9%	99.0%
IndiaFirst Life	98.6%	98.7%	98.8%
PNB MetLife	99.7%	99.3%	99.0%
Star Union Dai-ichi Life	92.4%	91.2%	98.1%
Ageas Federal Life	95.9%	93.9%	95.9%

Claims repudiation ratio

Claim repudiation ratio % (FY22)	Individual	Group	Individual + Group
Top 5 private players			
SBI Life	2.8%	0.6%	1.5%
HDFC Life	0.5%	0.2%	0.2%
ICICI Prudential Life	1.8%	0.1%	0.2%
Bajaj Allianz Life	0.9%	0.1%	0.2%
Max Life	0.7%	0.6%	0.6%
PSU Parentage players			
Canara HSBC OBC Life	1.3%	0.8%	0.9%
IndiaFirst Life	2.9%	0.8%	1.1%
PNB MetLife	2.6%	0.5%	1.0%
Star Union Dai-ichi Life	2.5%	0.4%	0.6%
Ageas Federal Life	2.1%	9.1%	3.2%

Source: Public disclosures of individual players, CRISIL Research

Solvency ratio	FY18	FY19	FY20	FY21	FY22
Top 5 private players					
SBI Life	2.1	2.1	2.0	2.2	2.1
HDFC Life	1.9	1.9	1.8	2.0	1.8
ICICI Prudential Life	2.5	2.1	1.9	2.2	2.0
Bajaj Allianz Life	5.9	8.0	7.5	6.7	5.8
Max Life	2.8	2.4	2.1	2.0	2.0
PSU Parentage players					
Canara HSBC OBC Life	3.8	3.9	3.7	3.3	2.8
IndiaFirst Life	2.1	1.7	1.7	1.8	1.7
PNB MetLife	2.1	2.0	1.9	1.9	2.1
Star Union Dai-ichi Life	2.8	2.5	2.4	2.1	2.0
Ageas Federal Life	3.7	3.3	3.0	3.4	3.1

Note: Solvency ratio is defined as excess assets over its liabilities. Minimum solvency ratio set by regulator is 1.5 times
Source: Company public disclosures, CRISIL Research

Reinsurance ceded as % of total premium

Insurer	FY18	FY19	FY20	FY21	FY22
Top 5 private players					
SBI Life	0.8%	0.3%	0.8%	1.0%	0.6%
HDFC Life	0.8%	0.9%	1.5%	1.2%	1.2%
ICICI Prudential Life	1.0%	1.1%	1.7%	2.1%	3.0%
Bajaj Allianz Life	0.8%	0.6%	0.8%	0.8%	1.3%
Max Life	1.0%	1.1%	1.3%	1.5%	1.9%
PSU Parentage players					
Canara HSBC OBC Life	1.0%	1.2%	1.4%	1.8%	1.1%
IndiaFirst Life	2.2%	1.7%	3.4%	3.8%	3.9%
PNB Metlife	2.4%	2.5%	2.9%	3.6%	5.3%
Star Union Dai-ichi Life	2.0%	1.9%	2.5%	3.7%	5.3%
Ageas Federal Life	0.6%	0.7%	0.9%	0.9%	1.0%

Annexure II

List of private life insurers participating in PMJJBY as of 31st May 2022

S. no.	Name of insurer
1	Bharti AXA Life Insurance Co. Ltd.
2	Bajaj Allianz Life Insurance Co. Ltd.
3	Canara HSBC Oriental Bank of Commerce Life Insurance Co. Ltd.
4	Exide Life Insurance Co. Ltd.
5	HDFC Life Insurance Co. Ltd.
6	ICICI Prudential Life Insurance Co. Ltd.
7	Max Life Insurance Co. Ltd.
8	PNB MetLife India Insurance Co. Ltd.
9	SBI Life Insurance Co. Ltd.
10	Star Union Dai-ichi Life Insurance Co. Ltd.
11	TATA AIA Life Insurance Co. Ltd.
12	IndiaFirst Life Insurance Co. Ltd.
13	Life Insurance Corporation of India

OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section entitled "Forward-Looking Statements" on page 26 for a discussion of the risks and uncertainties related to those statements and also the sections entitled "Risk Factors", "Industry Overview", "Restated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 28, 125, 257 and 337, respectively, as well as financial and other information contained in this Draft Red Herring Prospectus as a whole, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Unless otherwise indicated, the financial information included herein is based on our Restated Financial Statements included in this Draft Red Herring Prospectus. For further information, see "Restated Financial Information" on page 257. Unless the context otherwise requires, in this section, references to "the Company", "our Company", "we", "us" and "our", are to IndiaFirst Life Insurance Company Limited.

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Analysis of Life Insurance Industry in India" dated October 20, 2022 (the "**CRISIL Report**") prepared and issued by CRISIL Limited, appointed by us on September 14, 2022 and exclusively commissioned and paid for by us in connection with the Offer. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For more information, see "Risk Factors – 51. Industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by CRISIL Limited exclusively commissioned and paid for by us for such purpose." on page 62. Also see, "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" on page 24.*

Overview

We were one of the fastest growing private life insurers in India in terms of New Business IRP in Fiscal 2022. (*Source: CRISIL Report*) We also recorded the highest growth in terms of New Business IRP amongst life insurers with PSU bank parentage, with a CAGR of 27.3%, for the five-year period ending Fiscal 2022. (*Source: CRISIL Report*) In the same period, the Indian private life insurance industry grew at a CAGR of 13.9% (*Source: CRISIL Report*). We reported a healthy Value of New Business ("**VNB**") Margin of 23.10%, in Fiscal 2022. We have achieved this growth on the back of a balanced product portfolio that has an increased focus on non-participating products, supported expansive bancassurance networks through one of our Promoters, Bank of Baroda ("**BOB**"), the third largest public sector bank in India as well as through our bancassurance relationship with Union Bank of India ("**UBI**"), the fifth largest public sector bank in India, each in terms of total assets as of March 31, 2022. (*Source: CRISIL Report*) We have also been aided by our improving persistency, fast growth of our emerging channels, as well as our digital first approach. Our long-standing commitment to customer centric operations has resulted in high Persistency Ratios in the three preceding years, reflected in the increase in our Embedded Value that has grown at a CAGR of 10.94% from Fiscal 2021 to Fiscal 2022, from ₹ 16,812.00 million in Fiscal 2021 to ₹ 18,651.00 million in Fiscal 2022, based on the Embedded Value Report issued by the Independent Actuary.

Commencing operations in 2009, we achieved profitability in the sixth year of operations, and were the third fastest private life insurer in India to achieve profitability for three consecutive years. (*Source: CRISIL Report*)

The table below sets forth certain key financial and operating parameters for the periods indicated:

Particulars	As at and for the year ended March 31,			As at and for the three months ended June 30, 2022
	2020	2021	2022	
New Business IRP (₹ in million)	8,499.36	8,940.65	13,450.72	2,958.42
Number of retail policies sold	187,896	197,564	265,471	58,610
Number of new group policies sold	168	201	290	49
Individual New Business Premium (₹ in million)	8,677.45	9,242.14	14,287.24	3,072.91
Group GWP (₹ in million)	9,990.43	11,264.73	13,375.96	1,938.37
Total GWP (₹ in million)	33,604.36	40,555.02	51,865.64	9,079.68
New Business Premium(1) (₹ in million)	18,667.88	20,505.70	27,662.12	5,010.47
VNB (₹ in million)	-	1,105.00*	3,565.00	-
VNB Margin (%)	-	10.50%*	23.10%	-
Persistency Ratio – 13th month (%)	75.76%	78.49%	81.16%	82.73%

Particulars	As at and for the year ended March 31,			As at and for the three months ended June 30, 2022
	2020	2021	2022	
AUM (₹ in million)	147,228.76	171,089.96	189,318.10	186,376.43
Renewal Premium (₹ in million)	14,936.48	20,049.32	24,203.52	4,069.21
Solvency Ratio (%)	172.25%	181.26%	165.06%	166.04%
Embedded Value (₹ in million)	-	16,812.00	18,651.00	-

** Note: Methodology and assumptions used to compute Fiscal 2021 VNB are consistent with APS10 principles. The assumptions and methodology underlying the determination of VNB for Fiscal 2021 have been determined following consistent principles as used for the determination of Embedded Value as at March 31, 2021 as set out in the Embedded Value Report. It should be noted that (i) reference rates are based on market information over Fiscal 2021. Economic assumptions are reset quarterly assuming that the reference rates at point of sale are equal to the central government bond yield curve available from CCIL, as at the beginning of the corresponding quarter; and (ii) expense assumptions have been determined using the expense data for the period of Fiscal 2021. Additionally, Willis Towers Watson Actuarial Advisory LLP has reviewed the walkthrough produced by our Company explaining the increase in VNB margin from 10.5% for March 31, 2021 to 23.1% for March 31, 2022 in the EV Report. Around 6.7% increase is attributable to operating efficiencies; parameters: improved business mix (3.7%) and higher expense efficiencies (3.0%). The remaining 5.9% can be attributed to economic assumptions change (4.2%) and price revision of PMJJBY scheme effective June 1, 2022 (1.7%) which was known at the time of producing VNB margin for March 31, 2022. For further information, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators – Value of New Business" on page 345.*
(1) As per our Restated Financial Information.

We derive a significant advantage from our bancassurance relationships with one of our Promoters, BOB (our largest shareholder), which is the third largest public sector bank in India in terms of total assets as of March 31, 2022. (*Source: CRISIL Report*) We also benefit from our bancassurance relationship with UBI, which is the fifth largest public sector bank in India in terms of total assets as of March 31, 2022. (*Source: CRISIL Report*) Bancassurance contributed 91.57%, 91.76%, 91.34% and 90.48% of our New Business IRP in Fiscal 2020, 2021 and 2022, and the three months ended June 30, 2022, respectively. We have an exclusive bancassurance arrangement with BOB, and a non-exclusive bancassurance arrangement with UBI. As of March 31, 2022, after rationalization of branches following its amalgamation, BOB had 8,425 branches with more than 140 million customers as of February 28, 2022, while UBI had 9,162 branches with over 120 million customers as of March 31, 2022. (*Source: CRISIL Report*) We also have access to the branch network of eight regional rural banks associated with BOB and UBI, with more than 5,132 branches across India as of March 31, 2022. As of March 31, 2022, we sourced 12 policies per bancassurance branch and our premium per bancassurance branch was ₹ 0.71 million, (*Source: CRISIL Report*) reflecting significant opportunity to grow our business through our bancassurance channels. We benefit from the expansive pan-India operations of our bancassurance partners, as well as their wide customer base, well-regulated operations, industry knowledge and brand equity built over several decades.

We have also increased distribution through our emerging channels. New Business IRP through our emerging channels increased at a CAGR of 27.51% from ₹ 716.66 million in Fiscal 2020 to ₹ 1,165.21 million in Fiscal 2022. As part of our emerging channels, we have developed a robust agent network focused on high-performing agents. As of June 30, 2022, we had 21 corporate agents and 1,634 individual agents. In addition, we support financial inclusion initiatives in India through Common Service Centres ("**CSC**") and microfinance institutions ("**MFI**"). We have also entered into distribution arrangements with various established brokers, fintech companies and other start-ups, including Bluechip Insurance Broking Private Limited, Policybazaar Insurance Brokers Private Limited, Integrated Insurance Broking Services Private Limited, Muthoot Insurance Brokers Private Limited and Bajaj Capital Insurance Broking Limited.

We have developed a comprehensive product portfolio addressing customer needs through various life stages and ranging across various individual and group product segments. As of June 30, 2022, our retail product portfolio includes nine participating products, six non-participating protection products, 11 non-participating savings products and four unit-linked products, along with two riders. The contribution of non-participating products increased from 15.52% of our New Business IRP in Fiscal 2020 to 49.55% in Fiscal 2022, and stood at 52.62% in the three months ended June 30, 2022. We have also introduced a range of products for groups and corporates to meet their requirements. As of June 30, 2022, we had introduced 17 group products, including group term life products, group credit life products and riders. We also offer corporate funds products as part of our group product portfolio. In addition, we offer policies under the Pradhan Mantri Jeevan Jyoti Bima Yojana ("**PMJJBY**") scheme.

Further, within non-participating products, protection products involve higher margins than savings products, and contribution of non-participating protection products increased from 0.31% of our New Business IRP in Fiscal 2020 to 4.31% in Fiscal 2022. Through factors such as optimizing the product suite that we distribute, we have been able to improve our VNB Margin from 10.50% in Fiscal 2021 to 23.10% in Fiscal 2022.

We have made significant technology investments to strengthen our sourcing channels, lead generation and operating processes, as well as continuously improve our customer experience through the customer life journey, from customer acquisition to processing of claims. We are led by a qualified, professional and highly experienced management team, supported by marquee investors, allowing us to leverage expertise across diverse sectors, which we believe enables us to capitalize on future growth opportunities. Our Board, including our experienced independent directors, along with the professional guidance from our shareholders, BOB, Carmel Point Investments India Private Limited, (an affiliate of Warburg Pincus Group) and UBI, have assisted us in implementing robust corporate governance measures and rapidly expanding our business.

Our Strengths

One of the fastest growing private life insurers in India, with consistent market share gain

We were one of the fastest growing private life insurers in India in terms of New Business IRP in Fiscal 2022. (*Source: CRISIL Report*) We also recorded the highest growth in terms of New Business IRP amongst life insurers with PSU bank parentage, at a CAGR of 27.3%, for the five-year period ending Fiscal 2022. (*Source: CRISIL Report*) We have rapidly gained market share through our strategic business initiatives, from 1.4% of New Business IRP of private life insurers in India in Fiscal 2017 to 2.4% in Fiscal 2022. (*Source: CRISIL Report*) As a result we improved our position from 16^{th} amongst all life insurers in terms of New Business IRP in Fiscal 2013 to 11^{th} position in Fiscal 2022. (*Source: CRISIL Report*) We have not only achieved rapid growth but have also achieved profitability within six years of commencing operations, making us the third fastest life insurer to achieve this milestone. (*Source: CRISIL Report*)

Our business operations have grown at a higher rate than the private life insurance industry in India, with our New Business IRP increasing at a CAGR of 27.3%, in the five-year period ending Fiscal 2022, compared to a CAGR of 13.9% for private life insurers. (*Source: CRISIL Report*) In addition, we also achieved the highest year-on-year growth in Individual Sum Assured of 55.8% in India in Fiscal 2022. (*Source: CRISIL Report*) Our AUM increased at a CAGR of 13.40% from ₹ 147,228.76 million as of March 31, 2020 to ₹ 189,318.10 million as of March 31, 2022, and was ₹ 186,376.43 million as of June 30, 2022. As of March 31, 2021 and 2022, our embedded value, according to the Embedded Value Report issued by the Independent Actuary, was ₹ 16,812.00 million and ₹ 18,651.00 million, respectively.

The Indian life insurance market is the ninth largest life insurance market in the world and the fourth largest in Asia in terms of life insurance premium. (*Source: CRISIL Report*). Indicators such as insurance penetration, insurance density and protection gap indicates that the Indian life insurance market continues to be underinsured, thereby presenting a huge potential for growth. (*Source: CRISIL Report*). India's protection gap was 83% in Fiscal 2019, reflecting a gap of US$16.5 trillion, which was also the highest amongst all countries in the Asia-Pacific region. (*Source: CRISIL Report*) The New Business Premium of the Indian life insurance industry is expected to grow at a CAGR of 17% - 18% between Fiscal 2022 and Fiscal 2027 and the New Business Premium growth of private life insurers is expected to be even higher, at a CAGR of 23% - 25% in the same period. (*Source: CRISIL Report*)

As a relatively new entrant in the life insurance industry in India with significant headroom for expansion, we believe that our track record of consistent and rapid gain in market share, strategic focus on profitable growth, significant market penetration supported by expansive pan-India bancassurance channels, a high performing agent network, and significant technology investments focused on customer experience and operating efficiencies, will enable us to effectively capitalize on the significant growth opportunities in the Indian life insurance industry.

Expansive bancassurance network through two of the largest public sector banks in India, as well as rapidly growing emerging channels

We derive significant benefits from our relationship with one of our Promoters, BOB (our largest shareholder) which is the third largest public sector bank in India in terms of total assets as of March 31, 2022. (*Source: CRISIL Report*) We also leverage our bancassurance relationship with UBI, which is the fifth largest public sector bank in India in terms of total assets as of March 31, 2022. (*Source: CRISIL Report*) We have an exclusive bancassurance arrangement with BOB, and a non-exclusive arrangement with UBI. As of March 31, 2022, our association with BOB and UBI provided us access to an aggregate 260 million customers through 17,587 branches across India. (*Source: CRISIL Report*) We also have access to the branch network of eight regional rural banks associated with BOB and UBI, with more than 5,132 branches across India as of March 31, 2022. We sourced 12 policies per bancassurance branch in Fiscal 2022 (*Source: CRISIL Report*), indicating the headroom available for us to leverage our bancassurance branches. Our bancassurance network provides us with a strong presence across metropolitan cities, tier I, tier II and tier III cities and towns as well as rural and underpenetrated areas across India. We believe we benefit from lower customer acquisition costs in our bancassurance channels, compared to other sourcing channels.

In connection with our retail business, the following table sets forth certain information relating to the contribution of our bancassurance network to our New Business IRP in the relevant periods:

Particulars	Fiscal 2020		Fiscal 2021		Fiscal 2022		CAGR of New Business IRP between Fiscal 2020 - 2022 (%)	Three months ended June 30, 2022	
	New Business IRP (₹ in million)	Percentage of total New Business IRP (%)	New Business IRP (₹ in million)	Percentage of total New Business IRP (%)	New Business IRP (₹ in million)	Percentage of total New Business IRP (%)		New Business IRP (₹ in million)	Percentage of total New Business IRP (%)
Bank of Baroda* (A)	6,251.42	73.55%	6,572.13	73.51%	9,436.13	70.15%	22.86%	2,062.79	69.73%

Particulars	Fiscal 2020		Fiscal 2021		Fiscal 2022		CAGR of New Business IRP between Fiscal 2020 - 2022 (%)	Three months ended June 30, 2022	
	New Business IRP (₹ in million)	Percentage of total New Business IRP (%)	New Business IRP (₹ in million)	Percentage of total New Business IRP (%)	New Business IRP (₹ in million)	Percentage of total New Business IRP (%)		New Business IRP (₹ in million)	Percentage of total New Business IRP (%)
Union Bank of India (B)	1,258.89	14.81%	1,296.14	14.50%	2,209.80	16.43%	32.49%	460.96	15.58%
Regional rural banks (C)	272.39	3.20%	335.97	3.76%	639.59	4.76%	53.24%	153.14	5.18%
Total bancassurance (D) = (A+B+C)	**7,782.69**	91.57%	**8,204.24**	91.76%	**12,285.51**	91.34%	25.64%	**2,676.88**	90.48%
Emerging channels (E)	716.66	8.43%	736.41	8.24%	1,165.21	8.66%	27.51%	281.54	9.52%
Total (D+E)	**8,499.36**	**100.00%**	**8,940.65**	**100.00%**	**13,450.72**	**100.00%**	**25.80%**	**2,958.42**	**100.00%**

* *Our bancassurance arrangement with Bank of Baroda is exclusive.*

In terms of our group portfolio, in Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022, bancassurance contributed to 40.02%, 30.53%, 39.26% and 46.24% of our Group New Business GWP. Our PMJJBY policies are sourced entirely through bancassurance.

We continue to leverage the expansive bancassurance channels provided by BOB and UBI. We believe that our continued focus on bancassurance as our principal distribution model, strong digital and operational integration with our bancassurance partners, as well as operating efficiencies have enabled us to rapidly grow our business. We believe that we are well positioned to further leverage the large number of customers of our bancassurance partners, in particular through our exclusive bancassurance arrangement with BOB, and our arrangement with UBI.

Further, we have successfully implemented a rapidly growing emerging channels network. This includes our highly productive agency network comprising of 1,634 individual agents as of June 30, 2022, our broker channel, our tie-ups with CSCs and MFIs and our digital and direct channels. Our agents are identified and enlisted based on historically high productivity levels in order to create an elite and premier agency model that optimises agent utility. Further, we have established a presence in branch broking through experienced and skilled brokers, insurance marketing firms and other intermediaries. The contribution of our agency network and our CSC-MFI channel to our New Business IRP grew at a CAGR of 39.07% and 261.27%, respectively, from Fiscal 2020 to Fiscal 2022. We are the only insurer to acquire business from CSC channels amongst peers with ₹ 100 million Individual NBP in Fiscal 2022. (*Source: CRISIL Report*) We complement this through our own website, the website of our bancassurance partners and our listings on online aggregators, to tap into the digitally-savvy customer base. Further, through the use of our analytics capabilities, we continue to focus on cross-selling into our distribution partners' existing customer base.

Balanced, diversified and profitable product portfolio

We believe that our diversified and balanced product portfolio is an important contributing factor to the growth of our business, as the range of our products addresses the varying requirements of retail and corporate customers, adopting an optimal pricing strategy with a focus on higher margin products.

We profile our retail customers based on lifestyle, occupation, financial demographic and specific requirements to develop a comprehensive offering of products. Our products address consumer needs through the four principal stages of life: (i) beginning of savings, (ii) career and marriage, (iii) family needs, and (iv) retirement planning and asset drawdown. As of June 30, 2022, we offered 29 retail products, 13 group products along with six riders (across the retail and group portfolios), as well as policies under the PMJJBY scheme, catering to protection, savings, health and retirement needs of our customers. Our product portfolio ranges across various segments within retail and group products and enables us to serve customers across various age groups.

Our diversified product portfolio has helped our NBP increase at a CAGR of 21.73% from ₹ 18,667.88 million in Fiscal 2020 to ₹ 27,662.12 million in Fiscal 2022 and resulted in our VNB and VNB Margin being ₹ 1,105.00 million and 10.50% in Fiscal 2021 and ₹ 3,565.00 million and 23.10% in Fiscal 2022, respectively. The proportion of non-participating savings business increased from 15.21% of our New Business IRP in Fiscal 2020 to 35.61% in Fiscal 2021, 45.24% in Fiscal 2022 and 48.53% in the three months ended June 30, 2022. We believe that our strategic and curated product portfolio has enabled us to improve our persistency metrics, thereby demonstrating product fit and customer stickiness.

The following table sets forth our New Business IRP based on types of retail policies:

Particulars	Fiscal 2020		Fiscal 2021		Fiscal 2022		CAGR between Fiscal 2020 - 2022 (%)	Three months ended June 30, 2022	
	New Business IRP (₹ in million)	Percentage of total New Business IRP (%)	New Business IRP (₹ in million)	Percentage of total New Business IRP (%)	New Business IRP (₹ in million)	Percentage of total New Business IRP (%)		New Business IRP (₹ in million)	Percentage of total New Business IRP (%)
Participating	4,575.08	53.83%	2,961.98	33.13%	2,958.44	21.99%	(19.59)%	562.65	19.02%
Non-participating									
- Savings	1,292.53	15.21%	3,183.86	35.61%	6,085.28	45.24%	116.98%	1,435.81	48.53%
- Protection	26.58	0.31%	205.71	2.30%	579.54	4.31%	366.90%	121.00	4.09%
Unit-linked	2,605.16	30.65%	2,589.11	28.96%	3,827.47	28.46%	21.21%	838.97	28.36%
Total	**8,499.36**	**100.00%**	**8,940.65**	**100.00%**	**13,450.72**	**100.00%**	**25.80%**	**2,958.42**	**100.00%**

We have also introduced a diversified portfolio of offerings for identified groups and corporates, to enable us to provide multiple policies and thereby improve our share in addressing their life insurance related requirements. We have been focusing on group protection policies rather than corporate-funds based policies, in particular on group credit life and group term policies. The increase in our Group New Business GWP at a CAGR of 15.71% from ₹ 9,990.43 million in Fiscal 2020 to ₹ 13,375.96 million in Fiscal 2022 reflects our focus on ensuring a profitable pricing strategy.

Healthy and improving persistency metrics due to strong brand equity and customer focus

We have developed our reputation, brand and visibility through a differentiated customer service experience, measured through improvement in our Net Promoter Score ("**NPS**") from (5.39) as of March 31, 2021 to 17.16 as on March 31, 2022 and which stood at 33.94 as on June 30, 2022. We have also put in consistent marketing efforts under the 'Circle of Trust' program, leading to a diversified and loyal customer base. We have increasingly focused on addressing customer queries and requests through self-help options, such as our chatbot 'IRIS', the customer portal on our website, through email and SMS options and interactive voice responses on our helplines. Consequently, the percentage of customer queries serviced through these self-help options have increased from 49.81% in Fiscal 2021 to 54.24% in Fiscal 2022 and further to 62.37% in the three months ended June 30, 2022.

We believe that our continued focus on the quality of new business, needs-based selling, customer service, instant service recovery as part of our customer experience process, brand equity and streamlining the renewal premium payment process (through the use of digitization, ease of access to our website and our availability to guide customers through any clarifications required), has resulted in an improved Persistency Ratio. Our 13th month persistency increased from 78.49% for the relevant period ended March 31, 2021 to 81.16% for the relevant period ended March 31, 2022 and stood at 82.73% for the relevant period ended June 30, 2022; while our 37th month persistency increased from 60.61% for the relevant period ended March 31, 2021 to 61.93% for the relevant period ended March 31, 2022 and stood at 62.78% for the relevant period ended June 30, 2022. We have been able to achieve these metrics through our customer service quality, customer on-boarding process and underwriting process, which is also reflected by our claims settlement ratio of 98.83 in Fiscal 2022.

Leading digital platform that provides a seamless experience for customers and distributors

We have made significant investments in technology to strengthen our sourcing channels and our business processes from lead generation and customer acquisition through the customer lifecycle management, including payment of insurance claims, to improve the customer experience. In Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022, 92.94%, 99.46%, 99.07% and 99.13% respectively, of the applications we received were logged in through tablets available with our personnel and staff at bancassurance branches using our assisted customer acquisition system 'Simplify'. Further, we have increasingly automated the underwriting process to a great extent to optimize use of time and resources, and in Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022, 32.40%, 43.80%, 55.98% and 64.75% of cases were decisioned through auto-underwriting, where no human intervention or decision-making is required and the process is system-driven.

In Fiscal 2020, 2021 and 2022 and in the three months ended June 30, 2022, our information technology expenses were ₹ 444.15 million, ₹ 518.69 million, ₹ 561.82 million and ₹ 99.43 million, which represented 1.23%, 0.80%, 0.78% and 1.36%, respectively, of our total income in such periods. Our technological capabilities follow a three-pronged approach: (i) streamlining processes for enhanced customer service; (ii) improving operational efficiency; and (iii) strengthening engagement with, and distribution through, our distribution partners, collectively directed at enhancing sales productivity.

We have consistently added technological capabilities across the customer experience, through purchase, payment management and processing of insurance claims. We have digitized the process of renewals, receiving customer queries and requests, receiving complaints, and claims processing through our website and digital modes. Our website is designed to ensure ease of access for customers, providing comprehensive product information, plan brochures, premium calculator and office locator. We use data analytics to prepare an optimal plan for communication to the right customers. Through our website, customers can purchase policies, make premium payments, update address changes, register personal information, modify ULIP funds, alter mode of payment, register grievances as well as online service requests. In the three months ended June 30, 2022, 96.01% of claims intimations took place through email and on our website, while for PMJJBY claims, we have created a claims portal available to our distributor branches. Our focus on digital initiatives, including instant issuance and 'Smart Scrutiny' of policies and faster and seamless customer onboarding has resulted in improved customer purchase experience. 92.94%, 99.46%, 99.08% and 99.14% of our NBP in Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022 respectively, was generated through digital modes, being account transfers, online payments and cheques deposited with banks, while the rest was received in cash. Similarly, in Fiscal 2020, 2021 and 2022 and the three months ended June 30, 2022, Renewal Premiums through digital modes represented 99.09%, 99.42%, 99.51% and 99.58% of premium payments of retail policies with renewal premiums.

Focusing on ease of transaction management and paper-free sales, we have developed solutions on low code or no-code platforms that includes third party service integration, in-built OCR and AI/ML. We leverage predictive analytics model to prioritize our collection efforts and improve overall persistency.

We have implemented various technology initiatives to increase the efficiency and effectiveness of our internal operations, including our customer acquisition process. Leveraging robotic process automation ("**RPA**") and AI/ML has allowed us to streamline core administrative operations and reduce personnel expenses, , including in the form of business development manager ("**BDM**"). We have also introduced digital automation elements to the underwriting process, including creation of a customer checklist, in order to determine premiums payable, verifying risks, and determine the policy price. Further, we have introduced hyper-automation through smart scrutiny by leveraging RPA and vision AI to enable scrutiny and review of supporting documents of insurance claims on an automated mode.

Qualified and highly experienced management team with robust corporate governance and backed by marquee investors

We have an experienced senior management team with expertise across diverse fields, which positions us strongly to capitalise on future growth opportunities. Members of our executive management team have extensive knowledge of the insurance sector. Our Board of Directors, who govern and lead our Company, includes a mix of management executives and independent members who bring in significant business expertise including in the areas of insurance, banking, finance, information technology, and marketing.

In line with regulatory requirements, we have a Nomination and Remuneration Committee which oversees the appointment and remuneration of our management team. Our Board is also duly supported by robust sub-committees, including the Risk Management Committee that periodically monitors the risk assessment framework of our Company. Our Managing Director and CEO, RM Vishakha, has more than 35 years of experience in the insurance sector. Our Deputy CEO, Rushabh Gandhi, has an experience of more than 27 years across various financial services segments while our CFO, Kedar Patki, has more than 18 years of experience in the insurance sector. Our management team comprises professionals appointed as per established processes. Our senior and middle management team has also been critical in establishing a successful and scalable operating model, leading our Company on the path of growth. The breadth of our management and its in-depth knowledge of insurance and financial services drives our dynamic growth.

Our professional management team from our shareholders, BOB, Carmel Point Investments India Private Limited (an affiliate of Warburg Pincus Group) and UBI, have assisted us in capital raising and have provided business advice, which we believe has been critical to our growth journey.

Long term value creation driven by consistent and profitable financial performance

We believe our strategic business initiatives have resulted in consistent financial metrics. Number of policies sold increased at a CAGR of 18.88% from 188,064 in Fiscal 2020 to 265,761 in Fiscal 2022, and stood at 58,659 for the three months ended June 30, 2022 while New Business IRP increased at a CAGR of 25.80% from ₹ 8,499.36 million in Fiscal 2020 to ₹ 13,450.72 million in Fiscal 2022, and stood at ₹ 2,958.42 million in the three months ended June 30, 2022. While we have made significant investments to support our growth, we have ensured high levels of operating efficiencies reflected in low expense ratios. In Fiscal 2020, 2021 and 2022 and the three months ended June 30, 2022 our Operating Expense Ratio, calculated as operating expenses as a percentage of total premium, was 14.63%, 13.84%, 13.58%, and 21.90%. We believe that our low Operating Expense Ratio has resulted from the effective utilization of various distribution channels, strategic leveraging of our expansive bancassurance channels, superior persistency metrics, increasing productivity of our agent network supported by effective training and leveraging our integrated technology infrastructure.

We have also demonstrated superior investment performance, and as of March 31, 2022, our AUM was ₹ 189,318.10 million. As of June 30, 2022 our AUM was ₹ 186,376.43 million. We believe our profitability and high VNB margins have enabled a self-sustaining business model, reflecting our focus on long-term profitable growth. This has also been reiterated by the increase in our Embedded Value from ₹ 16,812.00 million in Fiscal 2021 to ₹ 18,651.00 million in Fiscal 2022, based on the Embedded Value Report issued by the Independent Actuary. We have implemented effective sales quality and asset liability management processes along with effective capital budgeting policies. We undertake an economic capital assessment periodically, quantify various risks, and provide capital for each risk to assess solvency requirements and monitor concentration risk in specific areas. Further, we reinsure some of our portfolio to help buffer high claims and enable capital protection.

Policy renewals also form a key component of our total premium, which complements our increase in NBP. In Fiscal 2020, 2021 and 2022 and the three months ended June 30, 2022, our Renewal Premiums, which are ₹ 14,936.48 million, ₹ 20,049.32 million, ₹ 24,203.52 million and ₹ 4,069.21 million contributed 44.45%, 49.44%, 46.67% and 44.82% of our total premium, respectively. Our Renewal Premium has also increased at a CAGR of 27.30% from ₹ 14,936.48 million in Fiscal 2020 to ₹ 24,203.52 million in Fiscal 2022. Our high renewal composition provides greater consistency and stable growth in our GWP, which has increased at a CAGR of 24.23% from ₹ 33,604.36 million in Fiscal 2020 to ₹ 51,865.64 million in Fiscal 2022. Overall, we have witnessed a marked increase in our VNB and VNB Margin, which were ₹ 1,105.00 million and 10.50% in Fiscal 2021, and ₹ 3,565.00 million and 23.10% in Fiscal 2022.

Business Strategies

Enhance penetration of bancassurance partners' distribution network

We continue to focus on leveraging the large branch network and customer base of our bancassurance partners to identify and penetrate new markets and focus on regional business potential. We intend to implement customized regional strategies to address the requirements of local customers.

We believe there is significant, relatively easily accessible growth opportunity as we continue to leverage our bancassurance relationships with BOB and UBI, which collectively provided us access to more than 260 million customers across 22,787 branches as of March 31, 2022. (*Source: CRISIL Report*) We believe that the customer base of our bancassurance partners are relatively under-penetrated in terms of life insurance products. In particular, we intend to leverage the exclusive bancassurance arrangement with BOB, which accounted for more than 140 million customers across 8,425 branches as of February 28, 2022. (*Source: CRISIL Report*) In Fiscal 2022, we sourced 12 policies per branch of our total bancassurance channels (i.e. including branches of regional rural banks). In comparison, SBI Life sourced 29 new policies and HDFC Life sourced 22 new policies per bancassurance branch, respectively. (*Source: CRISIL Report)* In addition, we recorded Individual NBP per bancassurance branch of ₹ 0.71 million as of March 31, 2022, compared to SBI Life and HDFC Life premium of ₹ 2.80 million and ₹ 2.63 million per bancassurance branch, respectively. (*Source: CRISIL Report*) This reflects the significant growth opportunity at minimal distribution costs through our large bancassurance network.

We continue to improve productivity levels of our bancassurance channels. New Business IRP from BOB and UBI customers increased from ₹ 7,510.31 million in Fiscal 2020 to ₹ 11,645.92 million in Fiscal 2022, and to ₹ 2,523.74 million in the three months ended June 30, 2022. We also intend to increase the number of bank staff or specified persons who have license to sell life insurance products at BOB and UBI.

In addition, we intend to leverage our position as one of the insurers offering products under the PPMJJBY, for which the premium ceiling per annum has recently been revised to ₹ 436 per annum, from the erstwhile ₹ 330. We intend to increase our penetration of the rural markets, target our preferred customer segment through integration with BOB to offer policies under the PMJJBY, which will allow us to benefit from scale while fulfilling our goals of supporting financial inclusion across all sections of the economy.

Reinforce our emerging distribution platforms to fortify and diversify our distribution mix

We intend to increase the share of our emerging channels in our overall channel mix. New Business IRP sourced through our non-bancassurance emerging channels has increased at a CAGR of 27.51% from ₹ 716.66 million (representing 8.43% of total New Business IRP) in Fiscal 2020 to ₹ 1,165.21 million (representing 8.66% of total New Business IRP) in Fiscal 2022, and was ₹ 281.54 million (representing 9.52% of total New Business IRP) in the three months ended June 30, 2022.

Further, we intend to expand our elite and premier agency model by identifying premier agents with high net worth clients in the market and recruiting them to distribute our products. We will continue to focus on building a network of limited but highly productive agents who will augment our customer base and premium earned. One of our key focus areas will also be our customer engagement through 'bobWorld', which will allow us access to an underpenetrated network of individuals, through easily accessible mobile technology. We will focus on increasing direct sales through our website and our customized mobile applications, which are supported by dedicated customer service, artificial intelligence/machine learning and call centers. We are working on a 'Future First' project to increase sales and leads through embedding insurance nudges into customer journeys with intelligent analysis of transactions and behaviour.

We continue to actively identify additional bancassurance partners, particularly banks without existing bancassurance arrangements. We also intend to enter into strategic distribution arrangements with small finance banks, payment banks and various non-banking financial companies. We intend to strategically leverage the micro market through the introduction of credit life policies insuring microloans that we disseminate through MFIs. and the low-ticket guaranteed return products that we offer through CSCs and other products as suitable to the customer segment. We intend to increasingly use branch broking and corporate agents to increase product penetration, such as through our broking arrangements with Bluechip Insurance Broking Private Limited, Policybazaar Insurance Brokers Private Limited, Integrated Insurance Broking Services Private Limited, Muthoot Insurance Brokers Private Limited and Bajaj Capital Insurance Broking Limited.

Enhance our product mix and build economies of scale to further improve our profitability and cost efficiencies

We continue to focus on higher margin products to ensure long term profitable growth while maintaining a comprehensive and balanced mix of individual and group products to hedge dependence on any particular product segment or customer demographic. We have historically maintained low operating expenses, resulting in high VNB and VNB Margin, and intend to follow a similar approach in the future. In Fiscal 2022, our VNB was ₹ 3,565.00 million, while our VNB Margin was 23.10%.

We intend to continue focusing on non-participating policies with protection for the policy holder, since non-participating policies in the protection segment generally reflect higher gross margins and enables us to retain higher returns on our investment of policy funds. Further, we intend to continue focusing on group protection policies, in particular on group credit life and group term policies.

As part of our efforts to enhance our Embedded Value and improve margins, our strategy is to further optimize our product portfolio by maintaining a balance between unit-linked, participating and non-participating products. We believe that customers consider four key components in determining whether to purchase a product – price, quality, choice and convenience. Accordingly, we continue to periodically revaluate considerations for benefits based on customer feedback, in order to provide optimum value to customers. In terms of quality, the standard is driven by brand visibility and legacy, which we are able to leverage owing to our established Promoters and history of consistent growth. We address customers' need for choices through our hyper-personalization approach, whereby we align products to stage-of-life requirements. The products we offer include new-age and innovative products ranging from short pay comprehensive protection to cash bonus for early gratification, ULIPs for long term investors to group solutions for organizations looking to add value to their members. Additionally, we build inclusivity into our product suite as we design products for all financial strata of customers. We aim to continue adding economic value to our shareholders by increasing total premium and VNB, while reducing our total operating cost ratio across business cycles. We also make the insurance process convenient by providing representation at all sales junctures. Our customers can reach us from us from all partner bank branches and even digitally, from our website. We intend to make appropriate investments to strengthen our competitive advantages which our competitors cannot easily replicate, such as our brand, product offerings to customers and integrated distribution processes. We intend to continue focusing on simplicity, with product descriptions in simple English without jargon, such that consumers can understand the product related documents with minimal support.

Further, we will continue to innovate in terms of products, as we have done with our 'Insurance Khata' micro life insurance endowment plan and our IndiaFirst Life Smart Pay Plan, a short pay commitment plan.

Invest in digital platforms in order to establish leadership and drive operating efficiencies and customer satisfaction

We continue to harness technological and digital capabilities for customer experience, reducing claim turn-around times and providing superior servicing. We have introduced and implemented numerous exploratory, predictive and prescriptive models across business functions. These models have been developed by our in-house data science team, with significant experience in advanced statistical techniques, machine learning algorithm, AI, domain and customers, using a wide range of open-source technologies. We have also invested in a tool which helps us with Auto AI/ML features to help in the development, deployment, and monitoring. We will continue to implement various technological and digital initiatives to increase productivity, train our agents and employees, improve cost efficiencies, provide a seamless customer on-boarding process and enhance payments through our digital modes. Our technology platform includes data analytics and AI for sales pitch optimization, BDM profiling and BDM sales simulator, as well as dynamic learning modules and intelligent sales information dissemination through sales nudges for our BDMs to further improve product marketing through our bancassurance channels. We continue to increase use of analytics to drive productivity of our agent channel, identify customer targets and improve conversion rates, deliver enhanced service levels, support customer engagement and drive operating efficiencies. We continue to invest in RPA, OCR, AI/ML and other technologies to our business processes and customer interactions to provide customer self-service capabilities, increase operational efficiencies, build better risk management capabilities and improve our management information system. We continuously upgrade our IT infrastructure to reduce operating costs across our business processes including sourcing, claims management and claims settlement. We also intend to increasingly use artificial intelligence and data analytics based on our large customer database to generate effective sales leads and cross sells.

Through digital platforms including bobWorld, introduced by BOB, we will be able to benefit from the deep penetration of mobile devices in India, and expand our reach to bring in new customers. We plan to access a large customer base of BOB, including digital lending and tablet-based banking customers. We have created a digital strategic business unit in order to leverage the marketing opportunities and direct access provided to us by the bobWorld platform to efficiently sell, simplify customer experience, enable customized services and increase efficiency of claims management, while ensuring better customer profiling and retention. We also intend to focus on additional digital marketing.

Further, through the use of our analytics capabilities, we continue to focus on cross-selling into our distribution partners' existing customer base. We intend to further increase our focus on targeting customers through social media and digital platforms and undertake digital marketing campaigns and data analytics to leverage our brand equity to support growth.

Ensure an employee focused culture to continue to attract and retain talent

We believe a key factor contributing to our success has been our ability to attract, train and retain talented employees. We have defined our Employee Value Proposition ("**EVP**") as a balance between an employee 'giving' and 'getting', where an employee 'gives' us key values of 'Think New, Be Helpful, Be Honest and Do More'. In return the employee gets 'CARE', which involves Celebrating Success, Accelerating Growth, Recognising Achievements and Empowering Employees. In recognition of our professional approach to employee life cycle management, we have been featured in '*India's Top 100 Companies to Work For*' of the Great Places to Work Survey, 2021. We have also been featured in '*India's Best Companies to Work for in BFSI*' for 2020 and 2021. As of June 30, 2022, we had 3,433 full-time employees.

We continue to focus on strengthening engagement with and support our employee base and attract new talent. We use 'HR Tech' extensively to enhance the quality of recruitment (through 'PMaps', an assessment platform and 'PATCH Optimization' model) and systematically support the onboarding process. We provide an employee feedback opportunity through our 'AMBER' and 'HR Connect' programs, to identify employee dissatisfaction and take proactive measures to positively impact employee morale and workplace motivation. We have developed an AI-based model for effective supervisory input to the BDMs for enhanced productivity and to build predictable business.

We continue to ensure a synergistic workplace through an effective corporate governance framework and a work environment that provides extensive training and supports individual professional goals. We continue to arrange workshops, mentoring, coaching, on-the-job training, functional and cross-functional projects to ensure capability and leadership development. Our New Business IRP per employee, calculated as the New Business IRP for the period, divided by the number of employees at the end of the relevant period, stood at ₹ 3.07 million, ₹ 2.88 million, ₹ 4.11 million and ₹ 0.86 million per employee for Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022, respectively, as we continue to foster a productivity focused environment balanced with long-term talent retention.

Our Products

Product Strategy and Development

Our policies address consumers' needs through the four principal stages of life, namely, beginning of savings, career and marriage, family needs and retirement planning and retirement and asset drawdown.

Our product portfolio ranges across various segments within retail and group products. As of June 30, 2022, we offered 29 retail products, 13 group products along with six riders (across retail and group portfolios), along with policies under the PMJJBY scheme, catering to protection, savings, health and retirement needs of our customers. Our Company's retail product portfolio in India comprises nine participating products, 16 non-participating products (comprising 11 non-participating savings products and six non-participating protection products) and four unit-linked products. The following tables depict our various product offerings:

Category	Products	Stages of Life Relevant to Retail Product
Participating Plans	IndiaFirst Life Smart Pay Plan	Young married Young married with children Middle aged
	IndiaFirst Life Mahajeevan Plus Plan	Young married Young married with children Middle aged
	IndiaFirst Life Fortune Plus Plan	Young married Young married with children Middle aged Pre-retirement/ retired
	IndiaFirst Little Champ Plan	Young married with children
	IndiaFirst Life Guaranteed Monthly Income Plan	Young unmarried Young married Young married with children Middle aged Pre-retirement/ retired
	IndiaFirst Life Micro Bachat Plan	Young unmarried

Category	Products	Stages of Life Relevant to Retail Product
		Young married Young married with children Middle aged
Non-Participating Savings Plans	IndiaFirst Life Guaranteed Benefit Plan	Young married Young married with children Middle aged Pre-retirement/ retired
	IndiaFirst Life Long Guaranteed Income Plan	Young married Young married with children Middle aged
	IndiaFirst Life Saral Bachat Bima Plan	Young unmarried Young married Young married with children Middle aged
	IndiaFirst Life Cash Back Plan	Young married Young married with children Middle aged Pre-retirement/ retired
	IndiaFirst Life Insurance Khata Plan	Young unmarried Young married Young married with children
	IndiaFirst Life POS Cash Back Plan	Young married Young married with children Middle aged Pre-retirement/ retired
	IndiaFirst Life Guaranteed Pension Plan	Middle aged Pre-retirement/ retired
	IndiaFirst Life Guaranteed Retirement Plan	Young married with children Middle aged Pre-retirement/ retired
	IndiaFirst Life Guaranteed Annuity Plan	Middle aged Pre-retirement/ retired
Non-Participating Protection Plans	IndiaFirst Guaranteed Protection Plan	Young unmarried Young married Young married with children Middle aged
	IndiaFirst Life e-Term Plus Plan	Young unmarried Young married Young married with children Middle aged
	IndiaFirst Life Saral Jeevan Bima Plan	Young married Young married with children Middle aged
Unit Linked Insurance Plans	IndiaFirst Life Wealth Maximizer Plan	Young married with children Middle aged Pre-retirement/ retired
	IndiaFirst Life Radiance Smart Invest Plan	Young married with children Middle aged Pre-retirement/ retired
	IndiaFirst Life Money Balance Plan	Young unmarried Young married Young married with children Middle aged Pre-retirement/ retired

Group Protection Plans	IndiaFirst Life Group Loan Protect Plan
	IndiaFirst Life Group Micro Insurance Plan
	IndiaFirst Life Group HospiCare (microinsurance) Plan

	IndiaFirst Life Group Micro Insurance Plan
	IndiaFirst Life Group Term Plan
	IndiaFirst Life Group Living Benefits Plan
Corporate Funds Plans	IndiaFirst New Corporate Benefit Plan
	IndiaFirst Group Superannuation Plan
	IndiaFirst Employee Benefit Plan
	IndiaFirst Life Group UL Superannuation Plan
Riders	IndiaFirst Term Rider
	IndiaFirst Life Waiver of Premium Rider
	IndiaFirst Life Group Critical Illness Rider
	IndiaFirst Life Group Additional Benefit Rider
	IndiaFirst Life Group Protection Rider
	IndiaFirst Life Group Disability Rider
PMJJBY	IndiaFirst Pradhan Mantri Jeevan Jyoti Bima Yojana

As a result of our retail customer segmentation and curated product portfolio, including the increasing focus on non-participating products in the retail segment, we have achieved an increase in Renewal Premium from ₹ 14,936.48 million in Fiscal 2020 to ₹ 24,203.52 million in Fiscal 2022, at a CAGR of 27.30%, and in our New Business IRP for retail products from ₹ 8,499.36 million in Fiscal 2020 to ₹ 13,450.72 million in Fiscal 2022 at a CAGR of 25.80%.

Product Categories

Retail Products

We sell four principal categories of retail products to our retail customers – Participating products; non-participating protection products; non-participating savings products; and unit-linked products.

Participating (par) products are products where the surplus is shared with its policyholders in the form of bonuses. They are also referred to as "With Profit" products. These policies usually have a minimum guaranteed amount that is payable upon death or maturity in addition to the bonuses declared from time to time. The bonuses once declared, accrue to the policy and are guaranteed. Par products have significant exit loads upon policy discontinuance and do not offer customers a choice of asset allocation. However, due to the structure of these products, customers are not exposed to the volatility of underlying asset returns and benefit from smoother returns. We typically recommend these products to customers who have a low risk appetite and want to save for certain definite goals.

Non-participating protection products are basic life insurance plans which help provide insurance coverage to guarantee financial security for the insured and kin. Also known as term plans, a pure protection plan provides life coverage, spanning for 99 to 100 years, for the policy's duration in exchange for a premium to be paid every year. In case of the policyholder's untimely demise, a term plan provides the predefined sum assured to the nominee in instalments or in a lump sum. Protection plans also provide coverage against accidental death, disability, terminal as well as critical illnesses.

Non-participating savings products are products that offer benefits that are guaranteed in absolute terms at the beginning of the policy, thereby transferring the risk of guarantees and returns to the insurance company. Like par products, these products also have significant exit loads on policy discontinuance and do not offer customers a choice of asset allocation. Customers who have a low risk appetite and who want to park a portion of their long term requirements in guaranteed products, transferring the risk of returns, market volatility and interest rate movements to the insurer, typically prefer these products. We also offer immediate annuity products where an income is paid out to the customer as long as they are alive in return for a certain lump sum paid up front.

*Unit Linked Insurance Products ("**ULIP**")* offer a combination of investment and protection where the customer can choose the level of life cover subject to minimum levels mandated by regulations. Customers have the flexibility to decide the asset classes in which their contributions are invested, depending on their risk appetite. We also provide our customers with the flexibility to transfer money among different funds in a tax-efficient manner depending on their market outlook and evolving risk appetite. These features make unit linked products typically more transparent than other types of products. In September 2010, the IRDAI introduced regulatory changes to ULIPs such as limit on charges, including surrender and discontinuance charges, and minimum levels of sum assured. The limit on discontinuance charges ensures that customers are protected in case of policy lapses, along with minor changes on account of new guidelines which came into effect in July 2019, making ULIPs more customer friendly.

Our unit linked product portfolio caters to customers across income segments and with different risk appetites. These products are typically used for goal based savings, retirement and saving for children.

The following table sets forth certain operating data for our principal retail product categories for the periods indicated:

		For the year ended March 31,			Three months ended June 30, 2022
		2020	**2021**	**2022**	
		(in ₹ in million)			
Participating products	Individual NBP	4,581.22	2,973.31	2,965.70	562.95
	New Business IRP	4,575.08	2,961.98	2,958.44	562.65
	Renewal Premium	5,039.13	8,087.65	9,459.11	1,172.38
Non-participating protection products	Individual NBP	28.09	210.82	587.50	123.71
	New Business IRP	26.58	205.71	579.54	121.00
	Renewal Premium	106.97	125.19	310.62	182.74
Non-participating savings products	Individual NBP	1,319.53	3,233.33	6,304.20	1,480.89
	New Business IRP	1,292.53	3,183.86	6,085.28	1,435.81
	Renewal Premium	2,790.12	3,402.44	5,443.71	992.05
ULIPS	Individual NBP	2,748.61	2,824.77	4,429.84	905.37
	New Business IRP	2,605.16	2,589.11	3,827.47	838.97
	Renewal Premium	7,000.27	8,432.87	8,989.00	1,721.22
Total	**Individual NBP**	**8,677.45**	**9,242.14**	**14,287.24**	**3,072.91**
	New Business IRP	**8,499.36**	**8,940.65**	**13,450.72**	**2,958.42**
	Renewal Premium*	**14,936.48**	**20,048.15**	**24,202.44**	**4,068.39**

**Includes premium due but not received of ₹ 279.14 million, ₹ (52.61) million, ₹ 50.14 million and ₹ (320.29) million in Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022, respectively.*

A brief description of our retail products and their features are as follows:

Category	Plan	Primary customer needs addressed
ULIP	IndiaFirst Life Wealth Maximizer Plan	A unit-linked, non-participating savings plan that provides life insurance cover as well as helping to grow and accumulate wealth.
ULIP	IndiaFirst Money Balance Plan	A unit-linked, non-participating, life insurance endowment policy for people with lower risk appetites. The policy is designed to offer market-linked returns along with life cover.
ULIP	IndiaFirst Life Radiance Smart Invest Plan	A linked, non-participating, individual, endowment/ savings life insurance policy for high net worth individuals who want to provide overall protection through insurance cover, maximize returns on their savings and create additional wealth.
Non-participating savings	IndiaFirst Life Guaranteed Benefit Plan	A non-linked, non-participating, limited premium, endowment life insurance policy which provides a shorter commitment of five to seven years, but also provides savings and protection.
Participating	IndiaFirst Life Smart Pay Plan	A limited premium paying participating money back plan with provides shorter pay commitment and gives liquidity within premium paying period.
Non-participating savings	IndiaFirst Life Cash Back Plan	A non-participating, non-linked, money back insurance plan providing periodical pay-outs and security for beneficiaries.
Participating	IndiaFirst Life Mahajeevan Plus Plan	A non-linked, participating, individual, limited pay, money back endowment life insurance policy with a shorter pay commitment and provides savings and protections in a single policy while offering protection for 15 or 20 years.
Participating	IndiaFirst Life Micro Bachat Plan	A non-linked, participating, limited pay, micro life insurance plan designed to provide disciplined savings for future goals while premiums are only paid for five years.
Participating	IndiaFirst Life Little Champ Plan	A non-linked, participating, endowment insurance plan designed to assist in the planning for child's education financing through pay-outs at regular intervals, according to the child's educational milestones.
Non-participating protection	IndiaFirst Life Guaranteed Protection Plan	A non-linked, non-participating, term insurance policy designed to ensure financial well-being of beneficiaries.
Non-participating savings	IndiaFirst Life Long Guaranteed Income Plan	A policy that is a fusion of savings with multiple benefits of regular assured income, return of premiums and life cover, offering the benefits of a guaranteed savings plan as well as a traditional cover.
Non-participating savings	IndiaFirst Life Saral Bachat Bima Plan	A non-linked, non-participating, individual life, limited premium, savings policy designed to ensure a long-term safety net through life insurance coverage alongside guaranteed benefits.
Non-participating savings	IndiaFirst Life e-Term Plus Plan	A non-linked, non-participating, individual, pure risk premium, life insurance plan, designed to ensure financial security for loved ones in the event of death or occurrence of unfortunate events, like accidental total permanent disability, critical illness or death and accidental death (depending on coverage).
Non-participating savings	IndiaFirst Life Guaranteed Pension Plan	A policy designed to create the assurance of a guaranteed income for life. The policy brings many options available for choice, to protect loved ones from death and 20 critical illnesses.
Non-participating savings	IndiaFirst Life 'Insurance Khata' Plan	A non-linked, non-participating, micro life insurance, endowment plan which offers financial protection in the form of a life cover for the family along with an assured benefit on maturity of the policy.
Participating	IndiaFirst Life Guaranteed Monthly Income Plan	A non-linked, participating, limited premium, life insurance plan which provides risk cover and a guaranteed monthly income.
Non-participating savings	IndiaFirst Life Guaranteed Annuity Plan	A policy designed to create the assurance of a guaranteed income for life. The policy brings options to protect loved ones from death and 20 critical illnesses.
Riders	IndiaFirst Life Waiver of Premium Rider	A non-linked rider for protection in events like death, accidental total permanent disability and critical illnesses.
Riders	IndiaFirst Term Rider	A non-linked rider which enhances the life cover of the life assured over and above the cover offered under the chosen base plan. In case of the life assured's demise, the nominee will receive the sum assured under the rider along with any death benefit amount under the base plan.

Group Products

We maintain a diversified suite of offerings for corporates and groups with the purpose of capturing a greater wallet share for the insurance needs of such entities. We have the following main kinds of group products: (i) Group Protection – comprising Group Term Life and Group Credit Life; and (ii) Corporate Funds.

Group Protection

Group protection plans provide benefits of life insurance coverage to a group of individuals and the sum assured is paid to the member's nominee upon the death of the member. The policies are offered to a group such as employer-employee, non-employer- employee, banks, professional and microfinance institutions. We have the following categories of group protection plans:

Group Term Life provides life insurance coverage to a group of individuals, where, upon the death of a member, the sum assured is paid to the member's nominee. Group term products typically have a one-year term and need to be renewed upon expiry every year.

Group Credit Life is insurance is a type of life insurance policy designed to pay off a borrower's outstanding debts if the borrower dies or meets with an unfortunate accident, or pay off outstanding debts and receive a lumpsum payment to address immediate requirements.

Corporate Funds

Corporate funds helps provide various employee-related benefits as required by the employers, such as gratuity, leave encashment, superannuation and other retirement benefits. These plans ensure that employees receive the benefits in a timely manner and the employer's future financial liabilities are addressed in a cost effective method.

The following sets forth our Group New Business GWP split based on policy types (not including PMJJBY):

Particulars	**Fiscal 2020**		**Fiscal 2021**		**Fiscal 2022**		**CAGR between Fiscal 2020 - 2022 (%)**	**Three months ended June 30, 2022**	
	Group New Business GWP (₹ in million)	**Percentage of our Group New Business GWP (%)**	**Group New Business GWP (₹ in million)**	**Percentage of our Group New Business GWP (%)**	**Group New Business GWP (₹ in million)**	**Percentage of our Group New Business GWP (%)**		**Group New Business GWP (₹ in million)**	**Percentage of our Group New Business GWP (%)**
Group Protection									
– Group Term Life	803.12	9.27%	1,391.52	14.19%	1,893.66	16.42%	53.55%	185.06	9.68%
– Group Credit Life	2,675.42	30.88%	2,378.01	24.25%	5,037.37	43.68%	37.22%	1,700.72	88.99%
Corporate Funds	5,184.98	59.85%	6,037.01	61.56%	4,602.47	39.91%	(5.78)%	25.41	1.33%
Total	**8,663.52**	**100.00%**	**9,806.54**	**100.00%**	**11,533.50**	**100.00%**	**15.38%**	**1,911.19**	**100.00%**

A brief description of our group products and their features are as follows:

Category	Plan	Primary customer needs addressed
Group term life	IndiaFirst Group Term Plan	A non-participating, non-linked, yearly renewable group protection plan offered to a group of individuals having a similar interest such as account holders, credit card holders, depositor/creditor groups, Government agencies, parents of school / college students, social sector groups, affinity groups, employer-employee groups, amongst others.
Group credit life	IndiaFirst Life Group Loan Protect Plan	A non-linked, non-participating, group credit linked insurance plan, offered on both employer-employee, and non-employer-employee groups.
Group credit life	IndiaFirst Life Group Micro Insurance Plan	A non-linked, non-participating, group micro insurance plan which provides life cover either against any type of loan and/or as a protection cover for a member.
Group term life	IndiaFirst Life Group HospiCare Plan	A non-linked, non-participating, group micro health insurance plan that offers fixed hospital cash benefit per hospitalization.
Corporate Funds	IndiaFirst Life Group Living Benefits Plan	A non-linked non-participating group fixed Benefit health insurance plan that offers lumpsum payout in the event of specified medical exigencies, as per the cover option(s) selected.
Corporate Funds	IndiaFirst New Corporate Benefit Plan	A non-linked, participating, yearly renewable group retirement benefit policy providing gratuity and leave encashment benefit
Corporate Funds	IndiaFirst Group Superannuation Plan	A non-linked, participating, yearly renewable group superannuation plan covering the retirement benefit of all members.
Corporate Funds	IndiaFirst Employee Benefit Plan	A unit linked, non–participating, yearly renewable group plan that helps provide for all liability payments such as gratuity and leave encashment, along with a life cover.
Corporate Funds	IndiaFirst Life Group UL Superannuation Plan	A unit linked, non-participating, fund based group superannuation product which covers retiral benefit as per scheme rules for employer – employee groups.
Riders	IndiaFirst Life Group Critical Illness Rider	A non-linked, non-participating group rider which may be attached to one-year renewable group products or other long term group products, to enhance financial security for members in case of diagnosis of any covered critical illnesses.
Riders	IndiaFirst Life Group Additional Benefit Rider	A non-linked, non-participating, group rider which may be attached to one-year renewable group and other long term group products, designed to enhance financial security.
Riders	IndiaFirst Life Group Protection Rider	A non-linked, non-participating, group rider which may be attached to one-year renewable group and other long term group products, designed to enhance financial security in case of accidental death or member being diagnosed with any terminal illness.
Riders	IndiaFirst Life Group Disability Rider	A nonlinked, non-participating, group rider which may be attached to one-year renewable group and other long term group products, designed to enhance financial security for your members in case of Accidental Total Permanent Disability Benefit (ATPD) or Total Permanent Disability (TPD) due to accident and/or illness or Partial Permanent Disability (PPD) due to accident and/or illness.
Group term life	IndiaFirst Pradhan Mantri Bima Yojana	A non-participating, non-linked, yearly renewable group protection plan offered to a group of bank customers who have savings bank accounts.
Group credit life	IndiaFirst Life Group Credit Life Plus Plan	A non-linked, non-participating, group credit linked insurance plan, offered on both employer-employee, and non-employer-employee groups.
Corporate Funds	IndiaFirst Life Employee Welfare Plan	A non-linked, non-participating, fund based, group life insurance plan. The plan can continue indefinitely on an annually renewable basis. The plan is designed to support employer-employee/ bank/ trustee groups, and provide comprehensive benefits to your resources
Corporate Funds	IndiaFirst Life Employee Pension Plan	A non-linked, non-participating, fund based, group pension policy. The policy can continue indefinitely on an annually renewable basis. The policy is designed to support employer-employee/ bank/ trustee groups, and provide retiral benefits to your resources

PMJJBY

We offer policies under the PMJJBY scheme. The PMJJBY is a government initiative which provides a one year life insurance scheme, renewable from year to year, offering coverage for death due to any reason and is available to people in the age group of 18 to 50 years (life cover up to age 55) having a savings bank account. Our participation in PMJJBY is an expression of our focus on corporate social responsibility, supporting financial inclusion across all strata of the economy. We earned New Business GWP of ₹ 1,326.91 million, ₹ 1,458.19 million, ₹ 1,842.46 million and ₹ 27.18 million in Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022, respectively.

Distribution Network and Channels

We have an extensive multi-channel distribution network including effective bancassurance partnerships with BOB and UBI. We have also developed a large distribution network through our arrangements with eight regional rural banks with an aggregate 5,132 branches across India as of June 30, 2022. In addition, we have strategically focused on supporting financial inclusion initiatives in India through our arrangements with CSCs and MFIs to provide life insurance products for village level entrepreneurs. We have also entered into arrangements with various fintech companies and other start-ups, including Bluechip Insurance Broking Private Limited, Policybazaar Insurance Brokers Private Limited, Integrated Insurance Broking Services Private Limited, Muthoot Insurance Brokers Private Limited and Bajaj Capital Insurance Broking Limited. We have over the years also developed a productive agent network strategically focused on corporate agents. As of June 30, 2022, we had 21 corporate agents and 1,634 individual agents. Further, we have also developed our new age non-bancassurance channels, such as our sales through digitally aware customers directly through our website.

Our multi-channel distribution network allows us to leverage economies of scale and enables us to access various customer segments thereby reducing concentration risk relating to any particular customer segment. Set forth below are the contribution of our distribution channels to our NBP, GWP and number of new policies for each of the corresponding periods:

Channel	Metric	Fiscal						Three months ended June 30, 2022	
		2020		2021		2022			
		Amount/ Number	Percentage of Total (%)	Amount/ Number	Percentage of Total (%)	Amount/ Number	Percentage of Total (%)	Amount/ Number	Percentage of Total (%)
Bancassurance - Bank of Baroda	NBP (₹ million)	8,608.42	46.11%	9,400.83	45.84%	14,271.18	51.59%	2,955.17	58.98%
	Total premium (₹ million)	18,394.40	54.74%	23,418.39	57.74%	31,664.47	61.05%	5,842.61	64.35%
	Number of policies	93,027	49.51%	95,640	48.41%	145,593	54.84%	33,225	56.69%
Bancassurance – Union Bank of India	NBP (₹ million)	2,352.20	12.60%	1,576.50	7.69%	2,668.55	9.65%	515.90	10.30%
	Total premium (₹ million)	6,422.57	19.11%	6,224.87	15.35%	7,607.17	14.67%	1,339.64	14.75%
	Number of policies	30,039	15.99%	25,248	12.78%	36,720	13.83%	6,797	11.60%
Arrangements with regional rural banks	NBP (₹ million)	980.76	5.25%	939.09	4.58%	1,388.61	5.02%	206.14	4.11%
	Total premium (₹ million)	1,432.10	4.26%	1,531.84	3.78%	2,147.94	4.14%	322.49	3.55%
	Number of policies	21,074	11.22%	20,881	10.57%	36,241	13.65%	7,823	13.35%
Individual Agent network	NBP (₹ million)	226.32	1.21%	239.00	1.17%	436.39	1.58%	118.74	2.37%
	Total premium (₹ million)	615.20	1.83%	706.85	1.74%	1,019.04	1.96%	248.77	2.74%
	Number of policies	7,060	3.76%	5,619	2.84%	8,541	3.22%	2,275	3.88%
Broker channels and	NBP (₹ million)	1,130.36	6.06%	912.42	4.45%	1,797.86	6.50%	650.16	12.98%

Channel	Metric	Fiscal						Three months ended June 30, 2022	
		2020		2021		2022			
		Amount/ Number	Percentage of Total (%)	Amount/ Number	Percentage of Total (%)	Amount/ Number	Percentage of Total (%)	Amount/ Number	Percentage of Total (%)
Corporate Agents	Total premium (₹ million)	1,308.80	3.89%	1,144.24	2.82%	2,124.61	4.10%	691.21	7.61%
	Number of policies	16,492	8.78%	8,980	4.55%	14,951	5.63%	4,691	8.00%
CSCs and MFIs	NBP (₹ million)	18.11	0.10%	141.69	0.69%	760.23	2.75%	327.11	6.53%
	Total premium (₹ million)	33.39	0.10%	159.20	0.39%	814.92	1.57%	330.75	3.64%
	Number of policies	17,294	9.20%	28,937	14.65%	18,307	6.90%	2,934	5.01%
Digital and direct sales channels	NBP (₹ million)	5,351.70	28.67%	7,296.17	35.58%	6,339.31	22.92%	237.25	4.74%
	Total premium (₹ million)	5,397.91	16.06%	7,369.63	18.17%	6,487.48	12.51%	304.20	3.35%
	Number of policies	2,910	1.55%	12,259	6.21%	5,118	1.93%	865	1.48%
Total	**NBP(1) (₹ million)**	**18,667.88**	**100%**	**20,505.70**	**100%**	**27,662.13**	**100%**	**5,010.47**	**100%**
	Total premium* (₹ million)	**33,604.36**	**100%**	**40,555.02**	**100%**	**51,865.64**	**100%**	**9,079.68**	**100%**
	Number of policies	**187,896**	**100%**	**197,564**	**100%**	**265,471**	**100%**	**58,610**	**100%**

** Includes premium due but not received of ₹ 279.14 million, ₹ (52.61) million, ₹ 50.14 million and ₹ (320.29) million in Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022, respectively.*
(1) As per our Restated Financial Information.

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Bancassurance

(i) *Bank of Baroda and Union Bank of India*

As of June 30, 2022, we have a distribution agreement with each, BOB and UBI. Bancassurance with these two banks represents our largest distribution channel. In Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022, BOB and UBI contributed 88.36%, 88.01%, 86.58% and 85.31%, respectively, of our New Business IRP. New Business IRP contributed by our bancassurance channel comprising BOB and UBI of India was ₹ 7,510.31 million in Fiscal 2020 and increased at a CAGR of 24.53% from ₹ 11,645.92 million in Fiscal 2022. We regularly engage with the BOB and UBI relationship managers who are authorised to sell our products and have introduced various measures to strengthen our relationship with them, including improving our product features, customer requirements and sales techniques. We work closely with these bancassurance partners to target strategic customer segments, such as defence personnel or high net worth individuals. We also provide technology support by enabling electronic submission of policy applications by the relationship managers. We have integrated our technology and processes to a great extent with BOB and intend to integrate with digital assets of BOB. Our wealth management solution intends to enable BOB officials to complete end-to-end sales without depending on the BDM, and enable them to complete renewals, services and address claims. We have also undertaken integration with BOB's fixed deposit process, which will enable BOB officials to sell our products along with new fixed deposits.

We believe our bancassurance channels through two of the largest PSU banks in India provides us with a strong presence across rural and urban areas, including metropolitan cities, tier I, tier II and tier III cities and towns across India. While bancassurance partners are permitted to enter into similar arrangements with up to three life insurance companies, our bancassurance relationship with BOB is exclusive through contract. Sales commissions are paid to bancassurance partners as per the rates filed for each product with IRDAI. We believe that more business can be generated through our bancassurance partners that have a large customer base that is relatively untapped. We intend to actively engage additional branches of our bancassurance partners to access more number of customers.

(ii) *Relationships with regional rural banks*

We have also entered into bancassurance partnerships with eight regional rural banks with over 5,132 branches as of June 30, 2022. Regional rural banks are critical from the perspective of increasing our rural penetration, and we are able to access these banks through their affiliation with BOB and UBI, as applicable. Regional rural banks also contribute significantly to the dissemination of PMJJBY policies.

Emerging Channels

(i) *Individual Agent Network*

As at June 30, 2022, we had 1,634 individual agents.

Individual agents are appointed by insurers as per the Insurance Regulatory and Development Authority of India (Appointment of Insurance Agents) Regulations, 2016. Under these regulations, an individual agent is permitted to act as an agent for one life, general, health and mono-line insurer each. Further, composite insurance agents can act as insurance agents for two or more insurers, subject to the condition that he/she shall not act as insurance agent for more than one life insurer, one general insurer, one health insurer and one each of the mono-line insurers.

We believe our large bancassurance network enables us to effectively support our widespread individual agent network and reduce dependence on any specific region or customer segment. Following an initial assessment of market potential in a certain geographic region, we engage with potential customers, by appointing agents. Our agents are identified and enlisted based on historically high productivity levels in order to create an elite agency model that optimises agent utility. With a limited number of agents in comparison to leading life insurers, we focus on creating an efficient and profitable network of agents with high productivity.

We offer on-site and remote support for our agents, through technical support applications and internet portals, bite sized dynamic learning modules and intelligent sales information dissemination through sales nudges sent to BDMs. We also focus on activating 'lead generators' for our business, who are the branch staff passing on leads to the BDMs.

(ii) *Broker channels*

As at June 30, 2022, we had 174 broker tie-ups, comprising 173 individual insurance brokers and one insurance marketing firm, including tie-ups with Bluechip Insurance Broking Private Limited, Policybazaar Insurance Brokers Private Limited, Integrated Insurance Broking Services Private Limited, Muthoot Insurance Brokers Private Limited and Bajaj Capital Insurance Broking Limited. Insurance marketing firms offer a range of financial products for consumers and are permitted to tie up with up to two general insurance companies, two life insurance companies and two health insurance companies within a certain geographic area. Our arrangements with our partners in our brokers are non-exclusive and allow such distribution partners to sell both our insurance products as well as products of other insurance companies. Such arrangements typically last for open-ended terms and include commission-based payment terms.

(iii) *Corporate Agent Network*

Corporate agents are granted a certificate of registration by IRDAI in accordance with the IRDAI Registration of Corporate Agents Regulations for solicitation and servicing of insurance business for any of the specified category of life, general and health. A corporate agency registration is valid for a period of three years from the date of issuance, unless the same is suspended or cancelled by the IRDAI. The grant and renewal of a corporate agency registration is subject to the applicant meeting the eligibility criteria prescribed in the IRDAI Registration of Corporate Agents Regulations. Depending on the type of registration (i.e., General, Life, Health) a corporate agent is permitted to act as a corporate agent for a maximum of three life, three general and/ or three health insurers and is required to adopt a board approved open architecture policy on the same. A corporate agent (composite) is allowed to tie up with up to three life, three general and three health insurers.

(iv) *Digital and Direct Sales*

We are increasingly focussing on digital and online sales channels, including through the internet and mobile applications supported by dedicated call centres. We have a dedicated team of sales employees to market our insurance products directly to customers, through insurance aggregators and website advertisements. The direct sales channel, particularly broader outreach through our website, is aimed at becoming one of our areas of focus. We have taken the following initiatives to strengthen our direct sales channel:

- calling customers on a periodic basis to inquire about any service needs or to make product pitches;
- converting service interactions into sales opportunities when customers visit local branches, or request our representatives on our website; and
- focusing on online and physical sales and marketing.

We believe that customers use digital platforms to research and compare competing products to seek assurance on their choice of product based on brand reputation, claims settlement record and past investment performance. They also seek convenience across the value chain, from on-boarding to claims settlement. We will aim to ensure adequate reach to these customers, through our and our partners' websites, web aggregators and retargeting campaigns. As part of our product proposition, we offer all our retail products through the online sales channel. To enhance customer convenience, we have provided easy to understand product details on our website and easy-to-use application form supported by a simplified on-boarding process. To ensure adequate marketing, we have begun targeting customers across different digital platforms by leveraging analytics and personalised site notifications. The direct channel has played a key role in the improvement in our ability to cross-sell to existing customers.

(v) *Micro-strategy - Common Service Centres and Micro-Finance Institutions*

CSC is an initiative of the Ministry of Electronics and Information Technology of the Government of India. CSCs are the access points for delivery of various electronic services to villages in India, thereby contributing to a digitally and financially inclusive society. CSCs conduct financial awareness campaigns in rural areas, including for insurance, in order to create financial literacy. CSCs also offer certain financial products and through these, we sell insurance policies with low ticket sizes which have specifically been customised to the requirements of rural customers.

In case of MFIs, such institutions offer microfinance to rural customers, to cater to small fund requirements. In connection with such microloans extended, we offer credit life insurance to the same customers through the MFIs themselves. We are able to do this economically on a wide scale owing to our technologically integrated sales process than enables efficient distribution of low value policies, aiding our penetration of micro-markets.

Technology Infrastructure and Initiatives

We believe that the development and use of information technology is critical to the efficient operations of our business and is a key contributor to our success. We rely on our technology infrastructure for a range of operations, including our customer onboarding, claims processing, settlements and sales management functions.

We have invested in enterprise grade software (core systems, back-office systems, digitized on-boarding solutions, financial systems) that provide stability, reliability, and security. 'Simplify' has been designed on a low-code, no-code platform with in-built AI capabilities, in a modular way with various third party automations which include C-KYC/eKYC/CIBIL/Insurance Information Bureau/internal data models, OCR for extracting the data from a document, providing seamless onboarding experience. The investment in low code platform has helped us attain faster turn-around time in new product rollouts, thereby leading to reduced development spends. Further, product rollout is done within two weeks to four weeks from conceptualization, compared to two months to three months in the past. We have also noted a decline of approximately 47.56% in product setup cost on the new low code platform. We employ focused-automation through Smart Scrutiny by leveraging RPA, ML and Vision AI to enable scrutiny of supporting documents in an auto-pilot mode, and we built a one-of-a-kind sales accelerator through use of data analytics and AI for sales patch optimization, BDM profiling and BDM sales simulator along with byte sized dynamic learning modules and intelligent sales information dissemination through sales nudges. With the roll-out of Simplify, we have also consolidated various applications into one integrated application for our sales teams. This application can also be accessed offline, reducing the dependence on network availability. To complement Simplify, we have launched our lead and activity management tool on a low-code, no-code platform as well. In addition to capturing lead details, the lead and activity management tool helps our sales force in managing their activities, automating the administrative processes, thereby allowing them to dedicate their time towards sales.

To enrich our customer experience, we have built a fully digitized instant policy issuance journey on the Simplify platform that makes the policy issuance turn-around immediate, instead of the erstwhile two days. This has won us an award for the 'Technology Initiative of the Year 2021-2022' at the BFSI Technology Excellence Award, 2022'. Our website is built on a content management system, providing the ability to our marketing teams to modify contents in a systematic manner to leverage our digital marketing needs. The multilingual website is equipped with Chatbot (IRIS) and self-care portal for buying products and addressing servicing requirements.

Our primary data center is hosted in Mumbai with a leading data center provider, with a disaster recovery center in Hyderabad. Our data center, all our branches, our key distributors and service providers are connected through Wide Area Network. Our key functions such as finance, investment, risk management, actuarial calculations and human resources are supported by enterprise application stack from notable OEM providers. As of June 30, 2022, we have 42 IT professionals in our IT team.

Business Processes

Customer onboarding, service and retention

In the three months ended June 30, 2022, we had 58,610 retail product policies in force. Our group product policies outstanding as of June 30, 2022, covered 1,347,856 lives. The following table sets forth certain information relating to the number of policies issued for our retail products and number of lives covered under group products in the periods indicated:

Products	**Particulars**	**Fiscal**						**Three months ended June 30, 2022**	
		2020		**2021**		**2022**			
		Count	**Percentage of Total (%)**	**Count**	**Percentage of Total (%)**	**Count**	**Percentage of Total (%)**	**Count**	**Percentage of Total (%)**
Retail Products	Number of policies	187,896	2.64%	197,564	2.47%	265,471	2.64%	58,610	4.17%
Group Products	Number of lives	6,940,887	97.36%	7,803,470	97.53%	9,785,072	97.36%	1,347,856	95.83%
Total		**7,128,783**	**100.00%**	**8,001,034**	**100.00%**	**10,050,543**	**100.00%**	**1,406,466**	**100.00%**

The following table sets forth certain information relating to the number of retail policies issued in rural and urban regions in the periods indicated:

Particulars	**Fiscal**						**Three months ended June 30, 2022**	
	2020		**2021**		**2022**			
	Count	**Percentage of Total (%)**	**Count**	**Percentage of Total (%)**	**Count**	**Percentage of Total(%)**	**Count**	**Percentage of Total (%)**
Urban	125,371	66.72%	124,724	63.13%	163,504	61.59%	34,991	59.70%
Rural	62,525	33.28%	72,840	36.87%	101,967	38.41%	23,619	40.30%
Total	**187,896**	**100.00%**	197,564	100.00%	265,471	100.00%	58,610	100.00%

Customer on-boarding and service

We have introduced standardized service counter processing procedures to make customer service more efficient at our branches. Our sales agents are encouraged to maintain regular contact with their customers to ensure service quality and strengthen customer relationships. Our intelligent digital modes offer 24/7 support for a wide array of customer queries or requests. Customers have the choice of using our Whatsapp, chatbot, portal amongst several digital support channels, or speaking to trained agents, to ensure that we deliver reliable levels of service.

We have established a "customer engagement" department to engage with customers on a regular basis, understand their changing insurance requirements and expectations and address these issues to improve customer service experience at various touch points. These include an enterprise-wide audit of all customer communication, website enhancements, automation leading to instant fulfilment of customer requests, training and coaching of employees and several others. Our NPS continues to show sustained improvement.

Customer Segmentation helps us determine our customer goals, choices and preferences. Segmentation enables us to deliver on different service expectations of different customer segments. One of our customer segments includes High Net Income ("**HNI**") customers. We provide a highly personalized service to our HNI customers, which we believe assists in increasing referrals.

Our distribution partners can leverage our unified customer and distributor platform that comprises a centralised database of customer information, including details such as customer demographics, policy details and credit history. This platform has also been integrated with the Government's Aadhaar services platform to facilitate the customer on-boarding process.

Customer retention

As most of our products require periodic premium contributions from policyholders, we believe that customer retention is essential for our continued growth. Customer retention is also directly linked to our Persistency Ratios, which we believe is a crucial business viability indicator.

Persistency Ratio is the proportion of business that is retained from the business underwritten and is measured in terms of the number of policies and premiums underwritten. The following table sets forth our Persistency Ratios (by premium) for our retail products in the periods indicated:

Particulars	**Fiscal**			**Three months ended June 30, 2022**
	2020	**2021**	**2022**	
13th month	75.76%	78.49%	81.16%	82.73%
25th month	66.87%	66.01%	70.32%	72.28%
37th month	62.74%	60.61%	61.93%	62.78%
49th month	57.15%	57.60%	57.51%	57.94%
61st month	38.40%	44.46%	43.98%	46.67%

The following table sets forth our Persistency Ratios (by premium) by product categories for our retail products in the periods indicated:

Product	**Period**	**Fiscal**			**Three months ended June 30, 2022**
		2020	**2021**	**2022**	
ULIPS	13th month	79.83%	78.29%	78.74%	80.75%
	25th month	70.17%	69.36%	69.97%	71.11%
	37th month	65.99%	63.46%	64.93%	65.81%
	49th month	61.84%	61.08%	61.05%	61.51%
	61st month	36.05%	46.27%	42.05%	44.55%
Participating products	13th month	73.25%	79.12%	78.99%	79.52%
	25th month	66.59%	64.48%	71.32%	73.53%
	37th month	62.19%	60.05%	60.29%	61.16%
	49th month	51.06%	56.58%	57.27%	57.38%
	61st month	38.74%	39.79%	44.97%	47.54%
Non-participating, savings products	13th month	71.41%	76.35%	84.35%	86.32%
	25th month	61.64%	61.09%	67.01%	69.15%
	37th month	59.35%	56.78%	58.01%	58.88%
	49th month	53.70%	54.19%	52.02%	52.59%
	61st month	26.91%	45.42%	46.22%	50.69%
Non-participating, protection products	13th month	77.39%	93.90%	93.36%	94.13%
	25th month	64.34%	72.80%	90.31%	88.71%
	37th month	66.88%	47.60%	67.92%	70.75%
	49th month	50.42%	59.32%	43.69%	43.73%
	61st month	42.31%	49.89%	61.81%	61.61%

The following table set forth our Persistency Ratios (by premium) according to distribution channels for our retail products in the periods indicated:

Channel	**Period**	**Fiscal**			**Three months ended June 30, 2022**
		2020	**2021**	**2022**	
Bancassurance - Bank of Baroda	13th month	81.32%	83.52%	84.94%	86.37%
	25th month	71.41%	71.07%	75.44%	77.28%
	37th month	68.28%	65.41%	67.23%	68.08%
	49th month	63.18%	62.29%	62.68%	63.44%
	61st month	39.66%	48.16%	46.01%	49.59%
Bancassurance – Union Bank of India	13th month	74.32%	78.68%	80.85%	82.79%
	25th month	63.49%	65.62%	70.73%	73.29%
	37th month	59.65%	57.05%	61.09%	62.29%

Channel	Period	Fiscal			Three months ended June 30, 2022
		2020	2021	2022	
	49th month	53.90%	54.71%	53.22%	53.72%
	61st month	38.67%	43.10%	45.34%	47.26%
Arrangements with regional rural banks	13th month	56.88%	48.51%	58.24%	60.96%
	25th month	47.36%	43.52%	36.92%	38.49%
	37th month	38.10%	39.93%	38.42%	37.43%
	49th month	29.92%	34.88%	36.23%	36.39%
	61st month	27.65%	25.94%	29.60%	30.90%
Individual agent network	13th month	57.97%	51.29%	60.98%	62.22%
	25th month	53.59%	48.68%	46.60%	48.30%
	37th month	43.94%	44.19%	43.30%	43.96%
	49th month	45.27%	43.14%	40.79%	39.54%
	61st month	37.70%	41.49%	38.42%	39.23%
Broker channels and Corporate agents	13th month	17.95%	22.80%	45.91%	62.99%
	25th month	11.99%	13.28%	12.26%	11.65%
	37th month	35.09%	9.42%	10.07%	9.42%
	49th month	41.72%	18.67%	7.65%	8.99%
	61st month	31.39%	38.28%	14.18%	5.80%
CSCs and MFIs	13th month	52.24%	39.59%	38.52%	39.77%
	25th month	51.55%	43.61%	38.19%	38.59%
	37th month	44.02%	50.85%	37.57%	37.80%
	49th month	41.84%	38.69%	47.10%	43.81%
	61st month	26.91%	37.62%	32.04%	32.58%
Digital and direct sales channels	13th month	48.82%	63.89%	78.60%	76.57%
	25th month	46.09%	34.80%	59.60%	70.18%
	37th month	45.95%	34.05%	31.50%	33.92%
	49th month	55.18%	36.03%	32.17%	31.70%
	61st month	39.66%	62.84%	34.49%	35.64%

A high proportion of renewals of policies till the end of their terms is crucial to our business performance and profitability and our Persistency Ratios reflect our ability to retain customers in this competitive market. We have introduced a number of initiatives to improve persistency of our existing policies, including:

- Multivariate analytical model to define propensity to pay, as well as follow up initiatives for renewal collection;
- Multi-pronged approach to collect renewal through call centers, sales, dedicated RMs and direct customer outreach
- Geo tagging sales team for renewal data which enables the sales team to optimise their collection at the point of sale
- Paid up calculator at the time of renewal, through which customers can understand the benefit of payment or loss in case of non-payment;
- Instant loan to renewal, with electronic process for advancing loans to customers for continuing with the policy;
- Option to fill good health declaration online, thereby easing the process;
- Real time receipting and instant premium payment confirmation, leading to improved customer satisfaction;
- Multiple avenues of premium payment, both online (including though credit card, debit cards, UPI, among others) and offline modes at branches, increasing convenience.

Within our operational framework, our dedicated renewal business vertical continues to focus on collection of Renewal Premiums and servicing policyholders.

We have introduced various service quality initiatives including obtaining customer feedback, regularly monitoring NPS scores and addressing specific concern areas, along with communicating with customers through accessible modes such as Whatsapp. We have also introduced online purchase and premium payment, implementing standardized and simplified communication templates and automated email templates on case closures to provide faster resolution to customers, thereby reducing turnaround time.

Underwriting

Our life insurance underwriting process involves an evaluation of policy proposals and risks associated with such proposal on an equitable basis, enabling us to determine if the risks related to the particular proposal are within our acceptable risk limits. The risks we evaluate include mortality risk and insurance fraud risk, amongst others. During the underwriting process, we consider the characteristics of the individual to be insured, including medical condition, occupation and income, in order to establish the insurability, and avoid over-insuring any individual. Depending on the amount of risk to be assumed under a particular insurance policy and the level of control we can exercise over it, underwriting decisions are made either by underwriters who are skilled in evaluating information related to medical conditions as well as financial documents, located at regional underwriting units across India or by underwriters based in our central underwriting department at our Registered and Corporate Office. As of June 30, 2022, we have 48 underwriters on our payroll.

We establish underwriting limits for each of our underwriters based on their experience. We follow internal procedures on review of proposals depending on the type and amount of the policy that the customer is applying for. For example, in the case of policies that provide benefits to customers above a certain amount, and taking age into consideration, the insured person must undergo a medical examination performed at one of our empanelled medical centers. The findings of the medical examination may result in a proposal being accepted with extra mortality rating which is standard base mortality or deferred / declined or additional premium being charged to the customer for life insurance for the extra risk exposure they carry, to ensure that we maintain a healthy portfolio. We have also introduced rule-based automated underwriting processes for certain products up to a certain sum assured amount, with controls to reject high risk cases for manual underwriting, thereby reducing the processing time for a large number of new applications without materially increasing our underwriting risk.

We have developed and implemented stringent underwriting policies and procedures over the years to assess and manage the risks involved. We obtain information from the relevant bureau which has a database of insurance-related information for individuals to identify the following details regarding insurance applicants: (i) existing cover with other insurers, (ii) decision taken on the policies such as decline, postponement, rejection for medical and non-medical reasons, and (iii) policies cancelled after issuance where non-disclosure of a material fact or deliberate fraud is identified. We have undertaken API integration with the relevant bureau to obtain disclosures pertaining to existing ailments, existing policies not disclosed in the application and accordingly specific rates or conditions are applied on fresh applications to maintain a healthy portfolio. Our risk management team is able to identify such non-disclosures and take appropriate action such as sharing information with underwriting team, or cancelling policies from inception in existing cases where deliberate suppression of facts or fraud is established.

We conduct periodic reviews of our underwriting procedures and policies to ascertain mortality risk exposures, and to align underwriting norms to market conditions, customer preferences and the pricing basis of the relevant product. While implementing efficient policy issuance measures, we also need to avoid adverse life selection. We have developed a risk score model that uses predictive analytics, which has been integrated into the underwriting module to identify and highlight high risk cases for enhanced scrutiny. These cases are screened carefully by the underwriter and additional requirements, depending on the perceived risks, are requested, including moral hazard reports from relevant officials and repeat/additional medical tests to rule out serious ailments that an individual may be suffering from.

Under applicable regulations in India, claims under life insurance policies may be repudiated only within three years from date of acceptance of risk in the event of adverse or fraudulent concealment. Based on applicable risk score models, old policies are identified and certain post-issuance profile verifications are undertaken to confirm the profiles of such cases to enable us to implement appropriate measures for fraudulent cases well within the regulator mandated three year window.

Customer value management and advocacy

Our customer value management function serves to enhance customer engagement across product lifecycles and to take advantage of the growth opportunities from cross-selling and up-selling. Our distribution partners can leverage our unified customer and distributor platform that comprises a centralised database of customer information, including details such as customer demographics, contact details, policy details and credit history, which includes a database of customer information that can be accessed by each of our distribution partners. This platform has also been integrated with the Government's Aadhaar services platform to facilitate the customer on-boarding process. We also use analytics tools to identify target customers and to determining the suitability of additional products for our customers, which facilities cross-selling efforts.

Claims management and grievance redressal

As a company operating in the insurance sector, claims management is an important aspect of our business. Our customer relationships are developed at the claims stage as we provide efficient services, aim to exceed customer expectations, and set up programmes for effective resolution of customer grievances. In order to ensure that claims do not exceed the relevant policy limits, we have implemented a centralized claims settlement system that does not accept a claim for settlement if the amount of the claim exceeds the limit for that policy. Our Claims management and policy servicing systems calculate the eligible amounts that can be settled to the claimant based on policy limits and applicable terms and conditions. We have also established a claims review committee to independently assess claims for repudiation and claims of higher sum assured, to ensure correct decisions and payment of all genuine claims. The table below depicts certain information regarding our performance indices over the last three Fiscals:

Particulars	Fiscal			Three months ended June 30, 2022
	2020	2021	2022	
Operational				
Number of Death Claims Reported	14,066	17,969	31,963	7,237

Particulars	Fiscal			Three months ended June 30, 2022
	2020	2021	2022	
Death Claims Settlement Ratio	98.56%	98.70%	98.83%	98.21%
Financial				
Opening balance of complaints at the beginning of the period	72	33	75	75
Add: Additions during the period	2,512	2,656	2,562	740
Less: Complaints resolved during the period	1,140	2,395	2,338	675
Complaints pending at the end of the period	33	75	75	65

The following table sets forth our key ratios for the periods indicated:

Particulars	As of March 31,			Three months ended June 30, 2022
	2020	2021	2022	
Mis-selling Ratio(1)	1.14%	1.18%	0.79%	1.04%
Death Claims Repudiation Ratio(2)	1.44%	1.30%	1.17%	1.79%
Individual Surrender Ratio(3)	6.50%	5.04%	4.88%	1.65%
Number of Complaints	2,512	2,656	2,562	740
Conservation Ratio(4)	82.13%	85.60%	83.56%	89.02%

(1) Mis-selling Ratio is grievances with respect to unfair business practice that are reported to the Company divided by policies issued by the Company in the same period represented as a percentage.
(2) Death Claims Repudiation Ratio is the number of claims repudiated or not found admissible out of the total number intimated for individual products in India, expressed as a ratio.
(3) Individual Surrender Ratio is individual surrender amount divided by individual investments / individual AUM during the year/period.
(4) Conservation Ratio is Total renewal premium income in the current year divided by first year premium and renewal premium income in the previous year.

We have set up a Grievance Redressal Policy ("**GRP**") which is reviewed by our senior management every three years or when there are any changes in regulations or business model. The GRP sets out various provisions, systems and procedures to ensure prompt redressal of customer grievances through an established and standardized structure. Pursuant to IRDAI's Corporate Governance Guidelines, we have also formed a Policyholders' Protection Committee to address compliance issues relating to the protection of policyholders' interests. The Policyholders' Protection Committee is responsible for putting in place procedures and effective mechanisms to address complaints and grievances of policyholders. Our grievance redressal mechanism registers and provides prompt resolution of grievances within specified timelines, and our grievance redressal channels include letters, emails, phone calls, text messages and toll-free customer care numbers.

The table below sets forth the number of death claims reported and death claims settlement ratio for retail policies in India for the periods indicated:

Particulars	Fiscal			Three months ended June 30, 2022
	2020	2021	2022	
Number of death claims reported	2,164	2,885	4,638	586
Death Claims Settlement Ratio(1)	96.65%	96.81%	96.92%	94.88%

(1) Death Claims Settlement Ratio is calculated as the number of claims paid out of the total intimated.

The following table sets forth information relating to our grievance disposal for retail policies in India as at and for periods indicated:

Particulars	Fiscal			Three months ended June 30, 2022
	2020	2021	2022	
Opening balance at the beginning of the year/ period	72	33	75	75
Add: Additions during the year/ period	2,512	2,656	2,562	740
Less: Complaints resolved during the year/ period	1,140	2,395	2,338	675
Complaints pending at the end of the year/ period	33	75	75	65

Pricing

We price our life insurance products using a set of assumptions. The key assumptions are mortality, morbidity, investment returns, persistency, expenses, commission, and required profit margins for different products. The mortality or morbidity assumption is based on our own emerging experience and expected future experience, the Indian Assured Lives Mortality Table 2012-2014, the Individual Annuitant's Mortality Table (2012-2015) or the Critical Illness Basic Table, the risk rates and terms and conditions provided by reinsurers, and other prevailing market factors. A similar process is followed for other assumptions, where our own emerging experience, market view and future expectations are all taken into consideration to determine the assumptions used. Pricing also takes into account specific characteristics of the target market and / or distribution channel where possible.

We review the financial results emerging from these products periodically and determine appropriate actions such as modifying premium rates to align with actual experience, withdrawing the product and / or altering the product's features. We have an inhouse actuarial team which finalises our pricing decisions in compliance with applicable guidelines and regulations and generally accepted actuarial practice. As of June 30, 2022, our actuarial team comprises 28 members, including three fellows qualified from Indian or international actuarial institutions. For further information, see "*Our Business – Our Products – Product Strategy and Development*" on page 175.

Premium Distribution

The following table sets forth the geographical distribution of our Individual NBP for the periods indicated:

Sl. No.	State	Zone	Fiscal Year ended March 31,			Three months ended June 30, 2022
			2020	2021	2022	
			(₹ in million)			
1.	Arunachal Pradesh	East	5.20	21.84	44.41	8.33
2.	Assam	East	51.59	88.84	127.43	21.67
3.	Bihar	East	221.30	237.37	348.06	77.60
4.	Chhattisgarh	East	133.01	151.74	209.20	42.40
5.	Jharkhand	East	81.72	123.26	194.18	36.46
6.	Manipur	East	12.54	11.33	29.20	7.10
7.	Meghalaya	East	4.14	15.49	22.23	6.09
8.	Mizoram	East	6.78	0.89	1.09	0.38
9.	Nagaland	East	11.53	15.20	37.00	8.30
10.	Orissa	East	195.41	184.06	263.23	50.53
11.	Sikkim	East	1.84	5.29	8.31	0.98
12.	Tripura	East	5.26	9.00	12.43	2.57
13.	West Bengal	East	281.30	350.97	613.38	130.17
14.	Chandigarh	North	6.59	9.67	16.67	6.89
15.	Delhi	North	357.95	456.60	503.40	81.68
16.	Haryana	North	108.14	156.54	239.44	41.57
17.	Himachal Pradesh	North	20.94	30.06	30.48	6.62
18.	Jammu & Kashmir	North	(2.22)	8.77	13.47	1.91
19.	Punjab	North	103.71	149.00	268.25	52.33
20.	Uttar Pradesh	North	1,205.31	1,580.31	2,592.90	577.31
21.	Uttarakhand	North	73.32	89.02	116.90	22.80
22.	Andaman and Nicobar Islands	South	0.46	0.90	0.98	0.20
23.	Andhra Pradesh	South	650.20	455.33	602.44	133.23
24.	Karnataka	South	366.96	368.69	559.74	160.84
25.	Kerala	South	80.67	102.88	189.11	44.19
26.	Puducherry	South	4.92	8.87	10.92	2.95
27.	Tamil Nadu	South	188.51	196.56	314.38	79.72
28.	Telangana	South	454.81	259.60	370.62	77.68
29.	Dadra and Nagar Haveli	West	5.23	6.26	-	1.61
30.	Daman and Diu	West	11.32	15.68	46.40	8.72
31.	Goa	West	99.72	107.66	158.14	35.80
32.	Gujarat	West	2,024.63	1,792.07	2,848.30	615.60
33.	Madhya Pradesh	West	261.72	427.07	662.36	116.25
34.	Maharashtra	West	941.53	1,045.47	1,719.23	378.14
35.	Rajasthan	West	701.40	759.85	1,112.98	234.30
Total			**8,677.45**	**9,242.14**	**14,287.24**	**3,072.91**

Reserves

We establish and maintain reserves to adequately meet future policyholder pay-outs under all insurance policies that we underwrite. Reserves are estimated based on IRDAI prescribed regulations and actuarial practice standards issued by the Institute of Actuaries of India, which include specific provisions for adverse deviations of the bases, such as mortality and morbidity rates, interest rates, and expense rates, and any explicit provisions made, in the valuation of liabilities. The actuarial valuation of liabilities for life insurance policies in force is certified by the appointed actuary who undertakes and reports these valuations in accordance with relevant regulations.

Reinsurance

In the ordinary course of our business, we purchase reinsurance from highly rated reinsurers. We also strategically diversify our reinsurance book to minimize third party credit risk. Our total reinsurance ceded to third-party reinsurers in Fiscal 2020, 2021, 2022 and June 30, 2022 was ₹ 1,151.40 million, ₹ 1,545.62 million, ₹ 2,013.59 million and ₹ 344.52 million, respectively. Our criteria for selecting third-party reinsurers include type of risk, financial strength, terms of arrangement, capacity of the reinsurer to write the risk, level of support and expertise provided by the reinsurer and past claims payment history. We monitor the financial condition of our third-party reinsurers on a regular basis and have not experienced any third-party reinsurer default from Fiscal 2020 to June 30, 2022. For details, see " *Financial Information*" on page 257 of this Draft Red Herring Prospectus.

Investments

As of March 31, 2020, 2021, 2022 and June 30, 2022, our AUM was ₹ 147,228.76 million, ₹ 171,089.96 million, ₹ 189,318.10 million and ₹ 186,376.43 million, respectively. Our investments are divided into two categories: policyholders' funds and shareholders' funds. Policyholders' funds are further divided into three sub-categories: (i) linked funds, (ii) participating funds and (iii) non-participating funds. Linked funds are assets underlying our unit-linked products, for which the asset allocation is largely determined by customers. Participating funds and non-participating funds are assets underlying our participating and non-participating life insurance products, respectively. The following table sets forth the breakdown of our AUM by fund type as of the dates indicated:

Funds	**As of March 31,**						**As at June 30, 2022**	
	2020		**2021**		**2022**			
	Carrying Value (₹ in million)	**Percentage of AUM (%)**	**Carrying Value (₹ in million)**	**Percentage of AUM (%)**	**Carrying Value (₹ in million)**	**Percentage of AUM (%)**	**Carrying Value (₹ in million)**	**Percentage of AUM (%)**
Policyholders' Funds								
Linked Funds	39,670.85	26.87%	59,156.67	34.54%	71,884.72	37.91%	67,664.34	36.25%
Non-participating Funds	53,316.44	36.29%	45,616.97	26.68%	45,254.20	23.96%	46,373.97	24.93%
Participating Funds	47,773.66	32.45%	59,967.82	35.07%	67,386.46	35.59%	67,722.07	36.34%
Shareholders' Funds	**6,467.81**	**4.39%**	**6,348.49**	**3.71%**	**4,792.71**	**2.53%**	**4,616.05**	**2.48%**
Total	**147,228.76**	**100.00%**	**171,089.96**	**100.00%**	**189,318.10**	**100.00%**	**186,376.43**	**100.00%**

Our investment management function is a key aspect of our business and creates significant value for our policyholders and shareholders. Our financial strength and ability to profitably underwrite insurance business depends significantly on the quality and performance of our investment portfolios. We invest the premiums received and other income generated from our insurance business to meet the future liabilities associated with the insurance products that we underwrite, as well as to generate a return for our business. We believe that our success in investment management contributes to the competitiveness of our products, financial strength, profitability and business reputation.

Investment Strategy

We are required to make our investments only in instruments/securities issued in India, according to the provisions of the Insurance Act and IRDAI Investment Regulations.

We manage our investments with the objective of ensuring competitive returns consistent with the safety and liquidity profile of each fund. Our investment strategy is also guided by our risk management policies and applicable regulatory guidelines. We follow an investment strategy to acquire and maintain quality assets that can meet the liabilities accepted by us. Our investment activities aim to meet the reasonable expectations of the policyholders taking into account the safety of their funds, while optimizing risk adjusted returns.

Our investment strategy operates within the framework decided by the Asset Liability Management Committee, which defines interest rate risk matching. While our strategic asset allocation differs among product groups, the following general objectives apply to all product groups: (i) maintenance of earnings that exceed liability costs (at assumed yields); (ii) determination of a reasonable bonus for participating funds; (iii) maintenance of appropriate liquidity; and (iv) maintenance of adequate solvency. The investment objectives for each category of funds are as follows:

- Linked funds: Outperform the benchmark for the fund over the long term while meeting the specific objectives of each individual fund.

- Participating funds: the twin objectives are to meet the guarantees and endeavour to earn investment returns that exceed the reasonable expectations of the policyholders regarding policy bonuses and discretionary benefits.

- Non-participating funds: meet the guaranteed return while maintaining a suitable balance between long-term safety, stability and return.

- Shareholders' funds: To ensure safety of assets supporting the solvency ratio requirements and to maximize risk adjusted returns.

Investment Composition

We have a diversified investment portfolio including investments in government securities, bonds and debentures, equity shares, money market instruments, mutual funds, and fixed deposits, in accordance with the investment guidelines prescribed by the IRDAI from time to time. As of Fiscal 2022, our AUM was ₹ 189,318.10 million, of which equities constituted 25.54%, government securities constituted 45.40%, and corporate bonds constituted 16.17%. As of June 30, 2022, our AUM was ₹ 186,376.43 million, of which equities constituted 23.67%, government securities constituted 47.81%, and corporate bonds constituted 15.43%.

The following table sets forth the composition of our funds by asset class on the basis of carrying value as of June 30, 2022:

Asset Class	As of June 30, 2022									
	Policyholders' Funds						Shareholders' Funds		Total	
	Linked Funds		Non-Participating Funds		Participating Funds					
	Carrying value (₹ in million)	Percentage of Total AUM (%)	Carrying value (₹ in million)	Percentage of Total AUM (%)	Carrying value (₹ in million)	Percentage of Total AUM (%)	Carrying value (₹ in million)	Percentage of Total AUM (%)	Carrying value (₹ in million)	Percentage of Total AUM (%)
Equity	41,519.04	61.36%	816.83	1.76%	1,625.95	2.40%	158.71	3.44%	44,120.53	23.67%
Government Securities	12,532.85	18.52%	28,652.89	61.79%	45,516.26	67.21%	2,407.65	52.16%	89,109.64	47.81%
Debentures and Bonds	4,460.87	6.59%	10,330.94	22.28%	12,721.55	18.78%	1,729.60	37.47%	29,242.97	15.69%
Fixed Deposits	-	-	-	-	-	-	2.60	0.06%	2.60	-
Money Market Instruments	8,724.84	12.89%	5,756.47	12.41%	6,600.28	9.75%	963.74	20.88%	22,045.33	11.83%
Investment Net Current Assets	426.74	0.63%	816.85	1.76%	1,258.02	1.86%	(646.25)	(14.00)%	1,855.36	1.00%
Total	**67,664.34**	**100.00%**	**46,373.97**	**100.00%**	**67,722.07**	**100.00%**	**4,616.05**	**100.00%**	**1,86,376.43**	**100.00%**

The following table sets forth certain information relating to our investments by asset class as of the dates indicated:

Funds	As of March 31,						As at June 30, 2022	
	2020		2021		2022			
	Carrying Value (₹ in million)	Percentage of Total AUM (%)	Carrying Value (₹ in million)	Percentage of Total AUM (%)	Carrying Value (₹ in million)	Percentage of Total AUM (%)	Carrying Value (₹ in million)	Percentage of Total AUM (%)
Equity	26,504.10	18.00%	40,167.85	23.48%	48,358.43	25.54%	44,120.53	23.67%
Government Securities	59,838.82	40.64%	73,304.38	42.85%	85,941.32	45.40%	89,109.64	47.81%
Debentures and Bonds	46,640.31	31.68%	37,871.60	22.14%	31,165.54	16.46%	29,242.97	15.69%
Fixed Deposits	127.88	0.09%	2.59	0.00%	2.59	0.00%	2.60	0.00%
Money Market Instruments	11,922.59	8.10%	17,479.80	10.22%	20,562.87	10.86%	22,045.33	11.83%
Investment Net Current Assets	2,195.06	1.49%	2,263.74	1.32%	3,287.35	1.74%	1,855.36	1.00%
Total	**147,228.76**	**100.00%**	**171,089.96**	**100.00%**	**189,318.10**	**100.00%**	**186376.43**	**100.00%**

Equity (including exchange traded funds)

We invest in equity and exchange traded funds with the objective of providing sustainable long-term capital appreciation, while pursuing high growth opportunities. We own equity in companies in a wide range of industries, including banking and finance, information technology, manufacturing, telecommunications and others. As of March 31, 2022, 68.28% of our equity investments (including Bank Nifty Exchange-Traded Funds) were in companies forming part of the Nifty 50 Index and the rest of our equity investments were in companies forming part of the larger listed market. As of June 30, 2022, 73.63% of our equity investments (including Bank Nifty Exchange-Traded Funds) were in companies forming part of the Nifty 50 Index and the rest of our equity investments were in companies forming part of the larger listed market. The following table sets forth the breakdown of equity investments by the sectors that contribute more than 5% of our total equity investments as of June 30, 2022:

Industry	As of June 30, 2022	
	Carrying Value (₹ in million)	Percentage of Total AUM (%)
Computer software	5,669.91	3.04%
Financial and reinsurance activities	12,800.21	6.87%
Refinery	4,056.08	2.18%
Total	**22,526.19**	**12.09%**

Fixed Income Portfolio

Our fixed income portfolio majorly consists of government securities, debentures and bonds, and money market instruments. We aim to maintain a fixed income portfolio of high asset quality. As of March 31, 2022, 98.02% of our total fixed income portfolio comprised domestic AAA-rated instruments, including sovereign instruments, and as of June 30, 2022, 98.51% of our total fixed income portfolio comprised domestic AAA-rated instruments. All our money market instruments had sovereign/A1+ or equivalent rating as of March 31, 2022 and June 30, 2022. We have not had any defaults or delayed payments in our fixed income portfolio in the last three years.

The following table sets forth the domestic rating mix of our fixed income portfolio as of the dates indicated:

Rating	As of March 31			As of June 30, 2022
	2020	2021	2022	
Sovereign	58.95%	69.05%	75.70%	77.69%
AAA and equivalent	33.35%	26.54%	22.32%	20.82%
AA and equivalent	6.61%	3.77%	1.49%	1.01%
Others	1.09%	0.64%	0.49%	0.48%
Total	**100.00%**	**100.00%**	**100.00%**	**100.00%**

The following table sets forth the breakdown of corporate bonds by the sectors that contribute more than 5% of our total corporate bond portfolio as of June 30, 2022:

Industry	As of June 30, 2022		
	Carrying Value (₹ in million)	Percentage of Total (%)	% of total AUM
Electricity transmission and distribution	2,357.64	8.20%	2.00%
Financial and insurance activities	6,356.23	22.10%	5.39%
Housing finance services	5,488.10	19.08%	4.66%
Infrastructure finance services	8,685.11	30.19%	7.37%
Trading	2,396.78	8.33%	2.03%
Total	**25,283.87**	**79.71%**	**24.40%**

Investment Performance

The following table sets forth the net investment income and yield of our AUM by category in the periods indicated:

Funds	As of March 31,						Three months ended June 30, 2022	
	2020		2021		2022			
	Investment Income	Yield	Investment Income	Yield	Investment Income	Yield	Investment Income	Yield
(₹ in million, except percentages)								
A. With Interest, Amortisation, Dividends and with Unrealised gains / losses								
Shareholders' Funds	(644.54)	(6.41)%	670.63	7.45%	563.07	9.84%	98.81	(0.64)%
Non-participating Funds	3,769.71	10.03%	3,897.19	7.59%	3,541.44	5.21%	760.98	(5.85)%
Participating Funds	3,378.63	10.99%	4,019.88	8.06%	4,572.43	4.78%	1,035.35	(7.02)%
Linked Funds	(644.54)	(14.01)%	11,403.62	39.63%	1,520.32	13.41%	(4,267.56)	(21.77)%
B. With Interest, Amortisation, Dividends and without Unrealised gains / losses								
Shareholders' Funds	(656.72)	(9.06)%	659.07	9.97%	557.86	10.89%	103.50	8.48%
Non-participating	3,837.51	7.54%	3,838.84	8.30%	3,529.17	8.51%	828.67	7.21%

Funds	As of March 31,						Three months ended June 30, 2022	
	2020		2021		2022			
	Investment Income	Yield	Investment Income	Yield	Investment Income	Yield	Investment Income	Yield
(₹ in million, except percentages)								
Funds								
Participating Funds	3,554.41	7.83%	3,916.35	7.69%	4,537.90	7.28%	1,150.56	7.02%
Linked Funds	2,407.86	6.06%	4,503.77	9.89%	6,814.54	12.31%	395.32	2.51%

Performance of Linked Funds

The performance of our unit-linked funds is reviewed against a benchmark index that each unit-linked fund is linked to, based on the broad investment objective of the fund. The unit-linked portfolio primarily comprises of equity funds and NAV guaranteed funds. The following table sets forth, as of June 30, 2022, the performance of group linked funds versus benchmarks, which have a size over ₹ 1,000 million, for one, three and five year durations, respectively:

Fund	Benchmark	AUM as of June 30, 2022 (₹ in million)	Return for one year		Return for three year		Return for five year	
			Fund	Benchmark	Fund	Benchmark	Fund	Benchmark
Equity Advantage Fund	Benchmark (90% Nifty 50 and 10% Nifty 1 day Rate Index)	9.93	(0.26)	0.69	11.83	9.55	10.54	10.03
Bond Fund	Benchmark (85% Nifty Composite Debt Index and 15% Nifty 1 day Rate Index)	22.36	1.19	1.68	4.33	6.15	4.39	6.20
Dynamic Moderator Fund	Benchmark (20% Nifty 50 Index and 70% Nifty Composite Debt Index)	28.37	(0.05)	1.38	3.95	7.02	4.56	7.12

The following table sets forth, as of June 30, 2022, the performance of individual linked funds versus benchmarks, which have a size over ₹ 1,000 million, for one, three and five year durations, respectively:

Fund	Benchmark	AUM as of June 30, 2022 (₹ in million)	Return for one year		Return for three year		Return for five year	
			Fund	Benchmark	Fund	Benchmark	Fund	Benchmark
Equity Fund	Benchmark (90% Nifty 50 Index and 10% Nifty 1 day Rate Index)	2,147.25	0.54	0.69	11.63	9.55	9.64	10.03
Equity 1 Fund	Benchmark (90% Nifty 50 Index and 10% Ninety 1 day Rate Index)	30,517.31	0.72	0.69	11.40	9.55	10.48	10.03
Equity Pension Fund	Benchmark (90% Nnty 50 Index 8 10% Nifty 1 day Rate Index)	1,123.93	1.16	0.69	10.57	9.55	10.01	10.03
Equity Elite Opportunities	Benchmark (60% Mfty 50 Index and 40% Nifty 1 day Rate Index)	491.26	(0.02)	1.65	10.99	7.62	9.81	8.25
Index Tracker Fund	Benchmark (95% Mfty 50 Index and 5% Nifty 1 day Rate Index)	252.24	0.79	0.53	10.50	9.88	10.51	10.33
Value Fund	Benchmark (90% S&P BSE 100 Index and 10% Nifty 1 day Rate Index)	1,513.35	(0.11)	0.38	11.88	9.7	9.91	9.65
Dynamic Asset Allocation Fund	Benchmark (50% Nifty 50 Index, 15% Nifty 1 day Rate Index and 35% NIFTY Composite Debt Index)	3,605.94	(2.55)	1.20	3.95	7.96	4.66	8.28
Balanced Fund	Benchmark (60% Nifty 50 Index, 10% Nifty 1 day Rate Index and 30% NIFTY Composite Debt Index)	1,227.03	1.40	0.99	9.69	8.47	8.66	8.78

Fund	Benchmark	AUM as of June 30, 2022 (₹ in million)	Return for one year		Return for three year		Return for five year	
			Fund	Benchmark	Fund	Benchmark	Fund	Benchmark
Balanced 1 Fund	Benchmark (60% Nifty 50 Index, 10% Nifty 1 day Rate Index and 30% NIFTY Composite Debt Index)	4,130.56	0.58	0.99	8.38	8.47	7.93	8.78
Balanced Pension Fund	Benchmark (60% Nifty 50 Index, 10% Nifty 1 day Rate Index and 30% NIFTY Composite Debt Index)	777.37	2.15	0.99	9.61	8.47	9.19	8.78
Debt Fund	Benchmark (85% NIFTY Composite Debt Index and 15% Nifty 1 day Rate Index)	173.20	0.90	1.68	3.62	6.15	3.88	6.2
Debt Fund	Benchmark (85% NIFTY Composite Debt Index 0 15% Nifty 1 day Rate Index)	15,812.85	0.68	1.68	3.97	6.15	3.12	6.20
Debt Fund Pension	Benchmark (85% NIFTY Composite Debt Index 0 15% Nifty 1 day Rate Index)	314.09	0.18	1.68	3.23	6.15	3.77	6.20
Liquid Fund	Benchmark (100% NO 1 day Rate Index)	0.35	2.02	3.57	2.18	3.75	3.09	4.69
Liquid Pension Fund	1 day Rate Index)	1.89	1.99	3.57	2.11	3.75	2.94	4.69

Risk Management

Risk Management Framework

We have developed a comprehensive risk framework policy that specifies the process for identification, measurement and analysis of our risk exposures and monitors our risk management strategies. Our risk management policy is harmonized with our other operational policies, including those relating to compliance, outsourcing, fraud management risks and business continuity management.

Our risk management framework allows us to identify, assess and mitigate our key business risks. Our risk management activities consider insurance, business, credit and investment, operational risks which includes strategic risk, insurance risk, operational risk, investment / market risk, credit risk and fraud risk. The key focus areas of our risk management framework includes (i) strategic risk assessment; (ii) governance; (iii) risk universe; and (iv) risk awareness.

Strategic Risk Assessment

We conduct strategic risk assessment for identification, assessment, monitoring, mitigation and controlling top risks on an annual basis. We have established an asset liability management process along with strategic asset allocation based on matching of liabilities with different asset classes and duration. As a part of capital budgeting activity, we have in place a five year capital rolling plan through which we regularly monitor for regulatory capital adequacy.

Governance

We have established a risk reporting process to manage risk governance requirements. On identification of risks, detailed mitigation plans are devised and such risks are monitored carefully. Risk management executives from various departments convene on a quarterly basis to discuss ongoing risk management issues, which is governed by the management through a Sub-Risk Management Committee. In accordance with applicable corporate governance guidelines promulgated by the IRDAI, we have set up a Risk Management Committee from among our Board of Directors, which reviews the risk officer's report and provides risk management supervision.

Risk Universe

We face a number of risks that are integral to our operations, including:

Market Risk

Market risk refers to the potential losses in the value of invested capital as a result of changes in market prices due to fluctuations in interest rates, share prices, exchange rates and other relevant market prices. Our Company attempts to minimise the effects of market risk by looking to primarily invest in securities that are part of major indices.

Market risk is further mitigated by matching assets and liabilities by type and duration and matching cash flows to the extent commercially practicable. The applicable investment strategy for each type is set out clearly to ensure that liabilities are appropriately matched by the nature and duration of assets. The investment for non-participating products consists predominantly of fixed income securities, with exposure to equities, as per policy. Investments for participating products are made in appropriate asset classes with portfolio yield optimized by an asset allocation strategy based on short-term and long-term views on permissible asset classes, with the aim of delivering superior returns. Unit linked funds are invested in such a manner so as to generate returns commensurate with the market, fund composition and risk appetite, ensuring adequate liquidity for meeting all redemptions and claims, while keeping investments consistent with the pattern defined for respective funds. Under the IRDAI Investment Regulations, our Company is required to invest our investment assets forming part of our controlled fund in certain specified categories of assets and instruments, subject to thresholds prescribed for each category of investment. Given the prescribed limits on the manner in which our Company's assets are held and in which our investments can be made, we may be unable to mitigate market risks, while making investments, in the same manner as non-insurance companies.

Liquidity Risk

Liquidity risk is the risk that our Company, though solvent, does not have sufficient financial resources available to enable it to meet its obligations as they fall due, or can only secure them at excessive cost. A degree of liquidity risk is implicit in our businesses. Hence, there is a risk of losses if our Company is forced to sell assets at unfavourable prices to meet the cash flow requirements as and when they arise if we hold insufficient liquid assets to support the liabilities.

Our Company faces liquidity risk due to the nature of our liabilities and business structure. The cash investments along with expected future premium from existing business is usually sufficient to cover expected pay-outs. Our Company manages our liquidity risk by monitoring the asset-liability cash flow matching positions on a regular basis.

Credit Risk

Credit risk is the risk of loss if a borrower or counter-party fails to perform its financial obligations to our Company. Credit risk is mitigated by (i) restricting investments primarily to securities rated AA and above by domestic rating agencies, (ii) monitoring the quarterly performances of our portfolio companies, their ratings and their track record of servicing of their obligations on the due dates, and (iii) setting counterparty exposure limits for companies, groups and industries in accordance with the IRDAI norms and our investment policy.

Interest Rate Risk

Interest rate risk refers to the risk where our Company incurs significantly higher costs than anticipated on funding policyholder benefits, the risk of losses when future cash flows from assets and liabilities are not well matched, and/or when the values of assets and liabilities differ significantly in amount because of interest rate changes. Our Company manages interest rate risk through asset-liability duration analysis, where we monitor the duration of assets and liabilities for different portfolios on a monthly basis, at the line of business level, and stress testing analysis.

Our Company seeks to manage interest rate risk by matching, to the extent commercially practicable, the average duration of our investment assets and the corresponding insurance policy liabilities they support. Matching the duration of our Company's assets to the corresponding liabilities reduces our exposure to changes in interest rates, because the effect of the changes could largely be offset against each other. However, restrictions under Indian insurance laws and related regulations, including the IRDAI Investment Regulations, on the type of investments and amount of investment assets in which our Company may invest, as well as the limited amounts and types of long-term investment assets in the Indian capital markets capable of matching the duration of our Company's liabilities, may result in a shorter duration of assets and liabilities with respect to certain of our Company's investments. For more details, see "*Risk Factors – 7. Interest rate fluctuations may materially and adversely affect our profitability. In addition, there are limited amounts and types of long-term fixed income products in the Indian capital markets. The legal and regulatory requirements on the types of investment and amount of investment assets that insurance entities are permitted to make could limit our ability to closely match the duration of our assets and liabilities*" on page 36.

Mortality and Morbidity Risk

Mortality risk means the fluctuations in the timing, frequency and severity of death of the insured, relative to that expected at the time of underwriting (at the inception of the contract) while morbidity risk refers to fluctuations in the timing, frequency and severity of health claims, relative to that expected at the time of underwriting (at the inception of the contract). For more details, see "*Risk Factors – 4. If actual claims experienced and other parameters are different from the assumptions used in pricing our products and setting reserves for our products, it could have a material adverse effect on our business, financial condition and results of operations*" on page 33. Morbidity and mortality risk is primarily managed through: (i) reinsurance: we utilize surplus treaties to limit our overall risk exposure; (ii) experience analysis: we monitor the expected versus actual mortality experience on a quarterly basis and take appropriate action; (iii) re-pricing: we reserve the right to review premium and risk charges where permissible by law; and (iv) underwriting and claims controls: we conduct periodic reviews of both underwriting and claims procedures and policies to ascertain the mortality risk experience. The underwriting norms are generally aligned to the basis of pricing.

Persistency Risk

Persistency risk is the risk that poor Persistency Ratios may lead to fewer policies remaining on the books to defray future fixed expenses and reduce future positive cash flows from the business written, potentially impacting our ability to recover acquisition expenses and maintain profitability. For more details, see "*Risk Factors – 2. Adverse persistency metrics or an adverse variation in persistency metrics could have a material adverse effect on our financial condition, results of operations and cash flows*" on page 29.

Persistency risks are primarily managed through: (i) experience analysis: experience analysis is conducted to ensure that corrective action can be initiated at the earliest opportunity and that assumptions used in product pricing and Embedded Value are in line with experience; (ii) product features: product features such as bonuses, guaranteed additions and additional allocation of units are used to encourage policyholders to continue with the policy; (iii) service initiatives: various proactive and reactive service initiatives are used to manage persistency, including customer education and extensive customer engagement through various media and personal visits; and (iv) alignment of key performance areas: key performance areas are identified for different levels among sales and operations to ensure an adequate focus on persistency.

Expense Risk

Expense risk is the risk that the actual expenses incurred in acquiring new business and maintaining policies are higher relative to that expected at the time of pricing the product.

Operational Risk

Operational risk is the risk of direct or indirect loss, arising from inadequate or failed internal processes, people and systems, or external events, including changes in the regulatory environment. Operational risk covers risks arising out of people, outsourcing, legal and compliance, project, fraud, technology and cyber-security. For further information, see "*Risk Factors – 22. Our business involves the use, transmission and storage of confidential customer information and the failure to properly safeguard such information could result in violations of data privacy laws and regulations and lead to reputational harm and monetary damages, which could have a material adverse effect on our business, financial condition, results of operations and cash flows*", "*Risk Factors – 20. Failures of or inadequacies in our information technology systems could have a material adverse effect on our business, financial condition, results of operations and cash flows*", "*Risk Factors – 19. We may not be able to detect, in a timely manner, or prevent fraud or misconduct. Any actual or alleged misconduct or fraudulent activity by our employees, agents and other distribution partners may lead to customer claims as well as regulatory action against us, require us to compensate customers for such fraud, pay penalties, face regulatory restrictions on our operations or similar penalties, and damage our reputation, all of which could adversely affect our business, prospects, financial condition and results of operations*" and "*Risk Factors – 16. Our risk management policies and procedures and internal controls, as well as the risk management tools available to us, may not be adequate or effective in identifying and responding to risks*" on pages 49, 48, 46 and 43, respectively.

Our operational risks are primarily managed through the following:

- *Risk Registers*. Risk registers document high-level risks of the organisation and help mitigate and control these risks by applying the relevant control measures.
- *Risk Control Self-Assessment*. This requires each business unit 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 their effectiveness.
- *Cybersecurity.* Cyber-security monitoring is in place through web application firewall, perimeter firewall and sandboxing at gateway and operating system level, data leak prevention at host and gateway level.

- *Risk Control Unit*. Risk control units undertake proactive measures to support underwriting and claims function by acting as a filter and safeguards our Company from anti-selection and fraud. These help in reducing early claims and maintaining the actuarial assessment and estimates at healthy levels.

- *Fraud Monitoring*. We have developed a comprehensive methodology to identify, measure, monitor and control fraud, involving fraud reporting, classifying reported frauds, undertaking root cause analysis of frauds to identify system lacunae and advising the concerned authority/authorities on actions to be taken at various levels.

- *Information Security and Business Continuity*. We have developed a proactive approach to control and mitigate information security risk and threats to business continuity.

We oversee and monitor our service providers on a regular basis. We also have business continuity and contingency plans in place in case third party service providers are unable to deliver the contracted services to us.

Risk Awareness

We conduct regular training sessions, workshops and conferences, and engage effectively with our employees to develop awareness and sensitize them to risk management issues across our business and operations.

Risk Management Process

Our Risk Management Committee is responsible for overseeing our risk management program and for ensuring that significant risks are monitored and reported to the Board of Directors in a timely manner.

The Board provides oversight and acts as an advisor to the management and defines and enforces standards of accountability. This includes overseeing the reporting structure, formulation of strategy, approval of business plan and compliance with applicable regulations. The board committees and sub committees have authority and responsibility delineated in their respective areas. To fulfil the oversight responsibilities, committees have access to management, management information and employees. The Board, through its sub-committees, approves policies which facilitate implementation of organisational goals. These policies are operationalised by the management through detailed standard operating processes ("**SOP**"s).

We have a robust risk-based framework wherein enterprise risk management ("**ERM**") has been implemented. The ERM team headed by the Chief Risk Officer provides insights to the Risk Management Committee through the Chief Risk Officer's report and a risk universe, accompanied by a risk heatmap and a mitigation plan for the key risks faced by the organisation. The ERM team also convenes a sub-risk management committee, which is a management committee that reviews the top-down risks gets an oversight on the bottom-up risks. A team of risk experts from across functions help implement risk control and self-assessment of their functions and SOPs. Exceptions are reviewed by their functional head, a summary of which is reported to the sub-risk management committee. The risks are classified broadly into (i) business, (ii) insurance, (iii) credit and investment, and (iv) operational and are rated based on their incidence and impact. Each of these risks are further governed through a comprehensive set of management reviews. The risk-based framework is strengthened by a well-defined business continuity plan.

We have adopted three lines of defence. The first line includes the functional heads who are responsible for implementation of the SOPs to ensure efficiency and effectiveness of the processes they lead and ensure controls in their function. The second line includes the ERM, legal, compliance and secretarial functions which are responsible for the oversight of the first line of defence. The third line of defence is the internal audit function which is responsible for providing an independent assurance to the management and the Board on the effectiveness and adequacy of the two control lines and is executed by a specialist audit firm.

Risk Identification and Assessment

We identify risk exposures through a variety of techniques and processes, including:

- Stress testing of our current financial condition. We identify risk by monitoring indicators such as our Company's Embedded Value or solvency or liquidity positions.

- Sensitivity analysis of profit margins to market and insurance risks during product development process. We assess risks arising out of a new product or modifications of an existing product prior to product launch.

- Sensitivity analysis of projected solvency and profit as part of the annual business planning process; and

- Risk and Control Self-Assessment ("**RCSA**") to identify and assess operational risks in terms of their likelihood and impact by each business department. RCSA is conducted with due cognizance to any historical loss events or negative audit findings.

We measure our risk exposure through the following indicators:

- Risk to EV: We run various sensitivities on our EV appropriate to the external and operating environment and our stage of development as an indicator of our risk exposure for market, credit and insurance risks.

- Risk to EV growth: In addition to the risk to the current Embedded Value, we also consider risks that may impede future Embedded Value growth such as renewal expenses caused by adverse deviation of actual unit costs from planned unit costs.

- Risk to statutory position: We assess the impact of market risk on our statutory position and assess the quality of our AUM by performing a resilience test periodically by calculating changes in solvency under extreme economic scenarios,

- Liquidity ratio: We assess our liquidity position by tracking the ratio of highly liquid assets to near term liabilities.

Legal Compliance and Proceedings

As we operate in the BFSI sector which is a highly regulated industry in India, we need to ensure consistent compliance with various rules and regulations that the Government of India and regulators have implemented over the years. As such, we have formulated various internal compliance policies and procedures, including a compliance policy, code of conduct, code of business conduct and ethics, policy against sexual harassment at workplace, professional workplace conduct, anti-bribery and anti-corruption policy, whistle-blower policy and code of conduct for personal investments. These policies ensure compliance with relevant laws and applicable regulatory guidelines issued by the relevant regulatory, statutory and enforcement authorities from time to time. In addition, we have a Policyholders' Protection Committee, Risk Management Committee, Investment Committee and an Audit Committee to oversee adherence to such rules and regulations, and we designate a compliance officer who reports to the Audit Committee, in our case, the Chief Risk Officer and senior management on various compliance matters. This Committee is updated by the compliance officer on a quarterly basis on compliance failures, regulatory actions, key regulatory developments and steps taken to ensure compliance. We also vest compliance responsibility with each business department.

Our compliance function creates company-wide awareness regarding relevant laws, regulations and circulars on IRDAI requirements related to life insurance and on other matters such as anti-money laundering, and monitors the adequacy of the compliance framework across the Company. We have a standard process of identifying and addressing compliance risks in a systematic manner through appropriate policies and procedures and regular review of their compliance. In addition, our compliance function has established a certification process, whereby each business department certifies compliance to statutory and regulatory guidelines on a quarterly basis. Our compliance function also provides inputs to the internal audit department to prepare necessary risk assessment checklists outlining the key compliance areas while performing internal audit reviews.

Our compliance function is also assessed through an internal audit framework with a risk-based audit approach. The basic strategy of risk based internal audit is to provide reasonable assurance to the Audit Committee and the senior management about the adequacy and effectiveness of the risk management and control framework in the Company. The internal audit reviews and assesses the adequacy and effectiveness of the Company's internal controls and covers the auditing of processes, transactions and systems. Key audit observations and recommendations are reported to the Compliance / Audit Committee on a quarterly basis and implementation of the recommendations is actively monitored.

We are subject to insurance claims and legal proceedings in the ordinary course of our business, including litigation over denial of claims. At the date of this Draft Red Herring Prospectus, our Company has outstanding matters that are currently open in relation to denial of claims, amongst others. For details, see "*Outstanding Litigation and other Material Developments*" beginning on page 372.

Marketing and Promotion

We aim to be relevant for one of the most critical decisions for consumers, i.e. planning for the future. Our marketing strategy centres around the narrative "We Talk Life, Not Death" and is expressed as the slogan "Because Life is Full of Certainties". Our positioning encourages consumers to prepare for the expected certainties in life such as child's education, marriage and retirement. We believe this stance encourages consumers to view life insurance not only to extend protection to their families, but also as a life-long asset, which deserves planning and active consideration throughout its tenure.

Further, we maintain an active presence on digital platforms and as of June 30, 2022, we had over 325,000 followers on Facebook, over 19,000 followers on Twitter, over 37,000 followers on LinkedIn and over 13,000 followers on Instagram. We carry on various on-ground marketing activities at distributors' branches, in order to actively create demand at the point of purchase and organize branch-specific customer outreach programs at BOB and UBI branches.

We have recognized the importance of engaging with media to drive awareness about life insurance as an important financial and risk mitigation tool to serve customers. Our Advertising Value Equivalent, used to measure the value of media coverage of a public relations campaign, and calculated as the product of coverage size and advertisement rates, multiplied by four, was ₹ 492.30 million, ₹ 1,666.60 million, ₹ 2,835.10 million and ₹ 981.40 million in Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022, respectively.

A positive customer experience is a key contributor to growth and our branded customer experience program 'Circle of Trust' is a strong voice of customer-based program that drives continuous improvements, innovation and investment in the customer's experiences. We were also awarded the 'Best use of Voice of Customer' award at the 15th Edition of the Customer FEST Leadership Awards, 2022. We intend to implement a QR code project, aligned to consumers' shifting preference towards smartphones. Through this process, a QR code will be integrated into on-ground branded assets and collateral to allow consumers to reach us instantly.

In terms of our distributors, we undertake sales capability building through training programs. We conduct virtual training session on lead generation, products, among others through our sales training team for active branches, apart from conversational selling skills workshops. We have induction programs for our bancassurance partners' employees and have training modules prepared. Further, we have a loyalty management program for our employees, which is a multi-parameter, points-based program that drives business and rewards long-term commitment to the brand.

In Fiscals 2020, 2021, 2022 and the three months ended June 30, 2022, our advertising and publicity expenditure was ₹ 985.84 million, ₹ 1,160.83 million, ₹ 1,947.32 million and ₹ 697.24 million, representing 2.74%, 1.78%, 2.70% and 9.52% of our total income in the corresponding periods.

Accreditations, Awards and Achievements

We have been recognised for our achievements across several domains, including Recognition as the 'Best Customer Oriented Company' by Indian Chamber of Commerce in Fiscal 2023, the 'Life Insurance of the Year' award in the India Insurance Summit & Awards 2022 by Synnex Group, 'Best Use of Voice of Customer' in the 15th Edition of The Customer FEST Leadership Awards 2022 by Kamikaze and Recognition as one of the 'Economic Times Best Brands 2021' by the Economic Times. We have been featured in '*India's Top 100 Companies to Work For*' of the Great Places to Work Survey, 2021. We have also been featured in '*India's Best Companies to Work for in BFSI*' for 2020 and 2021. For further, information, see "*History and Certain Corporate Matters - Awards and Accreditations*" on page 224.

Competition

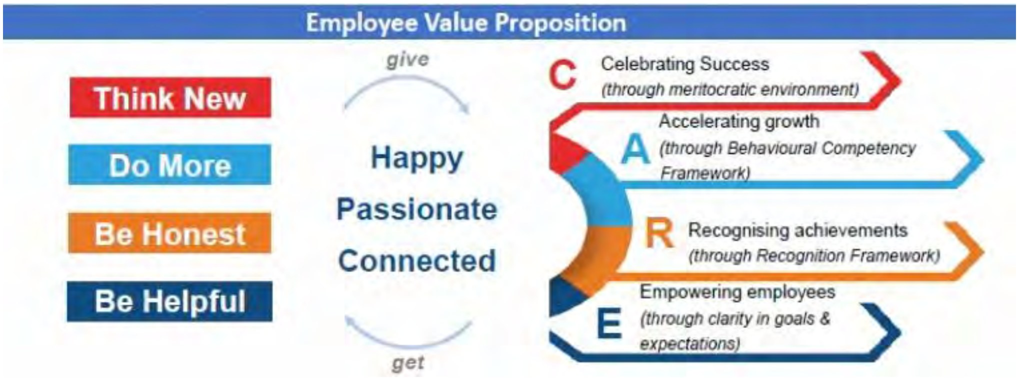
We believe that competition in the Indian insurance sector is based on a number of factors, including distribution networks, quality of service, product features, pricing, marketing methods, brand recognition, financial strength ratings and other indicators of financial soundness. Within the life insurance sector, there were 23 private sector life insurance companies (including Exide Life, which has been acquired by HDFC Life in Fiscal 2022) and one public sector life insurance company operating in India as at June 30, 2022. (*Source: CRISIL Report*)

We face competition in the Indian life insurance market from both public and private sector competitors and we compete principally with other large life insurance companies in India. Our competitors include private insurers such as SBI Life, HDFC Life, ICICI Prudential Life, Bajaj Allianz Life and Max Life, as well as life insurers with PSU parentage, namely Canara HSBC OBC Life, PNB Metlife, Star Union Dai-ichi Life and Ageas Federal Life. (*Source: CRISIL Report*)

Human Resources

We believe that our employees are crucial in order for us to maintain our competitive advantage and continued success. At the hiring stage itself, we have 'PMaps', an assessment platform that allows us to make hiring decisions for business development managers through its pictorial assessment process, where candidates respond to a series of pictorial questions and based on their responses, a personality profile is chalked out that we assess for suitability with our requirements. We have defined our EVP as a balance between key values of 'Think New, Be Helpful, Be Honest and Do More' and 'CARE', which involves Celebrating Success, Accelerating Growth, Recognising Achievements and Empowering Employees.

As part of our EVP philosophy and to create, encourage and imbibe a culture where employees make our values a way of life, we have designed the 'Values First' program which will recognise and celebrate employees exhibiting Company values. These employees will act as our 'value ambassadors' and assist in in creating a happy, passionate and connected workforce.



We have a human resources management system which covers all aspects of an employee's functioning, including attendance and leave management, query redressal, among others. We also have a 'Master-O' platform, which serves as the learning management system for our employees, and allows for easy dissemination of learning modules. We have also launched a hybrid work policy, with employees hot-desking, resulting in optimum utilization of resources. We have engagement initiatives like mental health webinars and we organize interactive sessions with our senior management for our top sales performers in order to boost morale. We connect with employees at milestones in their careers through an AI-based system, to understand their motivation and engagement levels. Owing to our focus on employee satisfaction and thorough professional life cycle management for our employees, we have been featured in '*India's Top 100 Companies to Work For*' of the Great Places to Work Survey, 2021. We have also been featured in '*India's Best Companies to Work for in BFSI*' for 2020 and 2021.

As at June 30, 2022, we had 3,433 full-time employees under our payroll. The following table sets out the number of our full-time employees by function as of June 30, 2022:

Department	No. of Employees
Sales and Marketing	2,880
Operations[(1)]	311
Finance[(2)]	35
Actuarial and Product Development	28
Human Resources	30
Legal and Compliance	8
Audit and Risk Management	7
Investments	12
Technology	28
Admin and infrastructure	5
Bank integration	5
Business Transformation and Process Excellence	1
Business Transformation and Strategy	1
Business Transformation Process Excellence and Project Management Office	5
Chief Marketing Officer	1
Corporate Communication	2
Customer Experience	7
Data Engineering	6
Data Science	8
Deputy CEO's Office	1
Distribution Strategy and Sales Enablement	5
Key Account Management	15
Marketing	8
MD and CEO Office	2
Procurement	2
Product Sales Distribution and Enablement	1
Sales Training	15
Strategy	4
Total	3,433

Notes:

(1) Including branch operations, business conservation unit, business intelligence unit, business operations, business retention unit, change management, change management and statistical quality assurance, channel service, claims, customer service, financial operations, group operations, new business, operations, quality assurance, software quality assurance, underwriting risk control unit.

(2) Including business planning, finance and investment operations, financial accounts, financial controls, investment operations and secretarial functions.

Knowledge Management and Training

Our learning and development team is focused on improving the performance and productivity of our work force by ensuring continuous training and development initiatives for our employees, individual agents and other distributors. Our training modules for agents and our bancassurance partners' representatives are designed using data analytics around segmentation of distributors based on their business, demography of clients, product affinities and experience, to ensure a well-defined learning path for new and existing distributors as well as employees.

Intellectual Property

As of June 30, 2022, our Company has eight registered trademarks in India under various classes, including the trademarks "IndiaFirst Life Insurance", "Magic Board", "LifeTech", "AutoLife", among others. We also have three trademark applications pending viz., for the wordmark 'IndiaFirst Life Insurance' (under Class 35 *inter alia* including for advertising; business management, business administration) and our new wordmark 'IndiaFirst Life Insurance' and logo under classes 35 and 36 respectively, as on the date of this Draft Red Herring Prospectus. For further information, see "*Government and Other Approvals*" on page 391. Also see, "*Risk Factors – 41. If we are unable to protect our intellectual property and proprietary information, or if we infringe the intellectual property rights of others, our business, financial condition, cash flows and results of operations may be adversely affected*" on page 58.

Environmental, Social and Governance

Our Company is formulating an ESG policy and its framework. The Risk Management Committee of the Board of Directors will have oversight on the ESG of the Company. In addition to areas relating to risk management that are directly within the purview of the Risk Management Committee, it will review the Company's action plan on various aspects of ESG, external reporting and stakeholder feedback.

Our Company's key focus areas of sustainability are good corporate governance, promoting and protecting interests of all stakeholders (customers, employees, society, shareholders and regulators), investing funds responsibly, cyber-security and data privacy, stakeholder engagement and sustainable operations.

In the past, we have adopted, among others, the following ESG initiatives:

Environment – (i) Electronic devices are disposed in accordance with e-waste guidelines; and (ii) Increased digitalisation initiatives to reduce paper consumption.

Social – (i) 38.41% of total policies were from the rural sector in Fiscal 2022 compared to the regulatorily required 20%; (ii) 6.48% of total policies were from the social sector in Fiscal 2022 compared to the regulatorily required 5%; and (iii) Adopting of a policy against sexual harassment, with an internal complaints committee and an appeals committee to prevent and redress sexual harassment at the workplace.

Governance – (i) Adoption of whistle-blower policy, anti-fraud policy, anti-money laundering policy, information security policy, business continuity policy, grievance redressal policy, risk framework and stewardship policy; and (ii) Separate Board committees with defined roles and responsibilities, such as Vigilance and Ethics Committee, Asset Liability Committee, Information Security Committee, Products Management Committee and Outsourcing Committee.

Corporate Social Responsibility

We undertake our CSR activities with our CSR committee, and have undertaken number of CSR projects under our CSR policy. We focus our CSR efforts on education and empowerment of rural women. We promote education including special education and vocational skills among children. We promote gender equality and set up homes for women.

Our CSR policy is in compliance with the requirements of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014.

Insurance

Our Company has obtained insurance policies to cover our assets against losses from fire, burglary and risks to our property and third party liabilities including public liability. Additionally, we maintain a group term insurance policy, a group personal accident policy and a group health insurance policy to cover the medical expenses incurred by our employees during hospitalisation, for any illness or injury suffered.

Properties

We are headquartered in Mumbai, India and in addition, are supported by 28 branch offices across India. As of June 30, 2022, we do not own any properties and have leased our branch offices, as well as our Registered and Corporate Office. See "*Risk Factors— 41. All of our branches are leased from third parties. If we are unable to renew or extend such leases, our operations may be adversely affected*" on page 58 of this Draft Red Herring Prospectus.

KEY REGULATIONS AND POLICIES

The following description is an indicative summary of certain sector specific key laws and regulations in India, which are applicable to our Company. The information detailed in this section has been obtained from publications available in the public domain. The regulations, as amended, set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed as nor intended to be a substitute for professional legal advice.

The Insurance Act, 1938 ("The Insurance Act") and the Insurance Regulatory and Development Authority Act, 1999 ("IRDA Act")

The Insurance Act along with the various regulations, guidelines and circulars issued by IRDAI, govern, amongst other matters, registration of the insurers, opening of new places of business, accounts and balance sheet, audit of financial statements, actuarial report and abstract, insurance intermediaries and agents, investment of funds, valuation of assets and liabilities, solvency margins, limits on expenses of management, commission and/or remuneration and/ or rewards payable to insurance agents and intermediaries, reinsurance, and obligation of insurers in respect of rural and social sectors. The IRDAI came into existence by virtue of promulgation of the IRDA Act to regulate, promote and ensure orderly growth of the insurance sector in India and to protect the interests of policyholders.

Insurers are required to be registered with the IRDAI under the Insurance Act for carrying out any class of insurance business, including life insurance in India. In case a person carries on insurance business without registering itself with the IRDAI, such person is liable for a penalty of up to INR 25 crores and imprisonment of up to ten years. The Insurance Act stipulates, among other things, certain requirements with respect to submission of certified true copy on the affairs of the insurer which is submitted to the members of the policyholders of the insurer. Insurers are required to maintain records of policies, including the details of policyholders, record of claims including details of discharge or rejection of claims, record of insurance agents, etc. The maximum penalty under Section 102 of the Insurance Act for non-compliance with the Act or any IRDAI regulation or guideline is a fine of ₹ 1 lakh for each day during which such failure continues, or ₹ 1 crore, whichever is less for each violation.

Prior to the introduction of the Insurance (Amendment) Act, 2021, under the Insurance Act, an insurer was obligated to be "Indian Owned and controlled". Furthermore, the IRDAI had issued Guidelines on Indian owned and controlled dated October 19, 2015, which, among other things, prescribed that a majority of non-independent directors should be nominated by Indian promoters or Indian investors, and that key management personnel should be nominated by the board of directors of the company or by its Indian promoters or Indian investors. These guidelines also prescribed that a quorum of the board of directors of an insurance company requires the presence of the majority of the Indian directors, irrespective of the presence of nominees of foreign investors. In light of the increase in FDI limits in insurance companies up to 74%, these guidelines have been repealed by the IRDAI *vide* circular titled 'Withdrawal of Guidelines on Indian owned and controlled' (Ref. No: IRDAI/F&A/CIR/MISC//211/07/2021) dated July 30, 2021. Additionally, in terms of the Indian Insurance Companies (Foreign Investment) Rules, 2015 ("**Foreign Insurance Rules**") the term "Indian control" has been defined to mean control of such Indian insurance company by resident Indian citizens or Indian companies, which are owned and controlled by resident Indian citizens. The term "control" has been defined in the Insurance Act to include the right to appoint a majority of the directors or to control the management or policy decisions including by virtue of their shareholding or management rights or shareholders agreements or voting agreements. The term "Indian Ownership of an Indian Insurance Company" has been defined as more than 50% of the equity capital in a company which is beneficially owned by Indian residents or Indian entities which are owned and controlled by resident Indian citizens.

Additionally, the Department of Financial Services, Ministry of Finance, has notified the Indian Insurance Companies (Foreign Investment) (Amendment) Rules, 2021 ("**2021 FI Rules**") on May 19, 2021, which amends the existing Foreign Insurance Rules in order to allow for an increase in the foreign investment limits for insurance companies to 74% of their paid-up equity share capital from the existing cap of 49%. The 2021 FI Rules has also introduced certain restrictions on board and KMP composition on insurance companies with existing foreign investments as well – set out below for reference. The key amendments under the 2021 FI Rules are as follows:

(a) 'Total Foreign Investment' in the equity share capital of an insurance company by Foreign Investors, including portfolio investors, is permitted up to 74% (seventy four percent) of the paid-up capital (from the existing cap of 49% (forty nine percent)) under the automatic route subject to verification by the IRDAI. Where the total foreign investment in the insurance company exceeds 49%, the insurer shall also ensure compliance with, *inter alia*, the conditions set out in point (d) below (which have also been incorporated into the IRDA (Registration of Indian Insurance Companies) Regulations, 2000 vide the IIC Amendment Regulations).

(b) The requirement that all insurance companies ensure that their ownership and control remain at all times in the hands of resident Indian entities has been removed from Rule 4 of the Foreign Insurance Rules;

(c) All insurance companies having foreign investment, are required to, within 1 year of notification of the amendment to the Foreign Insurance Rules (i.e., by May 19, 2022), ensure that:

   (i) a majority of its directors;

(ii) a majority of its 'Key Management Persons' (defined in the Guidelines for Corporate Governance for insurers in India issued by the IRDAI on May 18, 2016 as "members of the core management team of an insurer including all whole-time directors/ Managing Directors/ CEO and the functional heads one level below the MD/CEO, including the CFO, Appointed Actuary, Chief Investment Officer, Chief Risk Officer, Chief Compliance Officer and the Company Secretary);

(iii) at least one among the chairperson of its Board of directors/ MD/ CEO are resident Indian citizens.

(d) An insurance company having foreign investment of more than 49% (forty nine percent) is required to (i) retain in general reserve, an amount not less than 50% (fifty percent) of the net profit for the financial year for which dividend is paid on equity shares and for which, at any time, the solvency margin is less than 1.2 times the control level of solvency, i.e. (solvency ratio of 150% (one hundred and fifty percent)); and (ii) ensure that not less than 50% (fifty percent) of its directors are independent directors in case the chairperson of its Board is not an independent director. In the event the chairperson of the Board is an independent director, then at least one-third of the Board shall comprise of independent directors.

Further, a life insurance company is required to have minimum paid up equity capital of ₹100,00,00,000 consisting of equity shares each having a single face value and such other form of capital as may be specified by the regulations. The voting rights of the shareholders are required to be restricted to such equity shares and to be proportionate to the paid-up amount of the equity shares held by them. The paid-up amount is required to be the same for all equity shares, whether existing or new (except during any period not exceeding one year allowed by the company for payment of calls on shares). As regards investments of assets, the Insurance Act mandates insurers to keep invested assets in a prescribed manner in Government securities and such other approved investments. Further, the Government securities and other approved securities where assets are to be invested are required to be held by the insurers free of any encumbrance, charge, hypothecation or lien. Certain restrictions on investments of assets and controlled fund have also been prescribed, including prohibition on investment in shares or debentures of a private limited company. For further details, see "-*Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016*" on page 208.

Further, any appointment, re-appointment or termination of appointment or amendment of the terms of remuneration, of a managing or whole-time director, executive directors, manager or chief executive officer of an insurance company requires the prior approval of the IRDAI.

As regards transfer of equity shares, insurers are required to obtain prior approval of the IRDAI in the event of (i) the total paid up capital held by the transferee is likely to exceed 5% of the paid up capital after the transfer, or (ii) the nominal value of equity shares intended to be transferred by any individual, firm, group, constituents of a group or body corporate under the same management, jointly or severally, exceeds 1% of the paid up capital of the insurance company. The above stated regulatory prescriptions have also been stipulated under the Insurance Regulatory and Development Authority of India (Transfer of Equity Shares of Insurance Companies) Regulations, 2015 ("**Transfer of Equity Shares Regulations**"). In case there are one or more investors (excluding foreign investors) in an insurance company, an investor cannot hold more than 10% of the paid-up equity share capital of such insurance company. Further, all such investors, excluding foreign investors, jointly are permitted to hold a maximum of 25% of the paid-up equity share capital of such insurance company. Additionally, the IRDAI has issued the "Insurance Regulatory and Development Authority of India (Listed Indian Insurance Companies) Guidelines, 2016" ("**Listed Indian Insurance Companies Guidelines**"), which are applicable to all insurance companies whose equity shares are listed on the stock exchanges and to the allotment process pursuant to a public issue. For further details, see "-*The Insurance Regulatory and Development Authority of India (Listed Indian Insurance Companies) Guidelines, 2016*" on page 217. Furthermore, in accordance with the IRDAI Circular on Transfer of Shares of the Insurance Companies dated July 22, 2020 ("**Transfer Circular**"), for acquisitions of more than 1% and up to 5% of the paid up share capital of a listed insurance company (inclusive of existing holdings), in addition to providing a "fit and proper" declaration as specified in the Listed Indian Insurance Companies Guidelines, the transferor must inform the insurer immediately on execution of the transaction. Further, the IRDAI has clarified *vide* the Transfer Circular that in case of transfer of shares constituting more than 5% of the shareholding of a listed insurer by the transferor (cumulative with his relatives, associate enterprises and persons acting in concert), irrespective of the obligations of the acquirer, the transferor is required to take the prior approval of the IRDAI. The application for seeking prior IRDAI approval would need to be filed through the insurance company. All of the transferor's transactions in a single financial year are aggregated for the purposes of determining the applicable percentage of paid up share capital. Accordingly, whenever the specified limits are likely to be exceeded in a fiscal year, the insurance company must, if applicable, seek the prior approval of the IRDAI as described in the preceding paragraph. The Transfer Circular also provides that transactions executed by shareholders of insurers beyond the stipulated threshold limits, without obtaining the prior approval of the IRDAI will result in the transferee of such shares being disentitled to exercise voting rights in any of the meetings of the insurance company. Further, the transferee of such shares is also required to promptly dispose of the excess shares acquired, beyond the specified threshold limits. Any non-compliance with the approval requirements shall also attract regulatory action by the IRDAI.

Additionally, the Transfer Circular also provides that the provisions relating to transfer of shares as contained in Section 6A(4)(b) of the Insurance Act and the Transfer Regulations shall apply to the creation of pledge or any other kind of encumbrance over shares of an insurance company, by its promoters. This signifies that a pledge/ encumbrance on shares by the promoters of an insurer will now require the prior approval of the IRDAI if the pledge is created over shares in excess of thresholds prescribed in Section 6A(4)(b) of the Insurance Act.

IRDAI has specified norms for issuance of capital which require insurers to obtain prior approval of the IRDAI for issuance of capital by way of public issue or any subsequent issue of equity shares. Further, *vide* the Transfer Circular, the IRDAI has clarified that all 'offer(s) for sale' made by any shareholder of an insurer (per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018) shall be included under the ambit of 'transfers'. For further details, see "*-Insurance Regulatory and Development Authority of India (Issuance of Capital by Indian Insurance Companies transacting Life Insurance Business) Regulations, 2015*" on page 206.

The Insurance (Amendment) Act, 2021

The Insurance (Amendment) Act, 2021 received the assent of the President of India on March 25, 2021. The Central Government notified that the Insurance (Amendment) Act, 2021 shall come into force with effect from April 1, 2021. It amends the definition of Indian insurance company under Section 2 (7A) of the Insurance Act to increase the maximum foreign investment allowed in an Indian insurance company. The cap on aggregate holding of equity shares by foreign investors, including portfolio investors, has been raised to 74% of paid-up equity share capital from the erstwhile 49%. The requirement for insurance companies to be Indian owned and controlled has been omitted, thereby, allowing foreign ownership and control of insurance companies, subject to certain conditionalities. The foreign investment in insurance companies is subject to such conditions as may be prescribed by IRDAI and/ or the Central Government, which, *inter alia,* includes the 2021 FI Rules (as elaborated above) and the IRDAI (Indian Insurance Companies) (Amendment) Regulations, 2021.

Information Technology Act, 2002 ("Information Technology Act")

The Information Technology Act facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and creates liability for failure to protect sensitive personal data. The Information Technology Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data. In exercise of this power, the Department of Information Technology, Ministry of Electronics and Information Technology, Government of India on April 11, 2011, notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 ("**IT Security Rules**") which prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. Under the IT Security Rules, sensitive personal data is defined to include personal information relating to passwords, financial information, medical records, biometric information and so on. The IT Security Rules require every such body corporate to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, ensuring security of all personal data collected by it and publishing such policy on its website. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected and any third-party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

Certain regulations prescribed by the IRDAI

Insurance Regulatory and Development Authority of India (Issuance of Capital by Indian Insurance Companies transacting Life Insurance Business) Regulations, 2015 ("Issuance of Capital Regulations")

The Issuance of Capital Regulations prescribe the manner and procedure of application to the IRDAI, criteria to be evaluated by the IRDAI for grant of prior approval and the power of IRDAI to issue directions in connection with the issuance of capital by Indian Insurance Companies transacting life insurance business. The prior written approval of the IRDAI is required before any Indian insurance company transacting life insurance business approaches the SEBI for public issue of shares and for any subsequent issue, by whatsoever name called, under the ICDR Regulations. These regulations are applicable to the insurers seeking to raise funds under the ICDR regulations through any of the following options:

(i) divestment of equity by one or more of the promoters or investor(s) through public offer for sale under the ICDR Regulations;

(ii) issue of capital under ICDR Regulations; or

(iii) both (i) and (ii).

Specific prior approval of IRDAI is required for any issue of capital other than as specified in (i), (ii) and (iii) above, including transfer of shares beyond the specified limit as laid down Section 6A (4)(b)(ii)/ (iii) of the Insurance Act. Such transfer of shares and approvals thereof is governed by the Transfer of Equity Shares Regulations read with the Transfer Circular.

The validity of the approval of the IRDAI for issue of capital is one year from the date of the approval letter, within which the applicant company will have to file a draft red herring prospectus with the SEBI under the ICDR Regulations. IRDAI may, on written request from the applicant company, extend the validity by a further period of six months. The IRDAI also requires the companies seeking to issue capital to comply with the requirements mentioned under Issuance of Capital Regulations within a period of one year from the date of directing the Indian insurance companies to get listed on the stock exchange(s).

An insurer seeking issue of capital/ to make an offer for sale under Issuance of Capital Regulations shall make the following disclosures in the offer document: a) risk factors specific to the insurer; b) overview of insurance industry; c) disclosure of financial statements; d) glossary of terms used in the insurance sector; e) particulars of the issue; f) particulars about the issuer; and g) legal and other information. These disclosures shall be in addition to the prescriptions laid down by SEBI in the ICDR Regulations and is not in derogation from requirements prescribed by SEBI.

Insurance Regulatory and Development Authority (Registration of Indian Insurance Companies) Regulations, 2000 ("Registration Regulations")

The Registration Regulations, as amended, prescribe the eligibility, manner and procedure for obtaining registration for carrying on or partaking insurance business in India. The Registration Regulations also set out the overall process for seeking such registration, including eligibility criteria, fee for registration, grounds for rejection, action upon rejection and effect of rejection of an application for registration. These regulations provide guidance with respect to cancellation and suspension of certificate of registration. These regulations also prescribe the manner in which foreign investment in an Indian insurance company is to be computed. Further, an insurer is required to pay an annual fee to the IRDAI in accordance with the regulations. Pursuant to the IRDAI (Indian Insurance Companies) (Amendment) Regulations, 2021, the Registration Regulations require all insurance companies having foreign investment to ensure that:

(a) a majority of its directors are resident Indian citizens;

(b) a majority of its 'Key Management Persons' (defined in the Guidelines for Corporate Governance for insurers in India issued by the IRDAI on May 18, 2016 as "members of the core management team of an insurer including all whole-time directors/ Managing Directors/ CEO and the functional heads one level below the MD/CEO, including the CFO, Appointed Actuary, Chief Investment Officer, Chief Risk Officer, Chief Compliance Officer and the Company Secretary) are resident Indian citizens; and

(c) At least one among the chairperson of its Board of directors/MD/CEO, are resident Indian citizens.

Insurance Regulatory and Development Authority of India (Assets, Liabilities and Solvency Margin of Life Insurance Business) Regulations, 2016 ("ALSM Regulations")

The ALSM Regulations prescribes the procedures to be followed for determining the value of assets, liabilities, available solvency margin and required solvency margin of insurers. Where the insurer transacts life insurance business providing life covers, the amount of liabilities shall be determined in accordance with the principles specified under the ALSM Regulations.

Further, the ALSM Regulations require insurers to prepare a statement of valuation of assets, determine amount of liabilities and solvency margin of insurers in the formats prescribed under the regulations on an annual basis. An insurer is required to maintain its available solvency margin at a level which is not less than the higher of, (i) 50% of the amount of minimum capital as prescribed under the Insurance Act; and (ii) 100% of the required solvency margin. An insurer is required to maintain a control solvency margin as stipulated by the IRDAI, which currently is a solvency ratio of 150%. In this regard, the Insurance Act prescribes that if at any time the insurer is not able to maintain the required control level of solvency margin, without prejudice to taking any other action as deemed fit by the IRDAI, the IRDAI may require such insurer to submit a financial scheme indicating a plan of action to correct the deficiency within a specified period not exceeding six months. Further, pursuant to the Transfer of Equity Shares Regulations, promoters of insurers may be required by the IRDAI to infuse additional capital in proportion to their shareholding or otherwise at periodic intervals to ensure that the insurer is compliant with the aforesaid solvency requirements at all times.

Insurance Regulatory and Development Authority (Scheme of Amalgamation and Transfer of Life Insurance Business) Regulations, 2013 dated February 7, 2013

These regulations prescribe the procedure for implementation of a scheme of amalgamation and transfer by life insurers, which includes filing an application with the IRDAI and obtaining its approval. Applicants are required to provide a two months' notice to the IRDAI along with prescribed documents. The IRDAI may direct such applicant to notify each policyholder about the scheme, cause an actuarial valuation to be conducted, or both. The IRDAI may grant in-principle approval after hearing the applicant and policyholders if it is of the opinion that the scheme is in the interest of orderly growth of insurance sector. Prior to grant of final approval, the IRDAI may cause an independent actuarial valuation of insurance business of the transacting parties.

Insurance Regulatory and Development Authority (Distribution of Surplus) Regulations, 2002 dated December 13, 2002

These regulations set out the procedures for distribution of surplus by insurers. Every life insurer is required to separately maintain: (i) a life fund for participating policyholders; and (ii) a life fund for non-participating policyholders. These regulations provide that a life insurer may, on the advice of his appointed actuary, reserve a part of the actuarial surplus (also referred to as valuation surplus) arising out of a valuation of assets and liabilities made for a financial year, to its shareholders, which shall be: (i) 100%, in case of a life fund maintained for non-participating policyholders; and (ii) one-ninth of the surplus allocated to policyholders in case of a life fund maintained for participating policyholders. Prior approval of the IRDAI is required in cases where the said allocation is not one-ninth of the surplus. Further, an insurer is not allowed to allocate or reserve more than 10% of the said actuarial surplus to its shareholders.

Insurance Regulatory and Development Authority of India (Protection of Policyholders' Interests) Regulations, 2017 ("Protection of Policyholders' Interests Regulations")

On June 22, 2017, the IRDAI notified the Protection of Policyholders' Interest Regulations. The Protection of Policyholders' Interest Regulations prescribes specifications with respect to various aspects including insurance product solicitation, grievance redressal, and claim settlement, which are required to be complied by all insurers in order to protect the interests of policyholders. It mandates insurers to have in place a policy approved by its board of directors, which is required to provide the steps that an insurer proposes to enhance insurance awareness amongst prospects and policyholders, service parameters, procedure for expeditious resolution of complaints, steps to be taken during the policy solicitation and sale stages and steps taken by the insurer for preventing mis-selling and unfair business practices at point of sale and service.

The Protection of Policyholders' Interest Regulations prescribe the form and content requirements that are required to be fulfilled by insurers in relation to their policy documents, proposal forms and prospectuses of insurance products. The insurers are mandated to disclose in their policy documents all material information such as the terms and conditions of a policy, details of premium payable, free look period, requirements to be fulfilled for lodging a claim, coverage of the policy, exclusions, grounds for cancellation, and details of grievance redressal mechanism available to policyholders. Further these regulations set out the procedure that is required to be followed by insurers for expeditiously settling any claims made by a policyholder. Further, pursuant to the IRDAI Guidelines for Corporate Governance for insurers in India dated May 18, 2016, insurers are also required to mandatorily set up a Policyholders Protection Committee. The Protection of Policyholders' Interest Regulations provide that all insurers must appoint a senior employee at the corporate office as 'Grievance Redressal Officer'. For every other office of an insurer, the head of such office is required to be designated as 'Grievance Redressal Officer'. The Policyholders Protection Committee is required to, *inter alia,* recommend a policy on customer education for approval of the board of directors of the insurer, ensure proper implementation of the same, put in place systems to ensure that policyholders have access to redressal mechanisms and establish policies and procedures, for the creation of a dedicated unit to deal with customer complaints and resolve disputes expeditiously establish a framework for review of awards given by Insurance Ombudsman/consumer forums, review claims report.

Insurance Regulatory and Development Authority of India (Appointed Actuary) Regulations, 2017 ("Appointed Actuary Regulations")

The Appointed Actuary Regulations mandate that an insurer shall not carry on business of insurance without an appointed actuary for a period exceeding one year and require that the insurers appoint a person fulfilling the eligibility requirements specified under the regulations to act as an appointed actuary, after seeking the approval of the IRDAI in this regard. The appointed actuary needs to, *inter alia,* ensure that all the records of the insurer to conduct actuarial valuation of the liabilities and assets of the insurer have been made available to her/him, render actuarial advice to the management of the insurer particularly in the areas of product designing and pricing, express opinions on the underwriting policy, reinsurance arrangements and effective implementation of risk management systems, ensure that the insurer complies with the attendant solvency requirements under the applicable law and pay due regard to generally accepted actuarial principles while carrying out any task. Further, the Appointed Actuary Regulations provides a list of actuarial statements/ certificates/ reports to be submitted to the IRDAI with due dates.

Insurance Regulatory and Development Authority of India (Actuarial Report and Abstract for Life Insurance Business) Regulations, 2016 (the "Actuarial Report Regulations")

The IRDAI has issued the Actuarial Report Regulations dated April 13, 2016, which stipulate procedures for preparation of actuarial reports and abstracts and also provide for valuation methods and parameters to be included in such actuarial reports and abstracts.

Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("IRDAI Investment Regulations")

The IRDAI Investment Regulations have segregated a life insurer's total investment assets into three categories: (i) shareholders' funds representing solvency margin, non-unit reserves of unit-linked life insurance business, participating and non-participating funds of policyholders, funds of variable insurance products including one year renewable pure group term assurance business at their carrying value; (ii) policyholders' funds of pension, annuity and group business including funds of variable insurance products at their carrying value; and (iii) policyholders' unit reserves of the unit linked insurance business, including funds of variable insurance products at their market value as per the IRDAI Investment Regulations. Further, the IRDAI Investment Regulations lays down the category of "approved investments" which was earlier defined in the Insurance Act. Additionally, the IRDAI Investment Regulations have prescribed the composition of investment committee and also the investment pattern and exposure norms for an insurer.

The IRDAI Investment Regulations prescribe the manner and limits with respect to the investment of the assets of an insurer. Maximum exposure limits for a single "investee" company, group of investee companies and for the industry sector to which the investee company belongs to have been defined. Additionally, limits at various asset classes and exposure to credit instruments including limits based on credit ratings have also been prescribed. Further, the IRDAI Investment Regulations prescribe that not more than 5% of the total aggregate of the "investment assets" of insurers can be invested in companies belonging to its promoter group. The IRDAI Investment Regulations have also specifically laid emphasis on insurers conducting their own risk analysis commensurate with the complexity of the product(s) and the materiality of their holding and prohibited replacement of appropriate risk analysis and management on the part of the insurer in lieu of credit ratings.

Insurers are also required to implement investment risk management systems and processes which are to be certified by a chartered accountant firm and are required to be audited at least once at the beginning of every two financial years. The IRDAI Investment Regulations also stipulate investment management mechanism, including formulating of an investment policy, constitution of an investment committee which shall implement the investment policy (as approved by the board of directors of the insurer), risk management systems (as mandated by IRDAI) and audit and reporting to the board or its committees. Further, the net asset value as declared by the insurer shall be subject to a daily concurrent audit. The board of directors of the insurer are also required to review the investment policy and its implementation on a half-yearly basis (or at such shorter intervals as decided) and make modifications to the investment policy as may be necessary keeping in mind protection of policyholders' interests and the pattern of investment laid down in the IRDAI Investment Regulations. Compliance with the IRDAI Investment Regulations is required to be reported by insurance companies on a quarterly basis by filing the forms prescribed in these regulations. The IRDAI Investment Regulations further mandate that all events in the knowledge of the insurer which can have material adverse impact on the investment portfolio of the insurer and consequently on the security of policyholder benefits and expectations, are required to be reported to the IRDAI on an immediate basis. In an IPO, a life insurer is allowed to submit a maximum bid of (a) 10% of the subscribed capital of the investee company; or (b) 10% of the investment assets (as defined in the Investment Regulations) of such insurer, whichever is lower. The insurer is also required to adopt a model code of conduct, duly approved by its board of directors, in compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

Insurance Regulatory and Development Authority of India (Expenses of Management of Insurers Transacting Life Insurance Business) Regulations, 2016 ("EOM Regulations")

The EOM Regulations prescribe the limit and scope of the expenses of the management in life insurance business in a financial year, i.e. all operating expenses including commission/brokerage payable to intermediaries which are charged to revenue account. The EOM Regulations prescribe the percentage of the allowable expenses under various segments of life insurance business and the insurers are obligated to ensure that the expenses of management are within the allowable limit. The EOM Regulations provide that for any violation of such limits, the IRDAI may after allowing forbearance to the provision of EOM Regulations for a maximum period of ten (10) years and having regard to the business model of the insurer, i*nter alia*, direct the excess expense to be charged to the shareholder's account, impose restrictions on opening of new places of business, impose restrictions on payment of performance incentives to the managing directors/ chief executive officers, whole time director and key management persons or remove managerial personnel and/or appoint an administrator. Additionally, the IRDAI may also direct the insurer to not to underwrite new business in one or more segments in case of repeated violations.

Insurance Regulatory and Development Authority of India (Obligations of Insurers to Rural and Social Sectors) Regulations, 2015 ("Obligations of Insurers to Rural and Social Sectors Regulations")

The Obligations of Insurers to Rural and Social Sectors Regulations provide the percentage of lives to be insured in social sector (computed on the total business procured in the preceding financial year and applicable to all insurers). "Rural Sector" has been defined in the Obligations of Insurers to Rural and Social Sector Regulations to mean "the places or areas classified as 'rural' while conducting the latest decennial population census (Census of India)", whereas "Social Sector" has been defined in the Obligations of Insurers to Rural and Social Sector Regulations to include "unorganized sector, informal sector, economically vulnerable or backward classes and other categories of persons, both in rural and urban areas". The Obligations of Insurers to Rural and Social Sectors Regulations prescribe the percentage of total policies to be underwritten in the respective year with respect to rural sector by life insurers. Similarly, the regulations also provide the percentage of policies insuring people comprising social sector (computed on the total business procured in the preceding financial year and applicable to all insurers). The Obligations of Insurers to Rural and Social Sectors Regulations also require insurers to put in place effective operational procedure for accurate classification of the business obligations into the Rural Sector and Social Sector. Insurers are also required to submit a return as a part of their financial returns specifying the compliance achieved during the relevant year.

Insurance Regulatory and Development Authority of India (Micro Insurance) Regulations, 2015 ("Micro Insurance Regulations")

The Micro Insurance Regulations were notified on March 13, 2015 and supersede the Insurance Regulatory and Development Authority (Micro Insurance) Regulations, 2005. Under the Micro Insurance Regulations, life insurers are allowed to offer general micro insurance products and life micro-insurance products where "General micro-insurance product" means any health insurance contract, any contract covering the belongings, such as, hut, livestock or tools or instruments or any personal accident contract, either on individual or group basis, as per terms stated in Schedule I of the Micro Insurance Regulations and "Life micro-insurance product" means a life insurance product designated as per terms stated in Schedule II of the Micro Insurance Regulations, provided that the life insurer offering general micro-insurance products must have a tie-up with an insurer carrying on the general insurance business. Further, the regulations govern, *inter alia*, the appointment of micro insurance agents, code of conduct of micro insurance agents, distribution of micro insurance products, filing of micro insurance products, issuance of micro insurance policy contracts, the remuneration/commission payable to micro insurance agents and obligations to rural and social sectors. Every insurer shall send a quarterly report to the IRDAI regarding the handling of complaints/grievances, if any, against the micro-insurance agents.

Insurance Regulatory and Development Authority of India (Insurance Advertisements and Disclosure) Regulations, 2021 ("Advertisement Regulations") and Master Circular on Insurance Advertisements, dated October 17, 2019 ("Advertisement Master Circular")

The Advertisement Regulations replaced the erstwhile Insurance Regulatory and Development Authority (Insurance Advertisements and Disclosure) Regulations, 2000 with dual objectives of: (a) ensuring that the insurers, intermediaries or insurance intermediaries adopt fair, honest and transparent practices while issuing advertisements and avoid practices that tend to impair the confidence of the public; and (b) ensuring that the advertisement is relevant, fair and in simple language enabling informed decision making. The Advertisement Regulations, among other things, incorporated the concepts of 'insurance advertisement' and 'institutional advertisement' which were earlier introduced *vide* the Advertisement Master Circular. The Advertisement Regulations prescribe certain compliances and controls in relation to insurance advertisements issued by insurers, intermediaries, or insurance agents. The insurers are required to have a compliance officer establish and maintain a system of control over the content, form, and method of dissemination of all advertisements relating to the insurance products offered to the prospects. Such advertisements are required to be filed with the IRDAI within seven days after its release, along with, *inter alia*: (a) the UIN number(s) of the policy(ies) or Products advertised in case of an insurance advertisement; (b) a description of the advertisement and how it is used; (c) the method or media used for dissemination of the advertisement and (d) an identifying number for the advertisement. Insurers are also required to ensure that advertisements are not unfair or misleading in as much as, it should clearly identify the insurance product, describe benefits as detailed in the provisions of the policy and indicate the risks involved. Through the Advertisement Regulations, the IRDAI has also brought about certain additional aspects such as 'clarity in advertisements', requiring insurers and insurance intermediaries to, *inter alia,* ensure that in all advertisements, the communications are clear, fair and not misleading whatever be the mode of communication. The insurers/ insurance intermediaries are also required to use material and design (including paper size, colour, font type and font size, tone and volume) to present the information legibly and in an accessible manner along with mandatory disclosures in the same language as that of the whole advertisement. In addition to the Advertisement Regulations, IRDAI issued the Advertisement Master Circular prescribing the minimum standards (including do's and don'ts) to be adhered by the insurers and insurance intermediaries while publishing insurance advertisements. Further, every insurer, intermediary or insurance agent is required to maintain an advertisement register and maintain specimens of all advertisements for a minimum period of three years. Every insurer, intermediary or insurance intermediary shall follow recognised standards of professional conduct as prescribed by the Advertisement Standards Council of India (ASCI) and discharge its functions in the interest of the policyholders. If any advertisement is not in consonance with the Advertisement Regulations, the IRDAI may take action against an insurer including directing such insurer to modify or discontinue the advertisement.

Insurance Regulatory and Development Authority of India (Reinsurance) Regulations, 2018 ("Reinsurance Regulations")

In terms of the Insurance Act, insurers are obligated to reinsure with Indian reinsurers such percentage of sum assured on each policy, as notified by IRDAI from time to time. Life insurers are required to retain 25% of the sum at risk under pure protection life insurance business portfolio and 50% of the sum at risk under other than pure protection life insurance business portfolio. As per the Reinsurance Regulations, every insurer is required to prepare a reinsurance programme which should commence from the beginning of every financial year and the insurer is required to file the board approved reinsurance program along with its retention policy, 45 days before the commencement of financial year and thereafter, the insurer is required to file the final reinsurance program (incorporating changes, if any) duly approved by the board of directors of the insurer, within 30 days from commencement of the financial year. The objective of the reinsurance programme is (a) maximum retention within the country, subject to proper and adequate diversification of risks; (b) to develop adequate technical capability and financial capacity; (c) to secure the best possible re-insurance coverage required to protect the interest of the policyholders and (retro)cedents at a reasonable cost; and (d) to simplify the administration of business. The insurers are required to ensure that the reinsurance arrangements in respect of catastrophe accumulations are adequate and ensure that the catastrophe modelling report and basis along with return period estimates, on which quantum of catastrophe protection is purchased, is duly approved by the board of directors of the insurer and file a synopsis of the catastrophe modelling report along with the reinsurance programme. Further, the Reinsurance Regulations, *inter alia,* require every insurer to maintain the maximum possible retention in commensuration with its financial strength, quality of risks and volume of business, ensure that the re-insurance arrangement is not fronting and formulate a suitable board approved insurance segment-wise retention policy. Every Indian insurer is required to submit to IRDAI, copies of every re-insurance contract, the list of re-insurers with their credit rating, their shares in the proportional and non-proportional re-insurance arrangement. The board, while formulating the re-insurance programme and the retention policy, are required to ensure that the re-insurance arrangements are effective and appropriate by taking into consideration, *inter alia*, the following factors: (i) business mix, overall risk appetite, type and extent of re-insurance protection required: (ii) level of risk concentration and retention levels: (iii) mechanism of re-insurance.

Insurance Regulatory and Development Authority of India (Health Insurance) Regulations, 2016 ("Health Insurance Regulations"), Consolidated Guidelines on Product filing in Health Insurance Business dated July 22, 2020 as modified by circular dated June 1, 2022 and Master Circular on Standardization of Health Insurance Products dated July 22, 2020

The Health Insurance Regulations are applicable to all registered life insurers, general insurers and health insurers, undertaking health insurance business. Health insurance products are permitted to be offered by entities with a valid registration to carry on life insurance, general insurance or health insurance business. General insurers and health insurers are permitted to offer individual health insurance products with a minimum tenure of one year and maximum tenure of three years provided that the premium remains unchanged for the tenure. Further, group health policies may be offered by any insurer for a term of one year except credit linked products where the term can be extended up to the loan period not exceeding five years, provided general insurers and health insurers may also offer credit linked group personal accident policies for a term extended up to the loan period not exceeding five years. Group personal accident policies may be offered by general insurers and health insurers with term less than one year also to provide coverage to specific events. Other insurance products offering travel cover and individual personal accident cover may also be offered for a period less than one year. Overseas or domestic travel insurance policies may only be offered by general insurers and health insurers, either as a standalone product or as an add-on cover to a health or personal accident policy.

The principles of pricing of health insurance products under the Health Insurance Regulations require insurers to ensure that the premium for a health insurance policy is based on age and other relevant risk factors as applicable. For provision of cover under family floater, the impact of the multiple incidence of rates of all family members proposed to be covered must be considered. The premiums filed must ordinarily be not changed for a period of three years after a product has been cleared in accordance with the product filing guidelines specified by IRDAI. Thereafter the insurer may revise the premium rates depending on the experience subject to conditions specified in the regulations. However, such revised rates shall not be changed for a further period of at least one year from the date of launching the revision. All insurers must also comply with the guidelines specified by the IRDAI while pricing the products.

Further, the Health Insurance Regulations specify certain provisions relating to health insurance products including product filing procedures, withdrawal of products, review of products, restrictions on group insurance products, and proposal forms. Further, the insurers are required to adopt a board approved health insurance underwriting policy, which is required to be periodically reviewed. Other provisions of the Health Insurance Regulations include designing of health insurance policies, renewal, migration, free-look period, special provisions for senior citizens and mandatory AYUSH coverage. The Health Insurance Regulations also contain provisions on administration of health insurance policies, including protection of policyholders' interest, claims settlement and rejection, and minimum disclosures in policy documents. It also provides for administration of health policies through engagement of network providers and third party administrators ("**TPA**") and specifies minimum requirements under health service agreements with TPAs, and payments and claim settlement procedures in relation to such engagement of network providers and TPAs.

On July 22, 2020, IRDAI issued Consolidated Guidelines on Product filing in Health Insurance Business ("**Consolidated Product Filing Guidelines**") replacing the erstwhile Guidelines on Product filing in Health Insurance Business dated July 29, 2016 and subsequent modification guidelines thereto. The Consolidated Product Filing Guidelines were further amended by the IRDAI *vide* circular titled '*Use and file procedure for all categories of products under health insurance business - reg*' dated June 1, 2022 ("**Health Use and File Circular**").

The Consolidated Product Filing Guidelines apply to all insurers, and to TPAs, to the extent applicable. The Consolidated Product Filing Guidelines require insurers to adopt an underwriting policy for health insurance business giving details of health, personal accident and travel policies, duly approved by the board of directors, and file the same with IRDAI. The Consolidated Product Filing Guidelines also provide detailed prescriptions in relation to proposal forms, designing of products, prospectus, and customer information sheet. The Consolidated Product Filing Guidelines previously provided for (i) 'file and use' procedures in respect of, *inter alia*, new products or add-ons or riders, pilot products, health package products, and filing modifications of products including guidelines on filing minor modification on certification basis; and (ii) 'use and file' procedures for group products other than government schemes and insurance schemes sponsored by governments. However, in partial modification of the Consolidated Product Filing Guidelines, *vide* the Health Use and File Circular, the IRDAI has done away with the requirement of prior approval of IRDAI (file and use) for all categories of health insurance products.

On July 22, 2020, IRDAI issued the Master Circular on Standardization of Health Insurance Products which replaced the Guidelines on Standardisation in Health Insurance dated July 29, 2016 and subsequent modification guidelines issued from time to time. The master circular provides for guidelines on standardization in health insurance, standardization of exclusions in health insurance contracts, and standard individual health insurance product. It contains, *inter alia*, standard definitions for health insurance policies, standard nomenclature and procedures for critical illnesses, standard exclusions and prohibited exclusions in health insurance policies, and basic mandatory covers for individual health insurance products, to enable the prospective policyholders and insured to understand these policies without ambiguity.

Insurance Regulatory and Development Authority (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations, 2002 ("**Financial Statements Regulations)**

The Financial Statements Regulations prescribe accounting principles and other financial disclosures to be adhered to while preparing financial statements. These disclosures, *inter alia*, include (i) actuarial assumptions for valuation of liabilities for life policies in force; (ii) encumbrances to assets of the company in and outside India; (iii) commitments made and outstanding for loans, investments and fixed assets; (iv) basis of amortisation of debt securities and (v) specified contingent liabilities. Additionally, the financial statements are required to be prepared in conformity with the accounting standards issued by the ICAI, to the extent applicable, except for accounting standard 3 for cash flow statements which is to be prepared only under the direct method of accounting and accounting standard 17 for segment reporting which is to be applicable to all insurers irrespective of the requirements regarding listing and turnover specified in such accounting standard. Preparation of financial statements which includes balance sheet, revenue account, profit and loss account and receipts and payments account of an insurer, management report and auditor's report are required to be prepared in accordance with the formats as prescribed under these regulations.

Separately, the IRDAI in its circular dated June 28, 2017 approved a regulatory override whereby the implementation of Ind-AS in the insurance sector was deferred for a period of two years and insurance companies were required to implement it for periods after April 1, 2020. However, on January 21, 2020, the IRDAI issued a circular on Implementation of Ind-AS in the Insurance Sector whereby it has withdrawn its circular dated June 28, 2017 and deferred the implementation for Ind AS and dispensed with the requirement to submit the proforma financial statements. It has been decided to implement Ind-AS 109 and Ind-AS equivalent of IFRS 17 simultaneously, along with all other applicable Ind-AS and the effective date of implementation shall be decided after the finalization of IFRS 17 by International Accounting Standards Board and subsequent notification of standard equivalent to IFRS 17 in India.

Insurance Regulatory and Development Authority of India (Places of Business) Regulations, 2015 ("IRDAI Place of Business Regulations")

The IRDAI Place of Business Regulations lay down norms for every insurer who seeks to open a place of business within or outside India. Each such insurer is required to obtain the prior approval of the IRDAI, prior to opening a new place of business within or outside India. These regulations also prescribe the nature of activities that can be undertaken by places of business within and outside India and lay down the norms for opening, closure or relocation of branches or offices in India, foreign branch office, etc., and in addition, prescribe certain reporting requirements to IRDAI. In addition, the IRDAI Place of Business Regulations also require the insurers to provide a minimum of two months advance notice on closure or relocation of a branch to the concerned policyholders serviced by that place of business along with information on alternate arrangements being made to provide services to them. All insurers are required to have a board approved annual business plan, which, *inter alia*, contains the total number of new places of business to be opened within India not only in the urban centres but also in semi-urban and rural centres. Insurers are also required to annually submit the annual business plan to the IRDAI. The IRDAI Place of Business Regulations also enables insurers to open foreign branch offices/representative or liaison office outside India, subject to prior approval of the IRDAI, and prescribe activities allowed by such offices.

Insurance Regulatory and Development Authority of India (Third Party Administrators – Health Services) Regulations, 2016 ("TPA Regulations")

The TPA Regulations provide for, *inter alia*, compulsory registration of health services by TPAs, minimum capital and net worth requirements, procedure for application and renewal for registration, conditions for registration, code of conduct and restrictions on transfer of shares or ownership of TPAs. Amongst others, TPAs may render the following services to an insurer under an agreement in connection with health insurance business: a) servicing of claims under health insurance policies by way of pre-authorization of cashless treatment or settlement of claims other than cashless claims or both; b) servicing of claims for hospitalization cover, if any, under personal accident policy and domestic travel policy; c) facilitating carrying out of pre-insurance medical examinations in connection with underwriting of health insurance policies; d) health services matters of foreign travel policies and health policies issued by Indian insurers covering medical treatment or hospitalization outside India; e) servicing of non-insurance healthcare schemes; and f) any other services as may be notified by IRDAI. However, TPAs are prohibited from, *inter alia*, directly making payment in respect of claims, rejecting or repudiating claims directly and procuring or soliciting insurance business directly/indirectly or offer any service directly to the policyholder or insured. A TPA can provide health services to more than one insurer. Similarly, an insurer may engage more than one TPA for providing health services to its policyholders or claimants. In cases where more than one TPA is engaged by the insurer for a given insurance product, the policyholder can choose a TPA of their choice from amongst the TPAs engaged by the insurer. The insurer has the prerogative of whether or not to engage any TPA or to terminate the services of the TPA or not to engage the services of the TPA for a particular health insurance product or discontinue the services of the TPA to service a particular health insurance product. Further, the TPA Regulations prescribe minimum standard clauses required to be incorporated in health services agreements between insurers, TPAs and network providers.

The Insurance Ombudsman Rules, 2017 as amended by Insurance Ombudsman (Amendment) Rules, 2021 ("Ombudsman Rules")

The objective of the Ombudsman Rules is to resolve all complaints of all personal lines of insurance, group insurance policies, policies issued to sole proprietorships and micro enterprises on the part of insurance companies and their agents and intermediaries in a cost effective and impartial manner. The Ombudsman Rules are applicable to all the insurers and their agents and intermediaries. It provides for constitution and composition of Council for Insurance Ombudsmen whose functions include, *inter alia*, issuing guidelines relating to administration, secretariat staffing, infrastructure and other aspects of the functioning of insurance ombudsman system. The Ombudsman Rules also provides for the procedure and selection criteria for appointment, qualification, term of office, remuneration and territorial jurisdiction of insurance ombudsman. Further, the duties and functions of insurance ombudsman and the manner in which the complaint is to be made, the procedure for redressal of grievance, nature of complaints to be entertained and the manner of passing award in case the complaint is not settled by way of mediation is also provided under the Ombudsman Rules.

Insurance Regulatory and Development Authority (Manner of Receipt of Premium) Regulations, 2002

These regulations govern the manner in which any person proposing to take an insurance policy or any policyholder can pay premiums to an insurer. Under the regulations, the manner of premium payments include cash, any recognised banking negotiable instrument such as cheques, including demand drafts, pay orders, banker's cheques drawn on any scheduled bank in India, postal money orders, credit or debit cards, bank guarantee or cash deposit, internet, e-transfer, direct credits via standing instructions, and any other method of payment as may be approved by the IRDAI from time to time. These regulations also address the commencement of risk covered by insurance policies and the recovery of collection charges from the proposer.

Insurance Regulatory and Development Authority of India (Issuance of e-insurance policies) Regulations, 2016 ("E-insurance Regulations")

The E-insurance Regulations lay down the procedure for electronic issuance of policies and mandates issuance of policies in electronic mode with respect to the specified products enlisted in the regulation and provision for discount on premiums for such policies. The E-insurance Regulations also require to mandatorily issue electronic insurance policies in disaster prone and vulnerable areas as specified by the IRDAI.

Insurance Regulatory and Development Authority of India (Outsourcing of activities by Indian Insurers) Regulations, 2017 ("Outsourcing Regulations")

The Outsourcing Regulations have been issued by the IRDAI to (i) ensure that the insurers follow prudent practices on management of risks arising out of outsourcing with a view to preventing negative systemic impact and to protect the interests of the policyholders and (ii) ensure sound management practices for effective oversight and adequate due diligence with regard to outsourcing activities of the insurers. The objective of the Outsourcing Regulations is to further ensure that outsourcing arrangements neither diminish the ability of the insurer to fulfil its obligations towards its policyholders nor impede the effective supervision of the regulator nor result in their internal, control, business conduct or reputation being compromised or weakened. The Outsourcing Regulations prescribe a list of activities which an insurer is prohibited from outsourcing. An insurer is not allowed to outsource various activities including, but not limited to, investment and related functions, fund management including NAV calculations, compliance with AML/KYC, product design, grievance redressal, all actuarial functions and enterprise-wide risk management, decision making in underwriting and claims functions excluding procedural activities related to payment of survival benefit claims in life insurance, approving advertisements etc. and the Outsourcing Regulations permits the insurer to outsource activities which are generally not expected to be carried out internally by the insurers. The Outsourcing Regulations lay down the mode and manner of evaluating the eligibility criteria, due diligence procedures for the outsourced vendor, record maintenance mechanism, regulatory access, contractual obligations with the outsourced vendor, data security of policy holders information, business continuity plan and principles to be followed in case service provider is a related party and also require insurers to formulate an outsourcing policy, establish an outsourcing committee and report outsourcing arrangements to the IRDAI. The Outsourcing Regulations also provide the criteria to treat certain outsourcing arrangements as material outsourcing arrangements and the obligations pertaining to such material outsourcing arrangements.

Insurance Regulatory and Development Authority of India (Unit Linked Insurance Products) Regulations, 2019 ("Unit Linked Products Regulations") and Insurance Regulatory and Development Authority of India (Non-Linked Insurance Products) Regulations, 2019 ("Non- Linked Products Regulations")

Insurance products are broadly regulated by Unit Linked Products Regulations and Non-Linked Products Regulations. These regulations have been issued by the IRDAI to (i) ensure that insurers follow prudent practices in designing and pricing of life insurance products and to protect the interests of the policyholders and (ii) ensure sound and responsive management practices for effective oversight and adequate due diligence with regard to designing and pricing of life insurance products.

These regulations prescribe the requirements on revival of a policy upon its discontinuance, the revival period and the obligations of an insurer upon revival in addition to setting forth various regulations regarding, among others, minimum death benefits and policy terms, discontinuance terms, caps on various charges under products, surrender value offered under unit-linked and non-linked products and administration and disclosure norms of such products, with the objective of protecting the interests of policyholders. In addition, insurance products offered by an insurer on a group platform are also governed by the Unit Linked Products Regulations and Non-Linked Products Regulations.

The Unit Linked Products Regulations provide that unit linked insurance products are required to be offered through products that are non-participating in nature. The Unit Linked Products Regulations also require the minimum death benefit of life insurance products and individual pension products and the minimum death or health related benefits under health insurance products to not be less than 105% of all premiums paid till date of death. The Non-Linked Products Regulations provide for non-linked insurance products to be offered through products that are participating and non-participating in nature. In terms of the Non-Linked Products Regulations, for all the non-linked individual life insurance products, the minimum sum assured on death during the entire term of the policy shall not be less than seven times the annualized premium, for limited or regular premium products, and 1.25 times the single premium for single premium products. Further, for other than single premium products, the minimum death benefit shall be at least 105% of the total premiums received up to the date of death.

Insurance Regulatory and Development Authority of India (Regulatory Sandbox) Regulations, 2019 ("Regulatory Sandbox Regulations")

The IRDAI issued the Regulatory Sandbox Regulations with the objectives of, a) striking a balance between orderly development of insurance sector on one hand and protection of interests of policyholders on the other, while at the same time facilitating innovation; and b) facilitating creation of regulatory sandbox environment and to relax such provisions of any existing regulations framed by the IRDAI for a limited scope and limited duration, if such a relaxation is needed. Any applicant, which includes insurers, can apply to IRDAI seeking permission for promoting or implementing innovation in insurance in India in any one or more of the following categories: a) insurance solicitation or distribution; b) insurance products; c) underwriting; d) policy and claims servicing; and e) any other category recognized by the IRDAI. The Regulatory Sandbox Regulations provide for, *inter alia*, the procedure for making applications, conditions for grant of permission, extension and revocation of permission, regular review by the IRDAI of the proposal, and conclusion of the proposal. The Regulatory Sandbox Regulations also provide for internal monitoring, review and evaluation of systems and controls and specify steps to be taken upon conclusion of the allocated time period, for bringing the product under the regulatory framework. Further, the Chairperson of IRDAI may relax for the applicant the applicability of one or more provisions of any regulation(s) notified by the IRDAI or any guidelines or circulars issued by the IRDAI, subject to the conditions contained in the regulations and any other conditions as deemed necessary. However, such relaxation shall not be offered in respect of compliance with the Insurance Act or IRDA Act or any other applicable statutes.

On April 7, 2021, IRDAI released a notification on Insurance Regulatory and Development Authority of India (Regulatory Sandbox) (Amendment) Regulations, 2021 which extended the validity of Regulatory Sandbox Regulations for a further period of two years. Pursuant to the amendment, the Regulatory Sandbox Regulations are valid for a period of four years from the date of their publication in the official gazette i.e., four years from July 30, 2019.

Insurance Regulatory and Development Authority of India (Minimum Information Required for Investigation and Inspection) Regulations, 2020 ("Minimum Information Regulations")

The IRDAI has notified the Minimum Information Regulations on November 24, 2020, with the objective to specify the minimum information required to be maintained by insurer, intermediary or insurance intermediary, so as to enable the investigating officer to discharge satisfactorily his or her functions under Section 33 of the Insurance Act. The Minimum Information Regulations are effective after six months from the aforesaid date of publication and has therefore come into effect from May 23, 2021. The Minimum Information Regulations require every insurer to ,*inter alia,* maintain at their principal place of business in India all records, information, data, documents, books or registers required to be maintained by them under the extant provisions of the Insurance Act, rules, regulations, guidelines, circulars or directions applicable to the insurers and provisions of any other law, as applicable to its business. Where it is not convenient or practicable to maintain any item of information in full detail at such principal place of business, it may be maintained at the branches or other offices in such a way that each such branch or office maintains only the relevant part of the information applicable to its working. The key requirements in relation to maintenance of minimum information are set out below:

(a) Records of all proposals for insurance received, cover-notes, individual policies and group policies, reinsurance business, premiums received, endorsements, bank guarantees and deposits with cross-reference to the relevant policy or policies and claims intimated.

(b) Records of insurance agents, insurance intermediaries, all salaried field workers, employees including employees on contract basis and the underlying employment letters and changes therein.

(c) Cash book and disbursement book with supporting documents, investments separately for immovable property, securities and scripts, loans on mortgages and other loans, and other assets.

(d) Proper records of attendance, in any form, of staff indicating employees who attend the office each day.

(e) Office of an insurer issuing any documents used for evidencing of the assumption of risk is required to: (a) ensure that such documents are serially numbered, (b) maintain a record of the serial numbers of the forms of documents issued to each person, and (c) maintain a proper check to verify that all the forms and documents issued are properly accounted for.

Further, the information to be maintained in terms of the Minimum Information Regulations being the 'minimum information', the insurers are expected to maintain all the relevant information, documentation, and related papers with respect to the specific function which it carries. In addition, the IRDAI may specify additional information to be maintained by the insurers as may be required from time to time. The insurers are also required to put in place appropriate policy, approved by their Boards, on maintenance of records and destruction of old records, both physical and electronic form, considering the nature, importance, business needs and other applicable legal requirements.

Insurance Regulatory and Development Authority of India (Indian Insurance Companies) (Amendment) Regulations, 2021 ("IIC Amendment Regulations")

The IIC Amendment Regulations dated July 7, 2021 were notified by the IRDAI on July 9, 2021. The IIC Amendment Regulations contain an omnibus amendment to certain regulations governing insurance companies, for allowing 74% foreign investment in insurance companies and for removing references to "Indian owned and controlled" compliances prescribed thereunder. The regulations amended vide the IIC Amendment Regulations are as follows:

(a) IRDA (Registration of Indian Insurance Companies) Regulations, 2000;

(b) IRDAI (Transfer of Equity Shares of Insurance Companies) Regulations, 2015;

(c) IRDAI (Issuance of Capital by Indian Insurance Companies Transacting other than Life Insurance Business) Regulations, 2015; and

(d) IRDAI (Issuance of Capital by Indian Insurance Companies Transacting Life Insurance Business) Regulations, 2015.

The IIC Amendment Regulations have the effect of omitting the requirement of insurance companies having to comply with "Indian Ownership and Control" restrictions. The IIC Amendment Regulations, *inter alia,* incorporate the conditionalities attached with foreign investment in insurance companies (as brought out through the 2021 FI Rules) into the aforesaid regulations. While these amendments are specific to the compliance requirements prescribed under the aforesaid regulations, as of July 13, 2021, the IRDAI has also expressly withdrawn the Guidelines on Indian Owned and Controlled issued by the IRDAI on October 19, 2015 for Indian insurance companies *vide* circular titled 'Withdrawal of Guidelines on Indian owned and controlled' (Ref. No: IRDAI/F&A/CIR/MISC//211/07/2021) dated July 30, 2021.

Insurance Regulatory and Development Authority of India (Other Forms of Capital) Regulations, 2015

In addition to equity shares, insurance companies have now been permitted to issue preference shares and debentures (as defined in the Companies Act and satisfying the criteria specified under these regulations) in compliance with the provisions of these regulations. These regulations prescribe parameters regarding seniority of claims, maturity periods, reporting requirements to be undertaken by insurers and procedures for issue of 'other forms of capital'. The issuance of 'other forms of capital' by insurance companies requires specific prior approval of the IRDAI. The total quantum of the instruments taken together cannot exceed 25% of total of paid-up equity share capital and securities premium of an insurer. However, the total quantum of the "Other forms of Capital" cannot exceed 50% of the net worth of an insurer.

Insurance Regulatory and Development Authority of India (Maintenance of Insurance Records) Regulations, 2015

These regulations prescribe the manner in which the records of every policy issued and record of every claim is to be maintained by the insurer. These regulations require records of policies and claims to be mandatorily maintained in electronic form, records to be complete and accurate and the system of maintenance to have necessary security features. The insurer is required to form a board approved policy for the manner and maintenance of the policies and records, including having a detailed plan to review the implementation of the maintenance and storage of records. Such review is required to be overseen by the risk management committee of the board of the insurer. These regulations require records held in electronic mode pertaining to all the policies issued and all claims made in India to be held in data centres located and maintained in India only.

Certain regulations prescribed by the PFRDA

Pension Fund Regulatory and Development Authority (Exits and Withdrawals under the National Pension System) Regulations, 2015

These regulations provide for the conditions which are required to be fulfilled by subscribers for exiting or withdrawing funds from the National Pension System, including the conditions, frequency, and limit of withdrawals from individual pension accounts, and the requirement of procuring an annuity from an empanelled annuity service provider at the time of exit. The regulations also provide for the criteria and procedure for obtaining empanelment as an annuity service provider under the regulations.

Certain regulations notified by the IRDAI for agents and insurance intermediaries

To regulate agents and intermediaries, IRDAI notified certain regulations in relation to individual agents, corporate agents, brokers, web aggregators, insurance marketing firms and others.

Individual agents

Individual agents are appointed by insurers as per the Insurance Regulatory and Development Authority of India (Appointment of Insurance Agents) Regulations, 2016. Under these regulations, an individual agent is permitted to act as an agent for one life, general, health and mono-line insurer each. Further, composite insurance agents can act as insurance agents for two or more insurers, subject to the condition that he/she shall not act as insurance agent for more than one life insurer, one general insurer, one health insurer and one each of the mono-line insurers.

Corporate agents

Corporate agents are granted a certificate of registration by IRDAI in accordance with the IRDAI (Registration of Corporate Agents) Regulations, 2015 for solicitation and servicing of insurance business for any of the specified category of life, general and health. A corporate agency registration is valid for a period of three years from the date of issuance, unless the same is suspended or cancelled by the IRDAI. The grant and renewal of a corporate agency registration is subject to the applicant meeting the eligibility criteria prescribed in the IRDAI Registration of Corporate Agents Regulations. The criteria includes matters such as: (a) whether the applicant has the necessary infrastructure and trained personnel/ manpower for effectively undertaking the activities as a corporate agent; (b) whether the principal officer, directors and other employees of the applicant have violated the code of conduct set out under the IRDAI Registration of Corporate Agents Regulations in the last three years; (c) whether any person, directly or indirectly connected with the applicant, has been refused in the past the grant of a licence/registration by the IRDAI; and (d) whether the applicant, in case the principal business of the applicant is other than insurance, maintain an arms-length relationship in financial matters between its activities as Corporate Agent and other activities. Depending on the type of registration (i.e. General, Life, Health or Composite) a corporate agent is permitted to act as a corporate agent for a maximum of three life, three general and/ or three health insurers and is required to adopt a board approved open architecture policy on the same. The corporate agents are required to adhere to a code of conduct on soliciting and servicing of insurance policies as prescribed by the regulations.

Insurance brokers

Insurance brokers are granted a certificate of registration by IRDAI in accordance with the Insurance Regulatory and Development Authority (Insurance Brokers) Regulations, 2018, and are, *inter alia*, required to adhere to the capital requirements, maintenance of minimum net worth, and deposit requirements. They must also adhere to a code of conduct as prescribed by the regulations. The registration granted is subject to a number of conditions, including, taking adequate steps for redressal of grievances of clients within 14 days of receipt of complaint, keeping the IRDAI informed about the number and nature of complaints received, abstaining from undertaking multi-level marketing for solicitation and procurement of insurance products and maintaining records in specified formats.

Insurance Web Aggregators

Further, IRDAI issued the Insurance Regulatory and Development Authority of India (Insurance Web Aggregators) Regulations, 2017 in order to supervise and monitor as insurance intermediaries, the web aggregators who maintain a website for providing interface to the insurance prospects for price comparison and information of products of different insurers and other related matters.

Insurance Marketing Firms

In addition, the IRDAI has issued the IRDAI (Registration of Insurance Marketing Firm) Regulations, 2015 ("**IMF Regulations**") for regulating insurance marketing firms ("**IMFs**"). An IMF is an entity registered with the IRDAI to solicit or procure insurance products, to undertake insurance service activities and to distribute other financial products, in each case as per the provisions of the IMF Regulations, by employing individuals licensed to market, distribute and service such other financial products. The IMFs are required to engage licensed insurance sales persons and financial service executive on salary and incentive basis and the IMFs are required to ensure continuous monitoring of the activities of the insurance sales persons and be responsible for compliance of the IMF Regulations and the code of conduct prescribed thereunder.

Insurance Regulatory and Development Authority of India (Payment of Commission or Remuneration or Reward to Insurance Agents and Insurance Intermediaries) Regulations, 2016 ("Remuneration Regulations")

Further, the Remuneration Regulations prescribe the mode, manner, and limits for payment of commission or remuneration or reward to insurance agents and insurance intermediaries. Every insurer is also required to adopt a board approved policy with respect to payment of commission or remuneration or reward to insurance agents and insurance intermediaries. These regulations specify that the maximum rate of commission or remuneration payable by an insurer shall not exceed either: (i) the maximum limit specified by these regulations; or (ii) any other rate of commission or remuneration approved by the IRDAI under any other regulations or guidelines, whichever is lower. These regulations also specify the eligibility criteria for payment of rewards to insurance agents and insurance intermediaries.

Certain guidelines and circulars notified by the IRDAI

Insurance Regulatory and Development Authority of India (Listed Indian Insurance Companies) Guidelines dated August 5, 2016 ("Listed Indian Insurance Companies Guidelines")

The Listed Indian Insurance Companies Guidelines are applicable to all insurance companies whose equity shares are listed on the stock exchanges and to the allotment process pursuant to a public issue. These guidelines, *inter alia*, require self-certification of fit and proper criteria by a person intending to acquire equity shares of an insurer amounting to 1% or more, but less than 5%, of the paid-up equity share capital of the insurer. The self-certification is to be filed with the insurance company and the same shall be considered as deemed approval of IRDAI for the purpose of Section 6A(4)(b)(iii) of the Insurance Act. However, if the person proposing to acquire equity shares is likely to result in the aggregate holding of such person, his relatives, associate enterprises and persons acting in concert, increasing to 5% or more of the paid up equity share capital of the insurer or 5% or more of the total voting rights of the insurer, such acquisition would require prior approval of the IRDAI.

Further, an existing shareholder who has previously obtained IRDAI permission as a major shareholder (holding 5% or more of the paid up equity share capital) of the insurer may acquire up to 10% of equity shares or voting rights of the concerned insurer without prior approval of IRDAI, subject to, *inter alia*, furnishing details of the source of funds for such incremental acquisition to the insurer. However, if the shareholding of the major shareholder along with persons acting in concert results in the aggregate holding to exceed or likely to exceed 10% of the paid up equity share capital or of the total voting rights of the insurer, then such an acquisition would require prior fresh approval of the IRDAI. In addition to the above, the Listed Indian Insurance Companies Guidelines also prescribe continuous monitoring obligations by insurers for due diligence in case of shareholders holding 5% or more shares in listed insurance companies. The guidelines also prescribe the procedure for making an application before the IRDAI for transfer of the equity shares above the prescribed thresholds.

The Listed Indian Insurance Companies Guidelines prescribe the following shareholding and voting limits for an insurance company:

Category of Shareholders	Promoter and Promoter Group (minimum)[(1)]	All shareholders in the long run (except promoters)				
		Natural Person	Legal person			
			Non-financial institution/ entities	Financial institution		
				Non-regulated or non-diversified and non-listed[(2)]	Regulated, diversified and listed/ supranational institution/ public sector undertaking/ government	Others [(3)]
Shareholding Caps	50%	10%	10%	15%	30%	As permitted on a case to case basis.

(1) The table illustrates the holding limits in category and sub-category of shareholders.

(2) The promoter includes Indian promoter and also includes a foreign investor who has taken a stake in the concerned insurance company in such capacity. Where the present holding is below 50%, such holding shall be the minimum holding.

(3) In case of financial institutions that are owned to the extent of 40% or more or controlled by individuals, the shareholding would be deemed to be by a natural person and the shareholding will be capped at 10%.

(4) High stake/ strategic investment by non-promoters through capital infusion by domestic or foreign entities / institution shall be permitted on a cases to case basis under circumstances such as relinquishment by existing promoters, rehabilitation / restructuring of problem / weak insurers / entrenchment of existing promoters or in the interest of the insurance company or in the interest of consolidation in the insurance sector, etc. The shareholders permitted 10% or more in an insurance company will be subject to a minimum lock-in period of five years.

Guidelines for Corporate Governance for Insurers in India dated May 18, 2016 ("Corporate Governance Guidelines")

The Corporate Governance Guidelines issued by the IRDAI encompass the corporate governance requirements applicable to insurers, in addition to the requirements set out under the Companies Act, 2013. These guidelines stipulate the governance structure in insurance companies, including board of directors, key management personnel, constitution of various committees such as audit committee, investment committee, risk management committee, policyholder protection committee, nomination and remuneration committee, CSR committee, role of appointed actuaries, appointment of auditors, relationship with stakeholders, related party transaction policy and whistle blower policy. The roles and responsibilities of the board of directors, indicatively include setting clear and transparent policy framework for execution of the corporate objectives, seeking detailed and transparent information flow from the senior management (CEO and other KMPs) and devising appropriate systems to serve as effective monitoring arrangements. They also lay down certain disclosure requirements in relation to financial statements, including quantitative and qualitative information on financial and operating ratios, actual solvency margin/ required margin, description of risk management architecture, payments made to group entities from the policyholders funds and pecuniary relationships with the non-executive directors. The Corporate Governance Guidelines also reiterate the roles and responsibilities of the appointed actuary which are set out in the Appointed Actuary Regulations.

IRDAI Guidelines on Remuneration of Non-executive Directors and Managing Director/ Chief Executive Officer/ Whole-time Directors of Insurers dated August 5, 2016 ("Remuneration Guidelines")

The Remuneration Guidelines prescribe adoption of a remuneration policy for non-executive directors and chief executive officers/ whole-time directors/ managing directors. Such policy formulated for non-executive directors may allow for payment of remuneration in the form of profit related commission, subject to the insurer making profits while capping the amount of remuneration for each non-executive director at ₹1 million per annum, however, the remuneration for the chairman has been left to the discretion of the board of directors. Additionally, the company may pay sitting fees and reimburse expenses to the non-executive directors.

The Remuneration Guidelines provide minimum indicative parameters for implementation of risk adjustment in the remuneration payable to the chief executive officer/ whole-time director/ managing director. The provision of 'guaranteed bonus' is prohibited from being a part of remuneration plan of the chief executive officers/ whole-time directors/ managing directors. For such remuneration, the insurers are required to ensure that the fixed portion of the remuneration is reasonable and a proper balance is maintained between the percentage of fixed and variable pay. In relation to the 'variable pay' component of remuneration of MD/CEO/Whole Time Directors, such remuneration is required to be adjusted for all types of risk and minimum parameters such as persistency, solvency, grievance redressal etc. The variable pay may be in the form of cash, stock linked instruments or a combination of both, excluding employee stock options. Further, the Remuneration Guidelines require that where variable pay constitutes a substantial portion of the total pay, an appropriate portion of such variable pay shall be deferred over a period of not less than three years and may be appropriately 'clawed back' in case of any negative trend observed in the risk parameters. Further, deterioration in the financial performance of the insurer and the other parameters specified should generally lead to a contraction in the total amount of variable remuneration. For annual remuneration in excess of ₹15 million, such excess shall be required to be borne by the shareholders' account.

The Remuneration Guidelines also lays down certain details to be disclosed in the annual report and the financial statements of the insurer. *Vide* circular titled '*Exercise of Employee Stock Options (ESOPs) – Applicability of provision of Section 6A (4) (b) of the Insurance Act, 1938*' dated May 11, 2021, the IRDAI has prescribed that all Employee Stock Option Plans ("**ESOPs**") have to be reported to the IRDAI at the time of grant of options as a part of the application filed under the Remuneration Guidelines. Further, IRDAI has reiterated the position that exercise of ESOPs is subject to provision of Section 6A (4) (b) of the Insurance Act and Transfer Regulations.

Master Guidelines on Anti-Money Laundering/ Counter Financing of Terrorism (AML/CFT), 2022 ("Master Guidelines on AML")

On August 1, 2022, the IRDAI issued Master Guidelines on Anti-Money Laundering/ Counter Financing of Terrorism (AML/CFT), 2022 for all general/life/health insurers ("Master Guidelines on AML"). These Master Guidelines on AML will be effective from November 1, 2022 and repeal *inter alia* the guidelines issued by the IRDAI pertaining to anti-money laundering and counter- financing of terrorism to be followed by life insurance companies on September 28, 2015. The Master Guidelines on AML inter alia lay down the adoption of AML/CFT Program in order to discharge the statutory responsibility through internal policies, procedures and controls, recruitment and training of employees/agents on AML, and internal controls to combat any possible money laundering attempts. Further, it prescribes the requirement of adequate screening mechanism for personnel recruitment and requirement of compliance with extant policies, procedures and controls related to money laundering activities on the basis of overall risk assessment.

Insurance Regulatory and Development Authority of India (Investment by Private Equity Fund or Alternate Investment Fund in Indian Insurance Companies) Guidelines, 2017 ("PE Guidelines")

The PE Guidelines apply to unlisted Indian insurance companies and to private equity funds who have invested in unlisted Indian insurance companies either as investor or as promoter. As per the guidelines, private equity funds may invest directly in an Indian insurance company in the capacity of an investor as well as through a special purpose vehicle either in capacity of promoter or investor, subject to fulfilling the conditions given thereunder. Private equity funds are not allowed to invest directly in an Indian insurance company in the capacity of a promoter. For investments by private equity funds in the capacity of an investor, the following conditions, *inter alia*, are applicable, i) the private equity fund shall not hold shares in the insurance company exceeding 10% (ten percent) of the paid up equity share capital of insurance company; ii) all Indian investors including the investment by the private equity funds jointly shall not hold more than 25% (twenty-five percent) of paid up equity share capital of the insurance company; iii) the minimum shareholding by promoters/ promoter group shall at all times be maintained at 50% (fifty percent) of the paid up equity capital of the insurer. However, where the present holding of the promoters is below 50% (fifty percent), such holding shall be the minimum holding; and iv) the investment shall be subject to compliance of fit and proper criteria given under the guidelines. Further, a private equity fund investing through a special purpose vehicle in an Indian insurance company is subject to, *inter alia*, the following conditions: i) the private equity fund shall not be a promoter for more than one life insurer, one general insurer, one health insurer and one reinsurer; ii) the investments made shall be subject to a lock-in period of 5 years and the lock-in period shall be applicable on special purpose vehicle and also on the shareholders of the special purpose vehicle, provided that the lock-in period shall not be applicable on the shareholders of the special purpose vehicle holding less than 10% (ten percent) capital of the special purpose vehicle; iii) any induction of new shareholder(s) in the special purpose vehicle by issue of fresh shares beyond 25% (twenty-five percent) shall require the prior approval of the IRDAI; iv) the minimum shareholding by promoters/ promoter group shall at all times be maintained at 50% (fifty percent) of the paid-up equity capital of the insurer. However, where the existing holding of the promoters is below 50% (fifty percent), such holding shall be the minimum holding; v) the chairman of the board of the Indian insurance company shall be an independent director, failing which the chief executive officer, managing director, or the whole-time director should be a professional and should not be a nominee of a promoter; vi) at least one-third of the directors on the board of the insurance company must be independent directors; vii) the investment shall be subject to compliance of fit and proper criteria under the guidelines; and viii) an undertaking of the post lock-in period divestment plan preferably through an IPO in accordance with the relevant regulation applicable for such divestment shall be submitted to the IRDAI.

Guidelines on Insurance e-Commerce dated March 9, 2017 ("Guidelines on Insurance e-Commerce")

The Guidelines on Insurance e-Commerce mandate all insurers and insurance intermediaries, who are desirous of setting up an Insurance Self- Network Platform (ISNP) for undertaking insurance e-commerce activities in India, to file an application for registering their electronic platform set up as an ISNP with the IRDAI. The guidelines provide for internal monitoring, review and evaluation of systems and controls, which is subject to review by an external certified information system auditor, chartered accountants with DISA (ICAI) qualification or CERT-IN experts at least once annually, code of conduct, adherence to regulatory prescriptions and grievance mechanism. The Guidelines on Insurance e-Commerce also prescribe a code of conduct to be followed by operators of ISNPs which, amongst other things, require that policyholders should be provided with a copy of the insurance policy in electronic form, furnish post sales servicing of policies sourced through it, and prohibits ISNPs being used for conducting business prejudicial to the interests of policyholders and manipulating the insurance business.

Revised Guidelines on Stewardship Code for Insurers in India dated February 7, 2020 ("Stewardship Code Guidelines")

The IRDAI had issued Guidelines on code for stewardship for the insurance companies *vide* its circular dated March 20, 2017, which, *inter alia,* set out the guidelines for each principle under the code as notified by the IRDAI. The IRDAI had decided to review the existing guidelines on stewardship code based on the experience in implementation, compliance by the insurers and the recent developments in this regard and accordingly issued the Stewardship Code Guidelines. The Stewardship Code Guidelines focus on role of insurance companies to be played in general meetings of investee companies wherein they act as institutional investors and to engage with the management of their investee companies at a greater level to improve the governance of such investee companies. The guidelines prescribe the stewardship code in the form of a set of principles which the insurers need to adopt. The insurers were required to review and update their existing stewardship policy based on the Stewardship Code Guidelines and the updated stewardship policy was required to be approved by the Board of Directors of the insurers and disclosed on the website, alongside the public disclosures. Further, insurers are required to disclose the voting activity in an investee company in which the insurers have actively participated and voted on resolutions/proposals. Such disclosures will form part of public disclosures on the website of the insurer and are required to be made on quarterly basis in the prescribed format.

Master Circular on point of Sales Products and Persons Life Insurance dated December 3, 2019 as amended ("Point of Sales Persons Guidelines")

In order to facilitate the growth of insurance business in the country and to enhance insurance penetration and insurance density, IRDAI as part of its developmental agenda issued the guidelines on "Point of Sales Persons". The Point of Sales Persons Guidelines define a point of sales person to be an individual who possesses the minimum qualifications, has undergone training and passed the examination as specified in these guidelines and solicits and markets products which have been approved by the IRDAI, the requirements being distinguished in accordance with the category of insurance products: life and non-life. The "point of sales persons" can solicit and market only certain pre-underwritten products approved by the IRDAI. Pursuant to the Point of Sales Persons Guidelines an insurer or an insurance intermediary can engage a point of sales person to represent him and a point of sales person can represent an insurer or an insurance intermediary. Distribution of products by Point of Sales Persons is required to be regulated by the insurer/ insurance intermediary appointing such persons. To this effect the regulatory framework: (a) requires the Point of Sales Persons to comply with rules and procedures of that insurer; and (b) makes the insurer/ insurance intermediary responsible for the conduct of the Point of Sales Persons.

Specifically, for life insurers, appointment of Point of Sales Persons ("POSP-LI") is governed by the Master Circular on Point of Sales Products and Persons – Life Insurance dated December 3, 2019. A POSP-LI engaged by a life insurer can sell the eligible insurance products of such life insurers. POSP-LI are permitted to distribute the following types of life insurance products:

(a) Pure Term Insurance Product with or without Return of Premium;

(b) Non-linked, Non-Participating Endowment Product;

(c) Immediate Annuity Product;

(d) Non- Linked, Non-Par, Non- Medical Health Insurance Products (fixed Benefit) for Individual/ Family Floater Policies only (Not to be sold as Group insurance); and

(e) Micro insurance products of life insurance companies.

The IRDAI has also prescribed the necessary features which all of the above-mentioned products must have in order to be distributed by a POSP-LI.

Guidelines on Information and Cyber Security for Insurers dated April 7, 2017 ("Cyber Security Guidelines"), as amended *vide* circular dated December 30, 2020

In order to ensure that insurers are adequately prepared to mitigate information and cyber security related risks, the IRDAI issued the Cyber Security Guidelines in 2017. The Cyber Security Guidelines, as a part of governance mechanism of insurers, amongst other requirements, mandate: (a) constitution of Information Security Committee (ISC); (b) adopting a Board approved Information & Cyber Security Policy; (c) appointment of Chief Information Security Officer (CISO); and (d) Cyber Crisis Management Plan (CCMP). In addition, the Cyber Security Guidelines also require the insurers' Risk Management Committee to be responsible for: (a) an Annual Comprehensive Assurance audit including conducting of Vulnerability Assessment & Penetration Test (VA&PT); and (b) reporting the findings to the IRDAI.

Insurance Regulatory and Development Authority of India Master Circular on Unclaimed Amounts of Policyholders dated November 17, 2020 (the "Unclaimed Amounts Circular")

The IRDAI had issued Master Circular on Unclaimed Amounts of Policyholders dated July 25, 2017 summarizing all directions of the IRDAI regarding unclaimed amounts through various circulars and supersedes all the directions issued previously by the IRDAI on the subject. On November 17, 2020, IRDAI issued the Unclaimed Amounts Circular whereby the directions given under previous master circular were updated, more particularly, with regard to the monitoring, reporting and certification of unclaimed amounts. The Unclaimed Amounts Circular also provides for convergence in compliance taking into account various circulars issued by IRDAI on the subject as well as the Senior Citizens' Welfare Act, 2015 ("**SCWF Act**") and the rules notified thereunder.

The Unclaimed Amounts Circular contains directions relating to the accounting, administration, and disclosures regarding the unclaimed amounts of policyholders held by insurers. The Unclaimed Amounts Circular prohibits the insurer from appropriating or writing back any part of the unclaimed amount belonging to the policyholders/ beneficiaries under any circumstances. It mandates the Policyholders' Protection Committee ("**PPC**") of an insurer to oversee timely payout of the dues of policyholders and requires PPC to review the aging analysis, progress of settlement and steps taken to reduce the unclaimed amount by the insurers at the end of each quarter. The details of the action taken by an insurer regarding the above and details about the status of the unclaimed amount should be submitted to the IRDAI along with the minutes of meetings of PPC on a half-yearly basis. Every insurer is required to display information about any unclaimed amount of ₹1,000 or more on their respective websites (to continue even after completion of 10 years) and a facility is to be provided on the website to enable policyholders or beneficiaries to verify unclaimed amount due to them. Further, the Unclaimed Amounts Circular prescribes the procedures relating to the mode of payment of the unclaimed amount, communication to the policyholders, accounting, utilization of investment income etc.

The SCWF Act which mandates the transfer of unclaimed amounts of the policyholders held beyond a period of 10 years to the Senior Citizens' Welfare Fund ("**SCWF**"). The Senior Citizens' Welfare Fund Rules, 2016 ("**SCWF Rules**") specifies the entities that are required to transfer the amounts into the SCWF and contains provisions pertaining to administration of the SCWF.

The Unclaimed Amounts Circular notes that life, general and health insurance companies have been notified by the Government of India to be part of the entities who shall be liable to transfer unclaimed amounts to the SCWF instituted pursuant to the Finance Act, 2015 and Finance Act, 2016. Accordingly, all insurers are to ensure that the unclaimed amounts of policyholders are held in custody and invested in manner directed by IRDAI under the Unclaimed Amounts Circular for a period of 10 years from their due date. The Unclaimed Amounts Circular prescribes that the unclaimed amount, on completion of 10 years, will be treated in accordance with SCWF Rules. All insurers must adhere to the accounting procedure issued by Budget Division, Department of Economic Affairs, Ministry of Finance for transfer of the unclaimed amounts into the SCWF. Every financial year the process laid down in the SCWF Rules read with the accounting procedure for transfer of the funds into the SCWF must be followed. All insurers must make transfers to the SCWF on or before March 1 every year.

Insurance Regulatory and Development Authority of India circulars in relation to Operationalisation of Central KYC Records Registry

The IRDAI issued a circular dated July 12, 2016 in relation to Operationalization of Central KYC Records Registry ("**CKYCR**") to facilitate banks and financial institutions with the KYC related information of customers so as to avoid multiplicity of undertaking KYC each time a customer avails any financial product or services. The Central Registry of Securitisation and Asset Reconstruction and Security Interest of India ("**CERSAI**") is authorized to perform the functions of CKYCR under the Prevention of Money Laundering (Maintenance of Records) Rules 2005, which includes receiving, storing, safeguarding and retrieving the KYC records of a client in digital form. The CERSAI has finalized the KYC template for individuals and the operating guidelines for uploading KYC records by reporting entities to CKYCR. Insurers are required to upload KYC records only in respect of claim where claims are received on or after July 15, 2016. In addition, insurers are required to submit a monthly statement of the number of KYC records to be uploaded and records actually uploaded to the IRDAI. Further, the IRDAI issued circular dated January 25, 2021 which, *inter alia,* extended the CKYCR to Legal Entities, as the CKYCR was fully operational for individual customers.

Insurance Regulatory and Development Authority of India Circular on Use & file (U&F) procedure for life insurance products & riders dated June 10, 2022 ("Use and File Circular")

Before the Use and File Circular was issued by the IRDAI, life insurers were required to file all new life insurance products with the IRDAI and obtain its approval before launching them. *Vide* the Use and File Circular, the IRDAI has permitted life insurers to introduce new products in the market and subsequently, file the particulars of the product with the IRDAI. The Use and File Circular is applicable in the cases of Individual non-linked pure term products, Individual non-linked term products with return of premium, Individual non-linked health products, Individual unit-linked products which are offered with the existing approved funds only, Group Non-linked term insurance products, Group Non-Linked Superannuation Product, Group Non-Linked Gratuity Product, Group Non-Linked Gratuity Product, Group Post-Retirement Medical Product, Group Non-linked credit life insurance products, Group Non-linked health products and all riders for individual & group business.

The Use and File Circular provides that all life insurers must have a Board Approved Product Management & Pricing Policy and constitute a Product Management Committee.

Insurance Regulatory and Development Authority of India Circular on creation of debenture redemption reserve dated August 4, 2017 ("DR Circular")

Pursuant to the Insurance Regulatory and Development Authority of India (Other Forms of Capital) Regulations, 2015, IRDAI issued the DR Circular clarifying that creation of Debenture Redemption Reserve ("**DRR**") is mandatory in terms of the Companies Act, 2013 and the rules made thereunder. The DRR shall not be considered as a liability for the purposes of computing solvency margin and ratio.

Circular on Public Disclosures by Insurers dated September 30, 2021 ("Disclosure Circular")

The IRDAI had previously issued circulars in relation to public disclosures by insurers *vide* circulars numbered IRDA/F&I/CIR/F&A/012/01/2010 dated January 28, 2010 and IRDA/F&I/CIR/PBDIS/105/05/2011 dated May26, 2011. Further, "Guidelines on Periodic Disclosures" were also issued by the IRDAI dated April 9, 2010 and circular number IRDA/CAD/CIR/245/11/2012 dated November 20, 2012. The previous circulars and guidelines mandated public disclosures of financial and other information of insurers in newspapers and insurers' websites on a periodical basis. The Disclosure Circular was issued superseding the earlier circulars and guidelines in consideration of changes in some reporting formats and to align format of disclosures with the present reporting formats specified under various regulations/ guidelines/ circulars.

The Disclosure Circular mandates insurers to furnish certain information in the public domain in the quarterly, half-yearly and annually in the form prescribed thereunder:

(a) Balance Sheet, Profit and Loss Account, Revenue Account and Key Analytical Ratios to be published in one English and one regional language/ Hindi, newspaper in font size 10; and

(b) Revenue Account, Profit & Loss Account, Balance Sheet, Schedules to Accounts and other forms, on their website.

Every insurer is required to submit a certificate to the IRDAI confirming compliance with the stipulation on public disclosures within seven days of publication in a newspaper and on the website. The objective of the Disclosure Circular is geared towards maintaining efficient, fair and stable insurance market, the protection of the policyholders and for strengthening corporate governance and market discipline in the insurance industry.

Insurance Regulatory and Development Authority of India's COVID-19 related measures for life insurers

On March 23, 2020, IRDAI issued 'COVID-19 Global Pandemic Related Instructions to Life Insurers'. As per this circular, the IRDAI has covered four aspects: i) functioning of offices; (ii) grace period for payment of premiums; (iii) claims; and (iv) periodic reports. In respect of partial or full closure of offices, the IRDAI has directed life insurers to notify policyholders by SMS/ e-mail and/ or press releases in addition to display on the branch office. Life insurers were further directed to display on their website a list of offices not functioning, alternate arrangements for policyholder servicing, contact phone numbers, if any, for emergency needs, information on Covid-19 death claims (including their admissibility), specific information (product wise) on admissibility of claims under health insurance contracts. The IRDAI also allowed an additional grace period of one month for all life insurance premium payments due in March 2020. For better monitoring of the Covid-19 situation, the IRDAI further directed insurers to report details of offices fully/ partially closed with duration and steps taken in this regard, every fortnight. Insurers have also been asked to maintain data on Covid-19 claims, separately, which is to be submitted to IRDAI as and when called for.

On March 30, 2020, IRDAI issued COVID-19 related comprehensive instructions to all classes of insurers. The IRDAI urged insurers and other regulated entities to operate their offices with absolutely necessary staff so as to maintain essential insurance services including claims settlement, authorisation for hospitalisation, renewal of insurance policies and such other activities. Insurers were further required to prominently display on their website a dedicated help line number for policyholders and another help line number for other stakeholders including agents and intermediaries. Further, insurers were advised to devise a business continuity plan which, *inter alia*, deals with processes, transactions, reporting and customer services to be handled in a seamless manner in light of the present situation, with a copy of this plan to be submitted to the IRDAI. All insurers were advised to set up a crisis management committee, comprising of key personnel to monitor the current situation on a real-time basis and to take timely decisions on staff matters, risk mitigation and minimization of businesses disruption. The risk management committees of insurers have been entrusted with the task of evaluating various risks (such as strategic, operational, insurance, liquidity, credit, reputational, market, foreign exchange, reduction in new business, reduction in renewal business, asset liability mismatch, reduction in yield, capital erosion and claims) and devise necessary mitigation measures. Significant impact on operations or capital requirements or solvency margin of insurers are to be promptly communicated to the IRDAI.

On April 4, 2020, IRDAI issued another circular allowing an additional grace period of 30 days for all life insurance premium payments due in March and April 2020. Further, to minimize policyholders' exposure to the volatile stock market, in case of policies providing for lump sum settlement at fund value and are maturing up to May 31, 2020, the IRDAI asked life insurers to provide policyholders option (regardless of policy wording) to avail settlement options as per Regulation 19 (Unit Linked Products Regulations(which includes deferred periodical payments to mitigate the risk of market fluctuations).

The IRDAI also granted temporary relaxation from complying with provisions, which ranged from dispensing filing of physical returns with the IRDAI to extension of timelines for public disclosures. The IRDAI issued general advisories dated April 13, 2020 and April 24, 2020 ("**Capital Conservation Circular**") to insurers for capital conservation with focus on dividends, expense management, liquidity management and solvency monitoring, urging insurers to take a conscious call to refrain from making dividend pay-outs from profits pertaining to the financial year ending March 31, 2020, till further instructions from the IRDAI in this regard. Considering the revival phase of the economy in general and the insurance industry in particular and taking into account the solvency position of the insurers, the IRDAI decided to withdraw the applicability of the Capital Conservation Circular with effect from February 25, 2021. However, the IRDAI requested the insurers to take a conscious call in the matter of declaring dividends for FY 2020-21 considering their capital, solvency and liquidity positions.

Key Policy Initiatives of the IRDAI

IRDAI's Open House for increasing insurance penetration in India

The IRDAI *vide* a press release dated April 12, 2022 decided that an open house shall be held for all regulated entities on the fifteenth day of every month and shall be chaired by the chairperson of the IRDAI. The purpose of such open house will be to invite suggestions and have a discourse on achieving the overall objective of increasing insurance penetration in the country and to work towards resolution of impediments hindering the process.

IRDAI's Vision 2047 to achieve 'insurance for all'

The IRDAI is working on reforms that will lead to the objective of "insurance for all" by 2047, a vision plan to increase insurance penetration and facilitating sustainable growth of the industry. These reforms, among others, include promoting ease of doing business by encouraging new insurance players, allowing niche players in insurance, relaxing renewal norms for intermediaries, product certification by insurers, time-bound approvals, administrative flexibility, fast-track approvals for investment proposals, facilitating InsurTech and distribution agility.

Other Regulations

In addition to the above, our Company is required to comply with the provisions of the Companies Act, FEMA, labour laws, various tax related legislations, various other IRDAI related regulations, notifications, circulars, press-releases and guidelines, and other applicable statutes and policies along with the rules formulated thereunder for its day-to-day operation.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief History of our Company

Our Company was originally incorporated as 'Baroda L & G Life Insurance Company Limited' at Mumbai, Maharashtra as a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated June 19, 2008, issued by the RoC and was granted its certificate for commencement of business on September 8, 2008 by the RoC. Thereafter, the name of our Company was changed to 'IndiaFirst Life Insurance Company Limited' pursuant to a fresh certificate of incorporation dated September 16, 2009 issued by the RoC. Further, our Company was granted its certificate to carry out the business of life Insurance by a certificate dated November 5, 2009 given by the IRDAI. Pursuant to amendment to Section 3A of the Insurance Act with effect from December 2014, the process of annual renewal of certificate of registration was discontinued. Accordingly, the certificate of registration issued on January 31, 2014 continues to be in effect.

Changes in our Registered Office

The following table sets forth details of the change in the registered office of our Company since the date of its incorporation:

Date of change	Details of the address of registered office	Reason
January 27, 2012	Change in registered office from C-26, G-Block, 9th Floor, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 to 301, 'B' Wing, The Qube, Infinity Park, Dindoshi Film City Road, Malad (East), Mumbai 400 097, Maharashtra, India	To facilitate operational convenience
October 1, 2019	Change in registered office from 301, 'B' Wing, The Qube, Infinity Park, Dindoshi Film City Road, Malad (East), Mumbai 400 097, Maharashtra, India to 12th and 13th Floor, North C Wing, Tower 4 Nesco IT Park, Western Express Highway, Goregaon East, Mumbai 400 063, Maharashtra, India	To facilitate operational convenience

Main Objects of our Company

The main objects of our Company as contained in our Memorandum of Association is as follows:

"Subject to the provisions of the Insurance Regulatory & Development Authority Act, 1999 and the Insurance Act, 1938 as amended from time to time and the rules and regulations framed there under to undertake, transact and carry on the business of life insurance and annuity in relation to all or any kind of assurance, whether of a kind now known or hereinafter devised including life and annuity assurance, linked, non-linked, term or whole life assurance of both residents and non residents, pension business, long term health insurance, family insurance, group insurance, multiple cover insurance, sickness and medical expenses insurance and any kind of assurance or insurance (or any contract of indemnity against loss of human life or dependent on human life occasioned in any manner whatsoever and) against any other kind of risk or liability whether direct or indirect arising from the happening of any event or the fulfillment or non-fulfillment of any contingency, obligation or undertaking whatsoever, and to carry on and transact any and every kind of life insurance in India, which may legally be carried on or transacted including that which is not comprised in any of the above descriptions of business, to grant insurance and re-insurance of all kinds payable upon the happening of all following events, namely, death by disease or ailment, failure of attainment of a given age by any person or persons, the expiration of any fixed or ascertainable period, occurrence of any contingency or event which would or might be taken to affect the interest (whether vested, contingent, expectant, prospective or otherwise) of any person or any persons in human life, or ay contingency dependent on human life or any contract which is subject to payment of premiums (or any other such amounts by whatsoever name called) for a term dependent on human life including the granting of disability and double or triple indemnity accident benefits, if so provided in the contract of insurance, annuities payable out of any fund applicable superannuating allowances and annuities payable out of any fund applicable solely to the relief and maintenance of persons engaged or who have been engaged in any particular profession, trade or employment or the dependants of such persons."

The main object as contained in our Memorandum of Association enables our Company to carry on the business presently being carried on and proposed to be carried on by our Company.

Amendments to our Memorandum of Association

The following table set forth details of the amendments to our Memorandum of Association, in the last 10 years preceding the date of this Draft Red Herring Prospectus:

Date of Shareholders' resolution/Effective date	Details of the amendments
January 31, 2017	Clause V of the Memorandum of Association of our Company was amended to reflect the increase in authorised share capital of our Company from ₹7,250,000,000 divided into 725,000,000 equity shares of ₹10 each to ₹10,000,000,000 divided into 1,000,000,000 equity shares of ₹10 each

Major Events and Milestones in the History of our Company

The table below sets forth the key events and milestones in the history of our Company:

Fiscal Year	Particulars
2010	• Our Company issued its first policy • Our Company crossed ₹1,000 million in 100 days on individual new business premium
2012	• Our Company crossed gross written premium of ₹10,000 million in our third year of operation
2013	• Our Company launched a complete end-to-end digital customer on boarding process
2014	• Our Company crossed ₹50,000 million in assets under management • We insured five million lives
2015	• Our Company broke even in fifth year of our operations • Our Company crossed ₹75,000 million in assets under management
2016	• Our Company insured 10 million lives
2017	• Our Company crossed ₹100,000 million in assets under management
2018	• Our Company crossed ₹5,000 million in new business individual rated premium • Our Company raised listed debt in the form of non-convertible debentures.
2019	• Investment in our Company by Carmel Point Investments India Private Limited, an affiliate of Warburg Pincus Group
2022	• We became the fastest-growing life insurer with 50% year on year growth in individual rated premium segment. • We crossed ₹189,000 million in assets under management

Awards and Accreditations

Fiscal Year	Award
2023	• Awarded the 'SKOCH Order-of-Merit for: Settlement of 34% Unclaimed Amount In 3 Months' at SKOCH Summit and SKOCH Awards 2022 • Awarded the 'SKOCH Order-of-Merit for Enterprise Risk Management Implementation' at SKOCH Summit and SKOCH Awards 2022 Awarded the 'SKOCH Order-of-Merit for Guaranteed Protection Plan' at SKOCH Summit and SKOCH Awards 2022 • Received the 'Outstanding Women Leadership Award at 8th Future Woman Leader Digital Summit & Awards 2022 by Transformance Forums • Awarded the 'Best Use of Voice of Customer' at 15th Edition of The Customer Fest Leadership Show 2022 • Awarded the certificate of excellence in 'Best Customer Oriented Company' at 3rd Emerging Asia Insurance Conclave & Awards 2021 by ICC
2022	• Awarded the 'Life Insurance Company of the Year' at India Insurance Summit 2022 by Synnex Group- tick • Certified as 'Great Place to Work' by Great Place to Work® Institute. • Certified as one amongst 'India's 30 Best Workplaces in BFSI', one of 'India's Best Workplaces in Insurance', one amongst 'India's Best Companies to Work for 2021', one amongst 'Best Workplaces in Insurance' and one amongst 'Top 100 | India's Best Workplaces for Women' by Great Place to Work® Institute • Awarded the 'Bancassurance Leader' under the medium category by Silver Feather Awards • Awarded the 'Best Customer Experience Initiative' and 'Best Operational Excellence' at INSURENEXT Summit & Awards 2022 by Banking Frontiers • Awarded the 'Technology Initiative of the Year 2021-22 for Instant Issuance' at 3rd Annual BFSI Technology Excellence Awards 2022 by Quantic • Awarded the 'Best in Future of Intelligence' at IDC Future Enterprise Awards. • Awarded the 'Most Tech Savvy Insurance Company' by Silver Feather Awards • Awarded the 'Best Cyber Security Initiative' at BFSI Excellence Awards 2021 • Awarded the 'Best Financial Performance' at Entrepreneur Awards 2021
2021	• Awarded the 'Best in Future of Operations' at IDC Future Enterprise Awards 2021 • Awarded the 'Best Cyber Security Team of the Year' at 5th Annual Insurance India Summit & Awards • Recognised as the 'Economic Times Best Brands 2021' by The Economic Times
2020	• Certified as 'India's Most Admirable Brands 2019-2020' by The Brand Story, NDTV Profit • Awarded the 'Excellence in Data Intelligence' by Insight Awards • Awarded the 'Customer Service Provider of The Year 2019' at India Insurance Summit and Awards 2019 by Leadsquared
2018	• Recognised as a symbol of excellence in the BFSI sector by Economic Times at the Best Brand Awards

Time and cost overrun

There have been no time and cost over-runs in respect of our business operations.

Defaults or re-scheduling/restructuring of borrowings

There have been no defaults or rescheduling/restructuring of borrowings with financial institutions/ banks in respect of our Company's borrowings.

Significant financial and strategic partners

Our Company does not have any significant financial or strategic partners as on the date of this Draft Red Herring Prospectus.

Launch of key products or services, entry into new geographies or exit from existing markets

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, see "*Our Business*" beginning on page 167.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years

Our Company has not acquired any business or undertaking and has not undertaken any merger, amalgamation or revaluation of assets in last 10 years.

Material Agreements

Key Terms of Subsisting Shareholders Agreements

Subscription and Shareholders Agreement dated March 4, 2008 entered into between Bank of Baroda, Andhra Bank* (now Union Bank of India or "UBI") and Legal & General Group PLC ("L&G") ("Original SHA"). The Original SHA was amended pursuant to a letter dated March 5, 2009 ("First Amendment Letter") and our Company was made party to the Original SHA pursuant to a deed of adherence dated September 25, 2009. The Original SHA was further amended pursuant to the amendment agreement dated October 9, 2009 ("Second Amendment Agreement"), amendment agreement dated October 10, 2016 ("Third Amendment Agreement"), amendment agreement dated May 26, 2017 ("Fourth Amendment Agreement"), amendment agreement dated July 4, 2019 ("Fifth Amendment Agreement", amendment agreement dated September 6, 2022 ("Sixth Amendment Agreement") and the Original SHA, First Amendment Agreement, Second Amendment Agreement, Third Amendment Agreement, Fourth Amendment Agreement, Fifth Amendment Agreement and the Sixth Amendment Agreement are together the "SHA") and as amended by amendment cum termination agreement dated October 21, 2022 ("Amendment cum Termination Agreement ")

Bank of Baroda, Andhra Bank (*Pursuant to a scheme of amalgamation notified on March 4, 2020, all undertakings of Andhra Bank were transferred to the UBI, with effect from April 1, 2020)* and L&G entered into the Original SHA to establish a joint venture by incorporating a public limited company in India to carry out the business of life insurance in accordance with the Insurance Act. Subsequently, our Company was incorporated on June 19, 2008 and was made party to the Original SHA, along with Legal & General Middle East Limited ("**L&G Middle East**") pursuant to the deed of adherences each dated September 25, 2009. Thereafter, the Original SHA was amended pursuant to the First Amendment Letter, Second Amendment Agreement, Third Amendment Agreement, Fourth Amendment Agreement and Fifth Amendment Agreement. Our Company, Carmel Point Investments India Private Limited ("**Carmel Point India**") and L&G Middle East entered into a share purchase agreement dated June 1, 2018 pursuant to which, Carmel Point India purchased all the shares of L&G Middle East and signed a deed of adherence dated February 7, 2019 to be made a party to the Original SHA and assume all rights and responsibilities of L&G and L&G Middle East. The Original SHA was subsequently amended pursuant to the Sixth Amendment Agreement.

The SHA governs the inter-se rights and obligations of the parties to the SHA in our Company. Pursuant to the SHA, the Board of our Company shall comprise of a maximum of 12 Directors, one of whom shall be the chief executive officer, wherein (i) Bank of Baroda has the right to nominate upto three directors (including the Chairman of the Board); and (ii) Carmel Point India has the right to nominate upto two directors on the Board. Bank of Baroda and Carmel Point India shall mutually agree and shortlist such number of independent directors as the Company is required to have under applicable laws. Additionally, if the shareholding of either Bank of Baroda or Carmel Point India is more than 30%, the relevant party is entitled to appoint three directors on the Board. However, if the shareholding falls to 30% or below, the relevant party is entitled to appoint two directors on the Board. The audit committee and the nomination and remuneration committee will have one director nominated by Bank of Baroda and Carmel Point India each. Bank of Baroda and UBI have agreed to provide access to the Company their respective distribution networks. Further, Bank of Baroda and UBI have agreed to distribute the products of the Company exclusively for a period of ten years commencing from April 1, 2016 ("**Exclusivity Clause**").

The SHA provides that no action in relation to reserved matters can be taken by our Company without the written consent of each of Bank of Baroda and Carmel Point India, as appropriate. These reserved matters, *inter alia*, include (i) any change in constitutional documents; (ii) any change in share capital or the creation, allotment or issue of any securities; (iii) pursuing an IPO; and (iv) the sale of the Company or any consolidation or amalgamation with any other company or any acquisition. Further, Bank of Baroda, UBI and Carmel Point India have a right of first offer and, Bank of Baroda and Carmel Point India have the information rights.

Pursuant to the Amendment cum Termination Agreement, all special rights available to Bank of Baroda, UBI and Carmel Point India will automatically terminate upon listing of Equity Shares pursuant to the Offer (without requiring any further action by any of the Parties) except for, *inter alia*:

(a) subject to a special resolution passed by the shareholders of the Company post listing of the Equity Shares, so long as a shareholder holds (i) at least 25% of the issued and paid-up equity share capital of our Company (on a fully diluted basis) such shareholder shall have the right but not an obligation to nominate two Directors to the Board, and (ii) at least 10% of the issued and paid-up equity share capital of our Company (on a fully diluted basis), such Shareholder shall have the right but not an obligation to nominate one Director to the Board.

(b) subject to a special resolution passed by the shareholders of the Company post listing of the Equity Shares, Bank of Baroda will have the right but not an obligation to nominate one of its nominee directors as the chairman of our Company until it is classified as the promoter of our Company and holds at least 25% of the issued and paid-up equity share capital of our Company (on a fully diluted basis).

Further, pursuant to the Amendment cum Termination Agreement, Bank of Baroda shall contribute 20% of the post Offer share capital pursuant to the Offer towards the minimum promoter contribution as required under the SEBI ICDR Regulations. In the event that the post Offer shareholding of Bank of Baroda is less than 20%, then all other eligible shareholders shall contribute towards the minimum promoter contribution on a pro-rata basis to meet the shortfall. The SHA shall stand automatically terminated (without requiring any further action by any of the parties to the SHA) as on date on which the Equity Shares are listed on the Stock Exchanges pursuant to the Offer, except for certain clauses which will survive the termination including, among others, the Exclusivity Clause. In the event the Equity Shares are not listed within 15 months from the date of the Amendment cum Termination Agreement or such other date which may be decided by the Board, all the rights of Bank of Baroda, UBI and Carmel Point India will be reinstated immediately.

Trade Logo Agreements

1. Our Company entered into a trade logo agreement with Bank of Baroda dated September 8, 2022 ("**BOB Trade Logo Agreement**") in terms of which Bank of Baroda has granted to our Company a non-exclusive, non-transferable and royalty-free license to use, copy, store and distribute, *inter alia*, Bank of Baroda name, trademarks, service marks, trade dress and logos ("**BOB Trademarks**") for the purpose of marketing and communications of our Company's products in India, including but not limited to branches of Bank of Baroda for a period till March 31, 2025 for a sum of ₹6.90 million per annum. The tenure of BOB Trade Logo Agreement may be extended by our Company and Bank of Baroda on mutually acceptable terms and conditions.

   Pursuant to the BOB Trade Logo Agreement, our Company is authorised to, among others, use the BOB Trademarks solely for the purpose of marketing and communications of our products in India. Any goodwill derived from the use of BOB Trademarks by our Company shall accrue to Bank of Baroda. The BOB Trade Logo Agreement can be terminated *inter alia* if (i) Bank of Baroda ceases to be a shareholder or corporate agent of our Company; (ii) breach of terms of the BOB Trade Logo Agreement by either party; (iii) our Company is engaged in any activity or commits any act(s) or makes any statement(s) which are detrimental to Bank of Baroda; or (iv) either party provides a prior written notice of 30 days for termination.

2. Our Company entered into a trade logo agreement with Union Bank of India ("**UBI Trade Logo Agreement**") dated July 14, 2020 ("**UBI Trade Logo Agreement**") in terms of which UBI has granted to our Company a non-exclusive and non-transferable license to use, copy, store and distribute UBI's logos, name or both ("**UBI Trademarks**"), as appropriate, for the purpose of marketing and communications of our products in India, including in branches of UBI, for a sum of ₹6.90 million per annum. The UBI Trade Logo Agreement is valid till March 31, 2023, or till the date of completion of UBI's divestment of its shareholding in our Company, whichever is earlier.

   Pursuant to the UBI Trade Logo Agreement, our Company is authorised to, among others, use UBI Trademarks solely for the purpose of marketing and communications of our products in India. Any goodwill derived from the use of UBI Trademarks by our Company shall accrue to UBI. The UBI Trade Logo Agreement can be terminated *inter alia* if (i) Union Bank of India ceases to be a shareholder of our Company; or (ii) breach of terms of the UBI Trade Logo Agreement by either party.

Our Holding Company

Bank of Baroda, one of our Promoters, is our holding company. For details, see "*Our Promoters and Promoter Group*" on page 247.

Our Subsidiaries, Joint Ventures and Associates

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiaries, joint ventures or associates.

Details of guarantees given to third parties by our Promoters

Our Promoters have not given any guarantees to third parties.

Agreements with Key Managerial Personnel, Director, Promoter, or any other employee

There are no agreements entered into by our Key Managerial Personnel or Director or Promoter, or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

OUR MANAGEMENT

In terms of the Articles of Association, the maximum number of Directors that our Company can have shall be not less than three and not be more than twelve. As on the date of this Draft Red Herring Prospectus, our Board comprises of eight directors including one Executive Director, four Independent Directors (including one woman Independent Director) and three Non-Executive Directors.

Details regarding our Board as on the date of this Draft Red Herring Prospectus are set forth below:

Sr. No.	Name, designation, term, period of directorship, address, occupation, date of birth, DIN and age	Other Directorships
1.	**Sanjiv Chadha** **Designation:** Chairman and Non-Executive Director *(nominee of Bank of Baroda)* **Term:** Liable to retire by rotation **Period of Directorship:** Director since June 18, 2020 **Address:** B-2, 9C, Harbour Heights, N.A. Sawant Marg, near Colaba Fire Brigade, Colaba S.O., Colaba, Mumbai 400 005, Maharashtra, India **Occupation:** Service **Date of Birth:** June 25, 1963 **DIN:** 08368448 **Age:** 59 years	*Indian Companies* • Bank of Baroda; • BOB Capital Markets Limited; • BOB Financial Solutions Limited; • Indian Institute of Banking and Finance; and • National Insurance Company Limited *Foreign Companies* • Bank of Baroda (UK) Limited
2.	**R.M. Vishakha** **Designation:** Managing Director and Chief Executive Officer **Term:** Five years with effect from March 3, 2020 till March 2, 2025 and not liable to retire by rotation **Period of Directorship:** Director since March 3, 2015 **Address:** 201, B Wing, Harshvardhan Apartments, Saki Vihar Road, Near Saki Naka Telephone Exchange, Andheri (East), Saki Naka, Mumbai 400 072, Maharashtra, India **Occupation:** Service **Date of Birth:** June 21, 1964 **DIN:** 07108012 **Age:** 58 years	*Indian Companies* • NRB Bearings Limited *Foreign Companies* Nil
3.	**Narendra Ostawal** **Designation:** Non-Executive Director *(nominee of Carmel Point Investments India Private Limited)* **Term:** Liable to retire by rotation **Period of Directorship:** Director since February 7, 2019 **Address:** Flat No B 4101, One Avighna Park, Currey Road, Mumbai 400 012, Maharashtra, India **Occupation:** Service **Date of Birth:** November 13, 1977 **DIN:** 06530414	*Indian Companies* • Avanse Financial Services Limited; • Carmel Point Investments India Private Limited; • Computer Age Management Services Limited; • Fusion Micro Finance Limited; • Home First Finance Company India Limited; and • Warburg Pincus India Private Limited *Foreign Companies* Nil

Sr. No.	Name, designation, term, period of directorship, address, occupation, date of birth, DIN and age	Other Directorships
	Age: 44 years	
4.	**Joydeep Dutta Roy** **Designation:** Non-Executive Director *(nominee of Bank of Baroda)* **Term:** Liable to retire by rotation **Period of Directorship:** Director since November 4, 2020 **Address:** Flat 303, Wing B, Rustomjee Seasons, B N Dharmadhikari Road, near Guru Nanak Hospital, Kalanagar, Bandra (East), Mumbai 400 051, Maharashtra, India **Occupation:** Service **Date of Birth:** July 1, 1972 **DIN:** 08055872 **Age:** 50 years	*Indian Companies* • Bank of Baroda; and • Baroda BNP Paribas Asset Management India Private Limited *Foreign Companies* • Bank of Baroda (Botswana) Limited; and • Bank of Baroda (UK) Limited
5.	**Arun Lahu Chogle** **Designation:** Independent Director **Term:** Three years with effect from March 30, 2021 till March 29, 2024 and not liable to retire by rotation **Period of Directorship:** Director since March 30, 2018 **Address:** 101, B Wing, Vivarea Sane Guruji Marg, Mahalaxmi Station, Jacob Circle, Mumbai 400 011, Maharashtra, India **Occupation:** Management consultant **Date of Birth:** January 4, 1955 **DIN:** 08089484 **Age:** 67 years	*Indian Companies* Nil *Foreign Companies* Nil
6.	**Kavassery Sankaranarayanan Gopalakrishnan** **Designation:** Independent Director **Term:** Three years with effect from March 30, 2021 till March 29, 2024 and not liable to retire by rotation **Period of Directorship:** Director since March 30, 2021 **Address:** 604, A Wing, Akruti Atria Saiwadi, near Teli Gully Signal, Andheri (East), Mumbai 400 069, Maharashtra, India **Occupation:** Consultant **Date of Birth:** October 16, 1963 **DIN:** 06567403 **Age:** 59 years	*Indian Companies* • Acko General Insurance Limited *Foreign Companies* Nil
7.	**Hemant Kaul** **Designation:** Independent Director **Term:** Three years with effect from July 27, 2021 till July 26, 2024 and not liable to retire by rotation	*Indian Companies* • Earlysalary Services Private Limited; • Egis Healthcare Services Private Limited; • Goddard Technical Solutions Private Limited; • Indostar Capital Finance Limited; • Jaipur Advisory Group Private Limited; • Namdev Finvest Private Limited;

Sr. No.	Name, designation, term, period of directorship, address, occupation, date of birth, DIN and age	Other Directorships
	Period of Directorship: Director since July 27, 2021 **Address:** A-105, Atrey Path, near Classic Hotel, Shyam Nagar, Jaipur 302 019, Rajasthan, India **Occupation:** Consultant **Date of Birth:** February 23, 1956 **DIN:** 00551588 **Age:** 66 years	• OLA Capital Services Private Limited; • OLA Financial Services Private Limited; • Social Worth Technologies Private Limited; and • Transcorp International Limited *Foreign Companies* Nil
8.	**Harita Gupta** **Designation:** Independent Director **Term:** Three years with effect from July 27, 2021 till July 26, 2024 and not liable to retire by rotation **Period of Directorship:** Director since July 27, 2021 **Address:** 907 A, Aralias, DLF Golf Course, Sector Road, Chakarpur (74), Gurgaon 122 002, Haryana, India **Occupation:** Service **Date of Birth:** June 5, 1962 **DIN:** 01719806 **Age:** 60 years	*Indian Companies* • Macrotech Developers Limited *Foreign Companies* Nil

Relationship between our Directors and Key Managerial Personnel

None of our Directors or Key Managerial Personnel are relatives (as defined under the Companies Act, 2013) to each other or to any of the Key Managerial Personnel.

Arrangements or understandings with major shareholders, customers, suppliers or others

Other than (i) Sanjiv Chadha and Joydeep Dutta Roy, each nominated by Bank of Baroda; and (ii) Narendra Ostawal, nominated by Carmel Point Investments India Private Limited, pursuant to the Shareholders' Agreement, there are no arrangements or understandings with major shareholders, customers, suppliers or others, pursuant to which any of our Directors were appointed on our Board.

Brief Biographies of Directors

Sanjiv Chadha is the Chairman and Non-Executive Director of our Company. He holds a bachelor's degree in arts (honours) from University of Delhi. He is currently the managing director and chief executive officer of Bank of Baroda and has significant experience in the banking and financial services industry. Further, he is a member on the governing board of the National Institute of Bank Management and also serves as a member of the board of directors of National Insurance Company Limited. Previously, he was the managing director and chief executive officer of SBI Capital Markets Limited and the chairman of SBICAP Ventures Limited and SBI Securities Limited.

R.M. Vishakha is the Managing Director and Chief Executive Officer of our Company. She holds a bachelor's degree in commerce from Osmania University and holds a post graduate diploma in computer systems from the Institute of Public Enterprise, Hyderabad. She is currently a member of the Institute of the Chartered Accountants of India and a fellow of the Insurance Institute of India. Previously, she was associated with Canara HSBC Life Insurance Company Limited as head of sales and marketing. She was awarded the 'CEO of the Year' award by Campaign India's Women Leading Change 2022. She was recognised as one of Femina's 'Promising Women Leaders of India' in 2022, She has also been featured among the top 50 of Fortune India's 'Most Powerful Women in Business' in 2017, 2018 and 2019, Business Today's 'Most Powerful Women of 2022', Business World's 'India's Most Influential Women' by Business World in 2019, Forbes' '2018 W-Power Trailblazers' in 2018 and among India's women leaders in the BFSI sector by the Economic Times in 2021 and 2022.

Narendra Ostawal is a Non-Executive Director of our Company. He holds a post graduate diploma in business management from the Indian Institute of Management, Bangalore and has attended the international executive business program at the University of Chicago's Graduate School of Business. He has passed the final examination held by the Institute of Chartered Accountants of India. He joined Warburg Pincus India Private Limited in 2007 and is currently its managing director. Previously, he was an associate at McKinsey & Company and 3i India Private Limited.

Joydeep Dutta Roy is a Non-Executive Director of our Company. He holds a bachelor's degree in arts (honours) from the University of Delhi, a bachelor's degree in law from the University of Gauhati and a master's degree in business administration (part time) with specialization in human resources from SVKM's NMIMS University, Mumbai. He also holds a post graduate diploma in industrial relations and personnel management from Bharatiya Vidya Bhavan. He is currently an executive director on the board of directors of Bank of Baroda.

Arun Lahu Chogle is an Independent Director of our Company. He holds a bachelor's degree in commerce from Sydenham College, Mumbai and a master's degree in management studies from the Jamnalal Bajaj Institute of Management Studies, Mumbai. Previously, he was associated with British American Tobacco (Holdings) Limited and with Procter & Gamble India Limited.

Kavassery Sankaranarayanan Gopalakrishnan is an Independent Director of our Company. He holds a bachelor's degree in science (mathematics) from the University of Madras and a post graduate certificate in machine learning and deep learning from the International Institute of Information Technology, Bangalore. He is admitted as a fellow member of the Institute of Actuaries of India. Previously, he was the managing director and chief executive officer of Aegon Life Insurance Company Limited, the chief financial officer of Bharti AXA Life Insurance Company Limited and the chief executive officer and advisor of RGA Life Reinsurance Company of Canada – India Branch. He was also associated with Birla Sun Life Insurance Company Limited as senior vice president (actuary), ICICI Bank as vice-president, Global Trust Bank Limited as chief manager and with Life Insurance Corporation of India as assistant secretary (actuarial).

Hemant Kaul is an Independent Director of our Company. He holds a bachelor's degree in science and a master's degree in business administration from the University of Rajasthan. He is currently a member of the board of management of the Indian Institute of Health Management Research University, Jaipur. Previously, he was the managing director and chief executive officer of Bajaj Allianz General Insurance Company Limited. He was also associated with Axis Bank as executive director (retail banking).

Harita Gupta is an Independent Director of our Company. She holds a master's degree in science (chemistry) from the Indian Institute of Technology, Delhi. She is currently a senior vice president (head of Asia-Pacific delivery) at Sutherland Global Services Private Limited. Previously, she was associated with Microsoft Corporation (India) Private Limited as a services practice leader.

Confirmations

None of our Directors is or was a director of any listed company during the five years immediately preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on any stock exchange during the term of their directorship in such company.

None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the term of their directorship in such company.

None of our Directors have been identified as wilful defaulters or fraudulent borrowers, as defined under the SEBI ICDR Regulations.

None of our Directors is or was a director of any company whose name was or has been struck off from the registrar of companies under Section 248 of the Companies Act, 2013.

Terms of appointment of our Managing Director and Chief Executive Officer

R.M. Vishakha

R.M. Vishakha was initially appointed as the Managing Director and Chief Executive Officer of our Company for a period of five years with effect from March 3, 2015, pursuant to resolutions passed by our Board and Shareholders on December 19, 2014, and approval received from IRDAI on January 30, 2015. She was subsequently re-appointed as the Managing Director and Chief Executive Officer of our Company for a term of five years with effect from March 3, 2020, pursuant to resolutions passed by our Board and Shareholders on January 20, 2020, and approval received from IRDAI on March 3, 2020.

Upon receipt of IRDAI approvals, R.M. Vishakha entered into an employment agreement with our Company dated March 3, 2015, read with the addendum to the agreement dated March 11, 2020 ("**Employment Agreement**"), which governs her terms of employment with our Company. The terms and conditions of her remuneration under the Employment Agreement are subject to annual review by the Nomination and Remuneration Committee and our Board. Accordingly, pursuant to the resolution dated

May 6, 2021 passed by our Board and approval from IRDAI, the remuneration, perquisites and allowances payable to her for Fiscal 2022 were as follows:

Remuneration	
Particulars	**Amount (in ₹)**
Fixed remuneration	₹30.00 million from April 1, 2021 till September 30, 2021 and ₹32.40 million with effect from October 1, 2021
Variable payout	Performance bonus of ₹13.90 million and long term incentives amounting to ₹6.95 million for Fiscal 2022
Perquisites and Allowances	
Long term incentive plan award of up to 25% of the fixed remuneration, as per the Board-approved policy of the Company. Pursuant to a long term incentive scheme adopted by our Company, certain eligible employees may be granted options that can be exercised for cash consideration only, resulting in their performance bonus. IRDAI approved the payment of long term incentives amounting to ₹6.95 million to our Managing Director for Fiscal 2022.	
One-time joining bonus of ₹ 1.90 million and a performance related bonus ranging between 0% to 50% of the fixed remuneration on a yearly basis.	
Benefits and perks such as group term life cover, group medical coverage, group personal accident coverage and car benefit etc, as per the policy of our Company.	

*Note: IRDAI granted in-principle approval for the payment of a maximum performance bonus of ₹ 16.20 million and long term incentives amounting to a maximum of ₹ 8.10 million to our Managing Director, each subject to modification of key performance indicators (“**KPIs**”) by our Company in establishing KPI rating. Subsequently, IRDAI approved the payment of bonus and long term incentives amounting to ₹ 13.90 million and ₹ 6.95 million, respectively for Fiscal 2022.*

The total remuneration paid to R.M. Vishakha in Fiscal 2022, inclusive of perquisites was ₹57.74 million.

Remuneration to Non-Executive Directors and Independent Directors

Pursuant to the resolution passed by our Board on February 2, 2021, our Non-Executive Directors and Independent Directors are entitled to receive a sitting fee of ₹100,000 and ₹60,000 for every meeting of our Board of Directors and of the committees of our Board, respectively, with effect from April 1, 2021. However, pursuant to a letter dated June 28, 2019 from Carmel Point Investments India Private Limited to our Company, Narendra Ostawal is not entitled to receive any sitting fees in his capacity as a Non-Executive Director.

Details of remuneration paid to our Non-Executive Directors and Independent Directors in Fiscal 2022 are set forth below:

(₹ in million)

S. No.	Name of Director	Sitting Fees	Commission	Total Remuneration
1.	Sanjiv Chadha*	0.84	Nil	0.84
2.	Narendra Ostawal	Nil	Nil	Nil
3.	Joydeep Dutta Roy*	1.62	Nil	1.62
4.	Arun Lahu Chogle	1.48	Nil	1.48
5.	Kavassery Sankaranarayanan Gopalakrishnan	1.54	Nil	1.54
6.	Hemant Kaul	1.04	Nil	1.04
7.	Harita Gupta	1.08	Nil	1.08

* *Sanjiv Chadha and Joydeep Dutta Roy are nominees of one of our Promoters, Bank of Baroda. The sitting fees payable to these nominees for Fiscal 2022 were paid directly to Bank of Baroda by our Company.*

Except for the variable payout and long term incentives payable to our Managing Director for Fiscal 2022, there is no contingent or deferred compensation payable to any of our Directors which accrued in Fiscal 2022. For details, see “- *Terms of appointment of our Managing Director and Chief Executive Officer*” on page 231.

Bonus or profit-sharing plan of the Directors

Our Company does not have any bonus or profit sharing plan for our Directors. For details of the performance bonus payable to our Managing Director and Chief Executive Officer as a part of her remuneration, see “- *Terms of appointment of our Managing Director and Chief Executive Officer*” on page 231.

Shareholding of Directors in our Company

As on the date of this Draft Red Herring Prospectus, none of our Directors hold any Equity Shares in our Company. For details of the ESOP Scheme of our Company and employee stock options granted under ESOP Scheme, see “*Capital Structure – ESOP Scheme*” on page 100.

Our Articles of Association do not require our Directors to hold any qualification shares.

Interests of Directors

Our Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them by our Company as well as sitting fees, if any, payable to them for attending meetings of our Board or Committees thereof. Some of our Directors hold positions as directors on the board of directors of our Promoters. For further details, see "*– Terms of Appointment of our Managing Director and Chief Executive Officer*" and "*– Remuneration to Non-Executive Directors and Independent Directors*", on pages 231 and 232, respectively. Additionally, our Directors may also be considered as interested to the extent of employee stock options granted by our Company under the ESOP Scheme, as applicable. For details, see "*Capital Structure – ESOP Scheme*" on page 100.

Our Directors may also be interested to the extent of Equity Shares, if any (together with dividends in respect of such Equity Shares), held by them.

None of our Directors have any interest in the promotion or formation of our Company.

None of our Directors have any interest in any property acquired or proposed to be acquired by our Company or of our Company. Further, none of our Directors have any interest in any transaction by our Company including, for acquisition of land, construction of buildings and supply of machinery.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which any of our Directors are interested, by any person, either to induce him to become, or to qualify him as, as a Director, or otherwise for services rendered by our Directors or by the firm or company in which they are interested, in connection with the promotion or formation of our Company.

Changes in our Board in the last three years

Details of the changes in our Board in the last three years are set forth below:

Name	Date of Appointment/ Change/ Cessation	Reason
Nagaraju Mahavadi	February 26, 2020	Appointed as Non-Executive Director
Kul Bhushan Jain	April 30, 2020	Resigned as Non-Executive Director upon completion of term as executive director of Andhra Bank (now Union Bank of India)
Nagaraju Mahavadi	June 17, 2020	Resigned as Non-Executive Director pursuant to a directive issued by IRDAI to Union Bank
Sanjiv Chadha	June 18, 2020	Appointed as Non-Executive Director
Ramesh Shriram Singh	August 11, 2020	Appointed as Non-Executive Director
Radhakant Mathur	October 1, 2020	Resigned as Non-Executive Director upon superannuating and demitting office as general manager of Bank of Baroda
Joydeep Dutta Roy	November 4, 2020	Appointed as Non-Executive Director
Krishna Venkat Angara	March 29, 2021	Resigned as Independent Director upon completion of second term
Natarajan Srinivasan	May 7, 2021	Resigned as Independent Director due to time constraints
Alok Sureshchandra Vajpeyi	July 8, 2021	Resigned as Independent Director upon appointment as shareholder director of Bank of Baroda
Hemant Kaul	September 29, 2021	Appointed as Independent Director
Harita Gupta	September 29, 2021	Appointed as Independent Director
Kavassery Sankaranarayanan Gopalakrishnan	September 29, 2021	Appointed as Independent Director
Vikramaditya Singh Khichi	July 31, 2022	Resigned as Non-Executive Director upon superannuating and demitting office as executive director of Bank of Baroda
Ramesh Shriram Singh	September 9, 2022	Resigned as Non-Executive Director pursuant to the transfer of Equity Shares from Union Bank to Bank of Baroda on March 31, 2022 and the sixth amendment agreement dated September 6, 2022 to the subscription and shareholders' agreement dated March 4, 2008, entered into by our Company, Bank of Baroda, Carmel Point Investments India Private Limited and Union Bank

Note: This does not include changes pursuant to re-appointment of Directors.

Borrowing Powers of Board

Our Company can borrow or lend as per the provisions of the Companies Act, Insurance Act and IRDA Act, including the rules and regulations thereunder. For details of our financial indebtedness, see *"Financial Indebtedness"* on page 335.

Corporate Governance

The provisions of the SEBI Listing Regulations with respect to corporate governance will be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchanges. We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, the Companies Act, 2013 and other applicable regulations of SEBI, in respect of corporate governance including in respect of the constitution of the Board and committees thereof, and formulation and adoption of policies, as applicable. Our Company is also in compliance with the IRDAI Corporate Governance Guidelines, issued by IRDAI on May 18, 2016. Our corporate governance framework is based on an effective independent Board, separation of our Board's supervisory role from the executive management team and constitution of our Board committees, as required under law.

Our Board has been constituted in compliance with the Companies Act, 2013 and the SEBI Listing Regulations and the guidelines issued thereunder from time to time. As on the date of this Draft Red Herring Prospectus, our Board comprises of one Executive Director, four Independent Directors (including one woman Independent Director) and three Non-Executive Directors. Two of our eight Directors are women Directors.

Committees of the Board

Details of the Committees are set forth below. In addition to the Committees detailed below, our Board of Directors may, from time to time constitute Committees for various functions.

Audit Committee

The members of the Audit Committee are:

1. Kavassery Sankaranarayanan Gopalakrishnan (Chairman, Independent Director);
2. Joydeep Dutta Roy (Non-Executive Director);
3. Narendra Ostawal (Non-Executive Director);
4. Arun Lahu Chogle (Independent Director);
5. Hemant Kaul (Independent Director); and
6. Harita Gupta (Independent Director).

The Company Secretary and Compliance Officer of our Company shall act as secretary to the Audit Committee.

The Audit Committee was constituted by way of resolution passed by our Board of Directors in its meeting held on November 9, 2009 and last reconstituted pursuant to a resolution dated September 12, 2022 approved by our Board on September 13, 2022. The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and the SEBI Listing Regulations and its terms of reference, as stipulated pursuant to resolution dated September 12, 2022 approved by our Board on September 13, 2022, include the following:

1. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
2. Recommendation to the Board for appointment, replacement, reappointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
    i. Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
    ii. Changes, if any, in accounting policies and practices and reasons for the same;
    iii. Major accounting entries involving estimates based on the exercise of judgment by management;
    iv. Significant adjustments made in the financial statements arising out of audit findings;
    v. Compliance with listing and other legal requirements relating to financial statements;
    vi. Disclosure of any related party transactions; and

vii. Modified opinion(s) in the draft audit report.

5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;

6. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

8. Approval or any subsequent modifications of transactions of the Company with related parties;

9. Scrutiny of inter-corporate loans and investments;

10. Valuation of undertakings or assets of the Company, wherever it is necessary;

11. Evaluation of internal financial controls and risk management systems;

12. Reviewing, with the management, the performance of statutory and internal auditors, adequacy of the internal control systems;

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14. Discussion with internal auditors on any significant findings and follow up thereon;

15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

18. To review the functioning of the whistle blower mechanism;

19. Approval of appointment of the chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;

21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as per applicable law;

22. Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;

23. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.

24. 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;

25. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders;

26. Overseeing the procedures and processes established to attend to issues relating to maintenance of books of account, administration procedures, transactions and other matters having a bearing on the financial position of the Company, whether raised by the auditors or by any other person;

27. Monitoring the progress made in rectification of irregularities and changes in processes, whenever deficiencies come to notice by internal audit reports;

28. Act as a compliance committee to discuss the level of compliance in the Company and any associated risks and to monitor and report to the Board on any significant compliance breaches;

29. Any additional work other than statutory/internal audit that is entrusted to the auditor or any of its associated persons or companies shall be specifically approved by the Board / Audit Committee, keeping in mind the necessity to maintain the independence and integrity of the audit relationship. All such other work entrusted to the auditor or its associates shall be specifically disclosed in the Notes to Accounts forming part of the annual accounts of the insurer; and

30. Carrying out any other functions as may be required/ mandated and/or delegated by the Board as per the provisions of the Companies Act, SEBI Listing Regulations, IRDAI, uniform listing agreements and/or any other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

Powers of the Audit Committee

The powers of the Audit Committee shall include the following:

1. To investigate any activity within its terms of reference;

2. To seek information from any employee of the Company;

3. To obtain outside legal or other professional advice;

4. To secure attendance of outsiders with relevant expertise, if it considers necessary; and

5. Such powers as may be prescribed under the Companies Act, regulations prescribed by IRDAI and the SEBI Listing Regulations.

Reviewing Powers

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;

2. Management letters/ letters of internal control weaknesses issued by the statutory auditors;

3. Internal audit reports relating to internal control weaknesses;

4. The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee; and

5. Statement of deviations as and when becomes applicable:

    (i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of the SEBI Listing Regulations; and

    (ii) annual statement of funds utilised for purposes other than those stated in the document/prospectus/notice in terms of the SEBI Listing Regulations."

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

1. Arun Lahu Chogle (Chairman, Independent Director);

2. Sanjiv Chadha (Non-Executive Director);

3. Narendra Ostawal (Non-Executive Director);

4. Kavassery Sankaranarayanan Gopalakrishnan (Independent Director);

5. Harita Gupta (Independent Director); and

6. Hemant Kaul (Independent Director).

The Company Secretary and Compliance Officer of our Company shall act as secretary to the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee was constituted by way of resolution passed by our Board of Directors in its meeting held on November 9, 2009 and last reconstituted pursuant to a resolution dated September 12, 2022 approved by our Board on September 13, 2022. The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations. The terms of reference of the Nomination and Remuneration Committee, as stipulated pursuant to the resolution dated September 12, 2022 approved by our Board on September 13, 2022, include the following:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees. The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

    (i) The level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

    (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

    (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;

2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

    (i) use the services of an external agencies, if required;

    (ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and

    (iii) consider the time commitments of the candidates.

3. Formulating the criteria for evaluation of the performance of the independent directors and the Board;

4. Devising a policy on Board diversity;

5. Identifying persons who qualify to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal;

6. Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

7. Recommend to the Board, all remuneration, in whatever form, payable to senior management;

8. To ensure that the proposed appointments / re-appointments of key managerial personnel or directors are in conformity with the Board approved policy on retirement / superannuation;

9. Administering, monitoring and formulating detailed terms and conditions of the IndiaFirst Life Insurance Employee Stock Option Plan 2022, as applicable; and

10. Carrying out any other functions as may be required/ mandated and/or delegated by the Board as per the provisions of the Companies Act, SEBI Listing Regulations, regulations prescribed by IRDAI, uniform listing agreements and/or any other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

Stakeholders’ Relationship Committee

The members of the Stakeholders Relationship Committee are:

1. Kavassery Sankaranarayanan Gopalakrishnan (Chairman, Independent Director);

2. Joydeep Dutta Roy (Non-Executive Director);

3. Narendra Ostawal (Non-Executive Director); and

4. R.M. Vishakha (Managing Director and Chief Executive Officer).

The Stakeholders' Relationship Committee was constituted pursuant to the resolution dated September 12, 2022 approved by our Board on September 13, 2022. The scope and functions of the Stakeholder Relationship Committee are in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations and its terms of reference, as stipulated pursuant to the resolution dated September 12, 2022 approved by our Board on September 13, 2022, include the following:

1. To consider and resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;

2. To review measures taken for effective exercise of voting rights by shareholders;

3. To review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;

4. To review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and

5. Carrying out any other functions as may be required/ mandated and/or delegated by the Board as per the provisions of the Companies Act, SEBI Listing Regulations, regulations prescribed by IRDAI, uniform listing agreements and/or any other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

1. Joydeep Dutta Roy (Chairman, Non-Executive Director);

2. Narendra Ostawal (Non-Executive Director);

3. Arun Lahu Chogle (Independent Director);

4. Harita Gupta (Independent Director); and

5. R.M. Vishakha (Managing Director and Chief Executive Officer).

The Company Secretary and Compliance Officer of our Company shall act as secretary to the Corporate Social Responsibility Committee.

The Corporate Social Responsibility Committee was constituted by way of resolution passed by our Board of Directors in its meeting held on January 31, 2017 and last reconstituted pursuant to the resolution dated September 12, 2022 approved by our Board on September 13, 2022. The scope and function of the Corporate Social Responsibility Committee is in accordance with Section 135 of the Companies Act, 2013 and the SEBI Listing Regulations. The terms of reference of the Corporate Social Responsibility Committee, as stipulated pursuant to resolution dated September 12, 2022 approved by our Board on September 13, 2022, include the following:

a) Formulation of a corporate social responsibility ("**CSR**") policy to the Board, indicating the activities to be undertaken by the Company in areas or subjects specified in Schedule VII of the Companies Act, 2013, the modalities of utilisation of funds and implementation schedules for the projects or programmes and details of need and impact assessment, if any, for the projects undertaken by the Company. The activities should be within the list of permitted activities specified in the Companies Act, 2013 and the rules thereunder;

b) Recommending the amount of expenditure to be incurred, amount to be at least 2% of the average net profit of the Company in the three immediately preceding financial years or where the Company has not completed the period of three financial years since its incorporation, during such immediately preceding financial years;

c) Instituting a transparent monitoring mechanism for implementation of the corporate social responsibility projects or programs or activities undertaken by the Company;

d) Monitoring the corporate social responsibility policy from time to time and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

e) Identifying corporate social responsibility policy partners and corporate social responsibility policy programmes;

f) Identifying and appointing the corporate social responsibility team of the Company including corporate social responsibility manager, wherever required;

g) Transferring the unspent CSR amount to a fund specified in the Schedule VII, within a period of six months of the expiry of the financial year and setting-off the amount spent in excess of the requirements for such number of succeeding financial years and in such manner as specified in the Companies Act, 2013; and

h) Performing such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company or as may be required under applicable laws.

Risk Management Committee

The members of the Risk Management Committee are:

1. Narendra Ostawal (Chairman, Non-Executive Director);

2. Joydeep Dutta Roy (Non-Executive Director);

3. Kavassery Sankaranarayanan Gopalakrishnan (Independent Director);

4. Hemant Kaul (Independent Director);

5. R.M. Vishakha (Managing Director and Chief Executive Officer);

6. Rushabh Gandhi (Deputy Chief Executive Officer); and

7. Sunder Natarajan (Chief Risk Officer).

The Company Secretary and Compliance Officer of our Company shall act as secretary to the Risk Management Committee.

The Risk Management Committee was constituted by way of resolution passed by our Board of Directors in its meeting held on November 9, 2009 and last reconstituted pursuant to the resolution dated September 12, 2022 approved by our Board on September 13, 2022. The scope and function of the Risk Management Committee is in accordance with the SEBI Listing Regulations. The terms of reference of the Risk Management Committee, as stipulated pursuant to the resolution dated September 12, 2022 approved by our Board on September 13, 2022, include the following:

1. To formulate a detailed risk management policy which shall include:

    (i) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee;

    (ii) Measures for risk mitigation including systems and processes for internal control of identified risks; and

    (iii) Business continuity plan;

2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

5. To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;

6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;

7. To review the Company's risk and reward performance to align with overall policy objectives;

8. To discuss and consider best practices in risk management in the market and advise the respective functions;

9. To assist the Board in effective operation of the risk management system by performing specialized analyses and quality reviews;

10. To maintain an aggregated view of 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 list, reputation risk, etc.;

11. Advise the Board with regard to risk management decisions in relation to strategic and operational matters, such as corporate strategy, mergers and acquisitions related matters;

12. To report to the Board, details on risk exposures and the actions taken to manage the exposures; review, monitor and challenge where necessary, risks undertaken by the Company;

13. To monitor and review regular updates on business continuity;

14. To decide the risk tolerance limits and assess the costs and benefits associated with risk exposure;

15. To formulate and implement a fraud monitoring policy for effective deterrence, prevention, detection and mitigation of fraud;

16. To review the solvency position of the Company on a regular basis;

17. To review compliance with the guidelines on the Insurance Fraud Monitoring Framework date issued by Insurance Regulatory and Development Authority of India; and

18. Carrying out any other functions as may be required/ mandated and/or delegated by the Board as per the provisions of the Companies Act, SEBI Listing Regulations, regulations prescribed by IRDAI, uniform listing agreements and/or any other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties."

Policyholders' Protection Committee

The members of the Policyholders' Protection Committee are:

1. Joydeep Dutta Roy (Chairman, Non-Executive Director);

2. Narendra Ostawal (Non-Executive Director);

3. Arun Lahu Chogle (Independent Director);

4. Harita Gupta (Independent Director);

5. R.M. Vishakha (Managing Director and Chief Executive Officer); and

6. Rushabh Gandhi (Deputy Chief Executive Officer).

The Company Secretary and Compliance Officer of our Company shall act as secretary to the Policyholders' Protection Committee.

The Policyholders' Protection Committee was constituted by way of resolution passed by our Board of Directors in its meeting held on November 9, 2009 and last reconstituted pursuant to the resolution dated September 12, 2022 approved by our Board on September 13, 2022. The scope and function of the Policyholders' Protection Committee is in accordance with Clause 7.4 of the IRDAI Corporate Governance Guidelines. The terms of reference of the Policyholders' Protection Committee, as stipulated pursuant to the resolution dated September 12, 2022 approved by our Board on September 13, 2022, include the following:

1. To put in place proper procedures and effective mechanism to address complaints and grievances of policyholders including mis-selling by intermediaries;

2. To ensure compliance with the statutory requirements as laid down in the regulatory framework;

3. Adopt standard operating procedures to treat the customer fairly including time-frames for policy and claims servicing parameters and monitoring implementation thereof;

4. Put in place a framework for review of awards given by Insurance Ombudsman/Consumer Forums. Analyze the root cause of customer complaints, identify market conduct issues and advise the management appropriately about rectifying systemic issues, if any;

5. Review all the awards given by Insurance Ombudsman/Consumer Forums remaining unimplemented for more than three (3) months with reasons therefor and report the same to the Board for initiating remedial action, where necessary;

6. Review the measures and take steps to reduce customer complaints at periodic intervals;

7. Ensure adequacy of disclosure of "material information" to the policyholders. These disclosures shall comply with the requirements laid down by the Authority both at the point of sale and at periodic intervals;

8. Provide details of grievances at periodic intervals in such formats as may be prescribed by the Authority;

9. Ensure that details of insurance ombudsmen are provided to the policyholders;

10. Review of Claims Report, including status of Outstanding Claims with ageing of outstanding claims;

11. Reviewing Repudiated claims with analysis of reasons;

12. Status of settlement of other customer benefit payouts like Surrenders, Loan, Partial withdrawal requests etc;

13. Review of unclaimed amounts of Policyholders, as required under the Circulars and guidelines issued by the Authority; and

14. To keep the policyholders well informed and educated about insurance products and complaint-handling procedures.

Investment Committee

The members of the Investment Committee are:

1. Joydeep Dutta Roy (Chairman, Non-Executive Director);

2. Narendra Ostawal (Non-Executive Director);

3. Kavassery Sankaranarayanan Gopalakrishnan (Independent Director);

4. Hemant Kaul (Independent Director);

5. R.M. Vishakha (Managing Director and Chief Executive Officer);

6. Rushabh Gandhi (Deputy Chief Executive Officer);

7. Kedar Patki (Chief Financial Officer);

8. Dr. Poonam Tandon (Chief Investment Officer);

9. Sunder Natarajan (Chief Risk Officer); and

10. Bhavna Verma (Appointed Actuary).

The Company Secretary and Compliance Officer of our Company shall act as secretary to the Investment Committee.

The Investment Committee was constituted by way of resolution passed by our Board of Directors in its meeting held on November 9, 2009 and last reconstituted pursuant to the resolution dated September 12, 2022 approved by our Board on September 13, 2022. The scope and function of the Investment Committee is in accordance with Clause 7.2 of the IRDAI Corporate Governance Guidelines. The Investment Committee shall, as stipulated pursuant to the resolution dated September 12, 2022 approved by our Board on September 13, 2022, include the following:

1. Be responsible to recommend investment policy and lay down the operational framework for the investment operations of the insurer. The policy should focus on a prudential Asset Liability Management (ALM) supported by robust internal control systems. The investment policy and operational framework should, inter alia, encompass aspects concerning liquidity for smooth operations, compliance with prudential regulatory norms on investments, risk management/ mitigation strategies to ensure commensurate yield on investments and above all protection of policyholders' funds;

2. Be responsible for implementing the Investment Policy duly approved by the Board;

3. Assess credit risk and market risk, the members of the Committee should not be influenced only by the credit rating. The committee should independently review their investment decisions and ensure that support by the internal due diligence process is an input in making appropriate investment decisions;

4. Formulate an effective reporting system to ensure compliance with the policy set out by it apart from Internal/ Concurrent Audit mechanisms for a sustained and ongoing monitoring of Investment Operations;

5. Meet at least once in a quarter to review investment operations and submit a report to the Board on the performance of the investment portfolio with regard to its safety and soundness; and

6. Review the issues relating to liquidity, prudential norms, exposure limits, stop loss limits in securities trading, management of all investment and market risks, management of assets liabilities mismatch, investment audits and investment statistics etc.

With Profits Committee

The members of the With Profits Committee are:

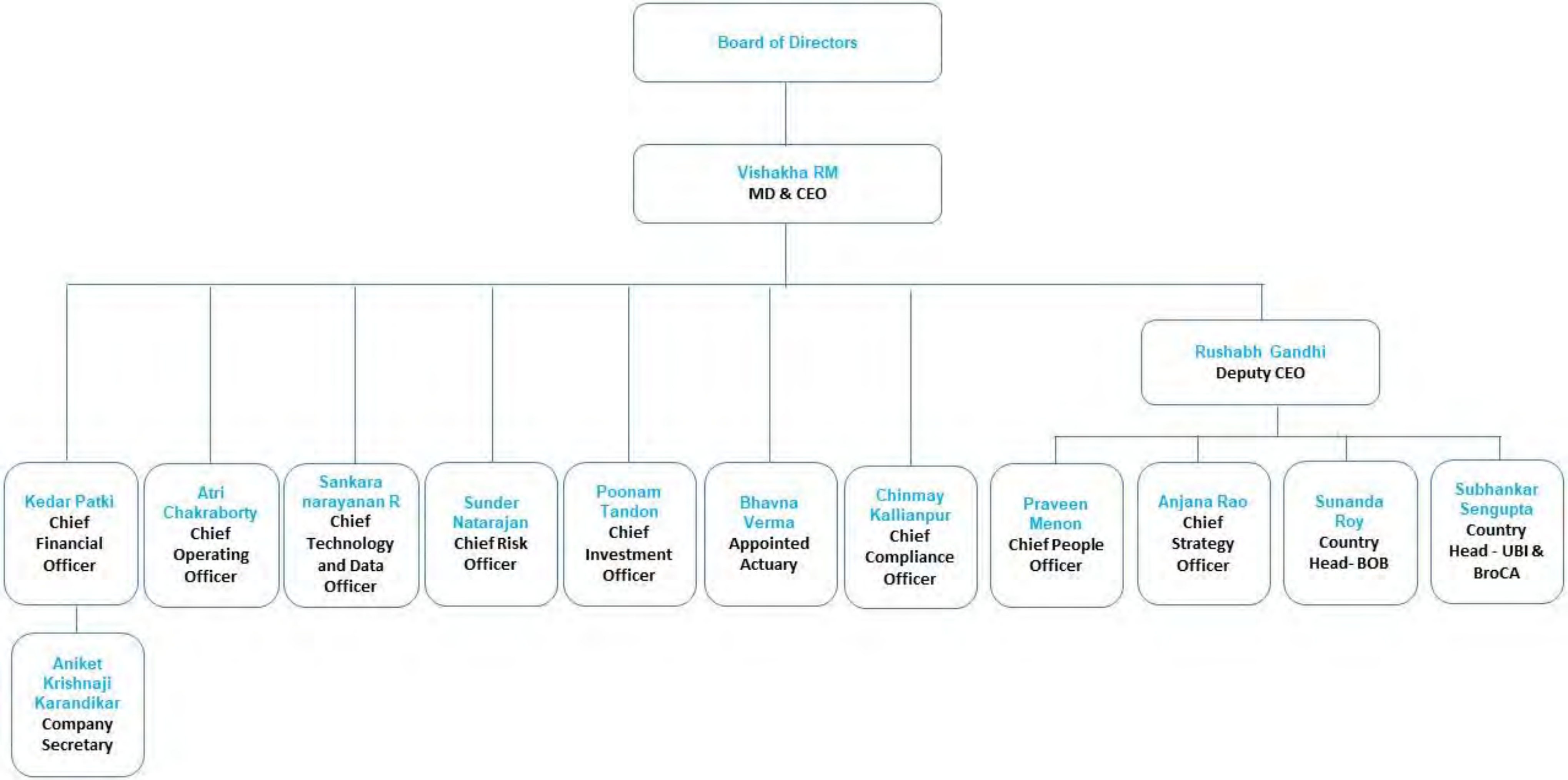
1. Kavassery Sankaranarayanan Gopalakrishnan (Chairman, Independent Director);
2. Hemant Kaul (Independent Director);
3. R.M. Vishakha (Managing Director and Chief Executive Officer);
4. Richard Holloway (Independent Actuary);
5. Rushabh Gandhi (Deputy Chief Executive Officer);
6. Kedar Patki (Chief Financial Officer); and
7. Bhavna Verma (Appointed Actuary).

The Company Secretary and Compliance Officer of our Company shall act as secretary to the With Profits Committee.

The With Profits Committee was constituted by way of resolution passed by our Board of Directors in its meeting held on July 26, 2013 and last reconstituted pursuant to resolution dated September 12, 2022 approved by our Board on September 13, 2022. The scope and function of the With Profits Committee is in accordance with Clause 7.7 of the IRDAI Corporate Governance Guidelines. The terms of reference of the With Profits Committee, as stipulated pursuant to the resolution dated September 12, 2022 approved by our Board on September 13, 2022, include the following:

1. To maintain the asset shares, at policy level, and to ensure that only the portion of expenses representing this business shall be allocated to and interest rate credits to these asset shares shall represents the underlying assets of these funds;
2. Appointed Actuary shall be responsible to determine the asset share for each product in accordance with the guidance or practice standards etc issued by the Institute of Actuaries of India;
3. The detailed working of the asset share, the expensed allowed for, the investment income earned on the fund etc which are represented in the asset share shall be approved by With Profits Committee;
4. The Report of with profits committee shall be appended to Actuarial Report and Abstract; and
5. IRDA may prescribe the method of allocation of expenses to various funds in consultation with the institutions such as Institute of Actuaries of India, Institute of Chartered Accountants of India etc.

Management Organisation Structure



Key Managerial Personnel

The details of the Key Managerial Personnel of our Company, as on the date of this Draft Red Herring Prospectus, are as follows:

R.M. Vishakha is the Managing Director and Chief Executive Officer of our Company. For details, see *"- Brief Biographies of Directors"* and *"- Terms of appointment of our Managing Director and Chief Executive Officer"* on pages 230 and 231, respectively.

Rushabh Gandhi is the Deputy Chief Executive Officer of our Company. He holds a master's degree in management studies from the University of Mumbai. He joined our Company with effect from May 9, 2015. Previously, he was associated with Canara HSBC Life Insurance Company Limited as head of sales and with Birla Sun Life Insurance Company Limited as senior manager (alternate channel and group). He has also previously worked at Aviva Life Insurance Company Limited. He was awarded the 'Business Leadership' award by the Indian Achievers' Forum for 2021-2022, the 'Visionary Leadership' award under the Elets BFSI Gamechanger Awards in 2022 and the 'Innovative Leader' award by Silver Feather Awards in 2021. He is *inter alia* responsible for overseeing marketing, products, customer experience, strategy, business development, human capital and sales and distribution in our Company. During Fiscal 2022, he received a remuneration of ₹34.09 million.

Kedar Patki is the Chief Financial Officer of our Company. He holds a bachelor's degree in commerce from the University of Pune and is a member of the Institute of Chartered Accountants of India. He joined our Company with effect from August 6, 2019. Previously, he was the chief financial officer of IDBI Federal Life Insurance Company Limited. He was also associated with Tata AIG General Insurance Company Limited as vice president (finance and accounts), AXA Business Services Private Limited as associate vice president and with Bajaj Allianz General Insurance Company Limited as senior manager (finance). He has also previously worked at SBI Life Insurance Company Limited. He is *inter alia* responsible for planning, budgeting, finance and investment operations in our Company. During Fiscal 2022, he received a remuneration of ₹13.47 million.

Atri Chakraborty is the Chief Operating Officer of our Company. He holds a master's degree in management studies from the Birla Institute of Technology and Science, Pilani. He joined our Company with effect from June 30, 2020. Previously, he was associated with Tata AIG General Insurance Company Limited as the chief of operations and facilities and with Citibank N.A. as an assistant vice-president. He is *inter alia* responsible for distribution and branch operations, customer service, persistency, new business and underwriting, claims and change management in our Company. During Fiscal 2022, he received a remuneration of ₹11.23 million.

Praveen Menon is the Chief People Officer of our Company. He holds a master's degree in financial management from the University of Mumbai, a diploma in business management from the L.N. Welingkar Institute of Management Development and Research, Mumbai and an executive post graduate diploma in human resources management from the Tata Institute of Social Sciences, Mumbai. He has passed the junior associate examination of the Indian Institute of Bankers. He joined our Company with effect from November 2, 2015. Previously, he was associated with Axis Bank Limited as deputy vice president (human resources), the textiles, acrylic fibre and overseas spinning business of the Aditya Birla group as assistant vice president (human resources) and with Nielsen (India) Private Limited as associate director (compensation and benefits for India region). He is *inter alia* responsible for human resources, training, administration and infrastructure, group business and procurement in our Company. During Fiscal 2022, he received a remuneration of ₹15.80 million.

Sunanda Roy is the Country Head – Bank of Baroda of our Company. He holds a post graduate diploma in general management from the Emeritus Institute of Management, Singapore. He joined our Company with effect from December 17, 2018. Previously, he was associated with Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited as senior vice president (retail sales), Hongkong and Shanghai Banking Corporation Limited as premier relationship manager in Kolkata and with Bharti Mobitel Limited as key accounts manager. He is *inter alia* responsible for sales and distribution, business development and channel relationships for Bank of Baroda in our Company. During Fiscal 2022, he received a remuneration of ₹11.09 million.

Anjana Rao is the Chief Strategy Officer of our Company. She holds a master's degree in business administration from Pandit Ravishankar Shukla University, Raipur. She joined our Company with effect from December 28, 2015. Previously, she was associated with Ernst & Young LLP as senior manager (performance improvement advisory), Universal Sompo General Insurance Company Limited as assistant general manager (IT) and also worked at Oracle India Private Limited. She has completed the change management certification program from Prosci and the Change Management Learning Center as well as the course on design thinking from the Stanford University Graduate School of Business. She is *inter alia* responsible for driving business transformation through innovation in our Company. During Fiscal 2022, she received a remuneration of ₹10.78 million.

Subhankar Sengupta is the Country Head – Union Bank and Business Partners of our Company. He attended the bachelor's degree in commerce from the University of Kolkata and holds a post graduate diploma in business management from the Indian Institute of Social Welfare and Business Management, Kolkata. He joined our Company with effect from October 1, 2019. Previously, he was associated with Tata AIA Life Insurance Company Limited as head (HDFC Bank branch banking. HDFC securities) in partnership distribution, Ahli Bank (QSC) as head of direct sales, Standard Chartered Bank India as area sales manager under liabilities (direct sales) and with Hongkong and Shanghai Banking Corporation Limited as assistant manager (retail). He is *inter alia* responsible for business generation through the open architecture bancassurance relationship with Union Bank and business generation through brokers and corporate agents in the non-exclusive business environment in our Company. During Fiscal 2022, he received a remuneration of ₹11.18 million.

Sankaranarayanan Raghavan is the Chief Technology and Data Officer of our Company. He holds a bachelor's degree in science and a master's degree in business administration from Bharathidasan University. He has also completed the post graduate programme in management for senior executives at the Indian School of Business and is currently a fellow of the Insurance Institute of India and the Life Management Institute. He joined our Company with effect from June 22, 2020. He has over 26 years of experience in digital strategy and business management. Previously, he was the chief operating officer of Aegon Life Insurance Company Limited. He was also associated with HCL Technologies Limited as senior business manager, Computer Sciences Corporation India Private Limited as business analyst and with Life Insurance Corporation of India as an assistant. He is *inter alia* responsible for data and data sciences strategy, implementation and monitoring efficiency in our Company. During Fiscal 2022, he received a remuneration of ₹9.93 million.

Dr. Poonam Tandon is the Chief Investment Officer of our Company. She holds a bachelor's degree in commerce (honours) from the University of Delhi, a post graduate diploma in business management from the Xavier School of Management, Jamshedpur and a doctorate of philosophy in management studies from the Narsee Monjee Institute of Management Studies, Mumbai. She is a certified associate of the Indian Institute of Bankers. She joined our Company with effect from February 25, 2010. Previously, she was associated with MetLife India Insurance Company Limited as chief manager (investments). She is *inter alia* responsible for overseeing the investment function in our Company. During Fiscal 2022, she received a remuneration of ₹13.05 million.

Sunder Natarajan is the Chief Risk Officer of our Company. He holds a bachelor's degree in commerce from the University of Madras and a post graduate diploma in business administration from the Narsee Monjee Institute of Management Studies, Mumbai. He has passed the licentiate examination of the Insurance Institute of India as well as the intermediate examination held by the Institute of Cost and Works Accountants of India. He is currently the volunteer deputy chair of the India regional group of the Institute of Risk Management. He joined our Company with effect from September 15, 2015. Previously, he was associated with Aviva Life Insurance Company Limited as vice president (customer operations). He is *inter alia* responsible for overseeing the risk, internal audit and legal functions in our Company. During Fiscal 2022, he received a remuneration of ₹10.70 million.

Bhavna Verma is the Appointed Actuary of our Company. She holds a bachelor's degree in arts (mathematics) from the University of Delhi. She is currently a fellow of the Institute of Actuaries in India and a fellow of the Institute and Faculty of Actuaries in the United Kingdom. She joined our Company with effect from March 14, 2022 and was designed as Appointed Actuary with effect from March 21, 2022. Previously, she was associated with Kotak Mahindra Life Insurance Company Limited as senior vice president, Towers Watson India Private Limited as a consultant and with Milliman India Private Limited as a trainee actuary. She is *inter alia* responsible for managing actuarial function, including overseeing regulatory and shareholder reporting, product development and management and financial and insurance risk analysis in our Company. During Fiscal 2022, she received a remuneration of ₹1.43 million.

Chinmay Kallianpur is the Chief Compliance Officer of our Company. He holds a master's degree in financial management from the University of Mumbai and has passed the examination for the bachelor's degree in commerce from the University of Mumbai. He has completed the Institute of Risk Management's global level one professional examination on enterprise risk management as well as the certificate program on anti-money laundering conducted by BSE Institute Limited. He joined our Company with effect from August 18, 2009. Previously, he was associated with Bharti Axa Life Insurance Company Limited as associate manager (customer service) and with IDBI Fortis Life Insurance Company Limited as manager (new business). He has also previously worked at Kotak Mahindra Old Mutual Life Insurance Limited. He is *inter alia* responsible for compliance function in our Company. During Fiscal 2022, he received a remuneration of ₹4.32 million.

Aniket Krishnaji Karandikar is the Company Secretary and Compliance Officer of our Company. He holds a bachelor's degree in commerce and has passed the examination for the bachelor's degree in law, each from the University of Mumbai. He joined our Company with effect from June 14, 2022. He is a member of the Institute of Company Secretaries in India with over 19 years of experience across various organisations. Previously, he was the company secretary of SBI Life Insurance Company Limited and the company secretary of U Gro Capital Limited. He was also previously associated with HDFC Bank as deputy manager. He is *inter alia* responsible for secretarial function and compliance with corporate governance norms in our Company. Since he joined our Company with effect from June 14, 2022, he did not receive any remuneration in Fiscal 2022.

All our Key Managerial Personnel are permanent employees of our Company. The attrition rate of our Company is not high as compared to the industry.

Shareholding of Key Managerial Personnel in our Company

As on the date of this Draft Red Herring Prospectus, none of our Key Managerial Personnel hold any Equity Shares in our Company.

Interests of Key Managerial Personnel

Our Key Managerial Personnel do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled as per their terms of appointment, and reimbursement of expenses incurred by them during the ordinary course of business. The Key Managerial Personnel may be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares held in the Company, if any. Additionally, our Key Managerial Personnel may also be regarded as interested to the extent of employee stock options granted by our Company and which may be granted to them, from time to time, under the ESOP Scheme, as applicable. For details, see "*Capital Structure – ESOP Scheme*" on page 100.

Except for the variable payout and long term incentives payable to our Managing Director for Fiscal 2022, there is no contingent or deferred compensation payable to any of our Key Managerial Personnel which accrued in Fiscal 2022. For details, see "-*Terms of appointment of our Managing Director and Chief Executive Officer*" on page 231.

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel were appointed.

No loans have been availed by our Key Managerial Personnel from our Company.

Changes in our Key Managerial Personnel in the three immediately preceding years

Details of the changes in our Key Managerial Personnel in the three immediately preceding years are set forth below:

Name	Date of Appointment/ Change/ Cessation	Reason for change
Sunanda Roy	April 1, 2020	Appointed as Country Head – Bank of Baroda
Sankaranarayanan Raghavan	June 22, 2020	Appointed as Chief Technology and Data Officer
Atri Chakraborty	June 30, 2020	Appointed as Chief Operating Officer
A. K. Sridhar	July 31, 2020	Retired as Chief Investment Officer
Dr. Poonam Tandon	August 1, 2020	Appointed as Chief Investment Officer
Viswanarayan Ramachandran	September 30, 2020	Resigned as Company Secretary
Sweta Bharucha	October 1, 2020	Appointed as Company Secretary
Sunder Natarajan	October 1, 2020	Appointed as Chief Risk and Compliance Officer
Subhankar Sengupta	May 1, 2021	Appointed as Country Head – Union Bank and Business Partners
Sunder Natarajan	October 29, 2021	Re-designated as Chief Risk Officer
Chinmay Kallianpur	November 1, 2021	Appointed as Chief Compliance Officer
Bhavna Verma	March 21, 2022	Appointed as Appointed Actuary
Peuli Das	March 21, 2022	Resigned as Chief & Appointed Actuary
Sweta Bharucha	April 15, 2022	Resigned as Company Secretary
Aniket Krishnaji Karandikar	June 14, 2022	Appointed as Company Secretary and Compliance Officer

Payment or benefit to officers of our Company

Except as stated otherwise in this Draft Red Herring Prospectus and any statutory payments made by our Company, no amount or benefits in kind has been paid or given, in the two years preceding the date of this Draft Red Herring Prospectus, or is intended to be paid or given to any of our Company's officers including the Key Managerial Personnel except remuneration for services rendered as Directors, officers or employees of our Company.

Service contracts with Directors and Key Managerial Personnel

No officer of our Company, including our Directors and Key Managerial Personnel, is entitled to any benefits upon termination of employment under any service contract or arrangement entered into with our Company.

Bonus or profit sharing plans for our Key Managerial Personnel

Except for a long term incentive scheme adopted by our Company, pursuant to which certain eligible employees were granted options that can be exercised for cash consideration resulting in their performance bonus, our Key Managerial Personnel are not parties to any bonus or profit-sharing plan of our Company.

Employee stock option plan

For details of ESOP Scheme and employee stock options granted under ESOP Scheme, see "*Capital Structure – ESOP Scheme*" on page 100.

OUR PROMOTERS AND PROMOTER GROUP

Bank of Baroda and Carmel Point Investments India Private Limited are the Promoters of our Company. For details of the shareholding of our Promoters in our Company, as on the date of this Draft Red Herring Prospectus, see "*Capital Structure – History of the Equity Share capital held by our Promoters – Build-up of our Promoters' equity shareholding in our Company*" on page 98.

Our Promoters

Bank of Baroda

Corporate Information, history and details of Bank of Baroda

Bank of Baroda was established on July 20, 1908. Bank of Baroda was nationalised *vide* the Banking Companies (Acquisition and Transfer of Undertakings) Act of 1970, with effect from July 19, 1969. The corporate office of Bank of Baroda is located at Baroda Corporate Centre, C-26, Block – G, Bandra Kurla Complex, Bandra East, Mumbai 400051, Maharashtra, India and their head office is located at Baroda Bhavan, Alkapuri, Vadodara 390 007, Gujarat, India. The President of India (the "**President**"), acting through the Government of India (the "**Government**") is Bank of Baroda's promoter and as on the date of this Draft Red Herring Prospectus currently holds 63.97% of Bank of Baroda's fully diluted paid-up share capital.

Bank of Baroda is a listed company having its equity shares listed on BSE and NSE. Bank of Baroda offers a range of banking services. Bank of Baroda has not changed its activities from the date of its incorporation.

Board of Directors

As on date of this Draft Red Herring Prospectus, the board of directors of Bank of Baroda comprises:

Sr. No.	Name of the director	Designation
1.	Dr. Hasmukh Adhia	Chairperson and Non-Executive Independent Director
2.	Sanjiv Chadha	Managing Director and Chief Executive Officer
3.	Ajay Khurana	Executive Director
4.	Debadatta Chand	Executive Director
5.	Joydeep Dutta Roy	Executive Director
6.	Amit Agrawal	Non-Executive Nominee Director
7.	Parvathy V. Sundaram	Non-Executive Nominee Director
8.	Ajay Singhal	Non-Executive Director
9.	Soundara Kumar	Non-Executive Director
10.	Srinivasan Sridhar	Non-Executive Director
11.	Alok Vajpeyi	Non-Executive Director

Shareholding Pattern

The shareholding pattern of Bank of Baroda as of September 30, 2022 is as provided below:

Category (I)	Category of Shareholder (II)	Number of Shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of partly paid-up Equity Shares held (V)	Number of Equity Shares underlying Depository Receipts (VI)	Total number of Equity Shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of Equity Shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of voting rights held in each class of securities (IX)				Number of Equity Shares underlying outstanding convertible securities (including warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted equity share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of locked in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Number of Voting Rights: Class e.g.: Equity Shares	Number of Voting Rights: Class e.g.: others	Number of Voting Rights: Total	Total as a % of (A+B + C)			Number (a)	As a % of total Equity Shares held (b)	Number (a)	As a % of total Equity Shares held (b)	
(A)	**Promoter and promoter group**	1	3,308,184,689	-	-	3,308,184,689	63.97	3,308,184,689	-	3,308,184,689	63.97	-	63.97	651,465,798	19.69	-	-	3,308,184,689
(B)	**Public**	1,219,434	1,863,177,490	-	-	1,863,177,490	36.03	1,863,177,490	-	1,863,177,490	36.03	-	36.03	-	-	-	-	1,828,630,833
(C)	**Non-promoter – non public**	-	-	-	-	-	0.00	-	-	-	0.00		0.00					-
(C1)	**Equity shares underlying depository receipts**	-	-	-	-	-	0.00	-	-	-	0.00	-	0.00	-	-	-	-	-
(C2)	**Equity shares held by employee trusts**	-	-	-	-	-	0.00	-	-	-	0.00	-	0.00	-	-	-	-	-
	Total	**1,219,434**	**5,171,362,179**	-	-	**5,171,362,179**	**100.00**	**5,171,362,179**	-	**5,171,362,179**	**100.00**	-	**100.00**	**651,465,798**	**12.60**	-	-	**5,136,815,522**

Details of change in control of Bank of Baroda

There has been no change in the control of Bank of Baroda in the last three years preceding the date of this Draft Red Herring Prospectus.

Our Company confirms that the permanent account number, bank account number and company registration number shall be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

Carmel Point Investments India Private Limited

Corporate information, history and details of Carmel Point Investments India Private Limited

Carmel Point Investments India Private Limited was incorporated on December 11, 2018 under the laws of India as a private limited company. The registered office of Carmel Point Investments India Private Limited is located at #1302, Tower-3, ONE International Center, Senapati Bapat Marg, Elphinstone Road (West), Mumbai 400 013, Maharashtra, India. Carmel Point Investments India Private Limited is an affiliate of the Warburg Pincus Group.

The principal activity of Carmel Point Investments India Private Limited is *inter alia* capitalisation of investments of securities of insurance companies in India (directly or indirectly) including by way of sale or purchase of, or subscription to or otherwise dealing in securities, stock or other of Indian insurance companies, either conditionally or otherwise and to retain such holdings.

Carmel Point Investments India Private Limited has not changed its activities from the date of its incorporation.

Board of Directors

As on date of this Draft Red Herring Prospectus, the board of directors of Carmel Point Investments India Private Limited comprises of:

1. Mariappan Somasundaram;
2. Steven G. Glenn;
3. Narendra Ostawal; and
4. David Jeffrey Sreter

Shareholding Pattern

The shareholding pattern of Carmel Point Investments India Private Limited is as follows:

Sr. No.	Name of the shareholder	Shareholding (%)
1.	Carmel Point Investment Ltd	100.00
2.	Mariappan Somasundaram (acting as nominee of Carmel Point Investment Ltd)	Negligible
	Total	100.00

Promoter of Carmel Point Investments India Private Limited

The promoter of Carmel Point Investments India Private Limited is Carmel Point Investment Ltd ("**CPI**"). Presently, no natural person holds fifteen percent or more of the voting rights in CPI.

Board of Directors of CPI

As on date of this Draft Red Herring Prospectus, the board of directors of CPI comprises of:

1. Sharmila Baichoo;
2. Sridhar Nagarajan;
3. Steven Glenn;
4. Tara O' Neill; and
5. Uday Kumar Gujadhur

Details of change in control of Carmel Point Investments India Private Limited

There has been no change in the control of Carmel Point Investments India Private Limited in the last three years preceding the date of this Draft Red Herring Prospectus.

Our Company confirms that the permanent account number, bank account number, company registration number and the address of the Registrar of Companies, Maharashtra at Mumbai where Carmel Point Investments India Private Limited is registered, shall be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

Interests of Promoters

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their shareholding in our Company, directly and indirectly, the dividend payable, if any, and any other distributions in respect of the Equity Shares held by them in our Company, from time to time. Further, our Promoters are also interested in our Company to the extent of their right to nominate director(s) on the Board of our Company. For further details, see "*Capital Structure – History of the Equity Share capital held by our Promoters – Build-up of our Promoters' equity shareholding in our Company*" on page 98 and "*Our Management – Arrangements or understandings with major shareholders, customers, suppliers or others*" on page 230.

One of our Promoters, Bank of Baroda is also interested in the trade logo agreement entered into with our Company, dated September 8, 2022, pursuant to which it receives a license fee of ₹ 6.90 million per annum from our Company for certain trademarks of Bank of Baroda, used by our Company for the purpose of marketing and communications of our products in India. For details, see "*History and Certain Corporate Matters – Material Agreements – Trade Logo Agreements*" on page 226. Additionally, Bank of Baroda is also interested to the extent of commission earned from our Company from the distribution of our Company's insurance policies. For details of the commission earned by Bank of Baroda, see "*Summary of the Offer Document – Summary of Related Party Transactions*" on page 19.

One of our Promoters, Bank of Baroda, may also be deemed to be interested in certain borrowings availed by us from, and NCDs issued by us to Bank of Baroda. For further details, see "*Financial Indebtedness*" on page 335.

Our Promoters have no interest in any property acquired by our Company during the three years immediately preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

No sum has been paid or agreed to be paid to our Promoters or to the firms or companies in which our Promoters are interested as members in cash or shares or otherwise, for services rendered by our Promoters or by such firms or companies in connection with the promotion or formation of our Company.

Except in the ordinary course of business and as disclosed in "*Other Financial Information - Related Party Transactions*" and "*Restated Financial Information – Notes to Restated Financial Information – Notes to Accounts: 21. Related Party Disclosure*" on pages 328 and 305, respectively, no amount or benefit has been paid or given to our Promoters or any of the members of the Promoter Group during the two years preceding the filing of this Draft Red Herring Prospectus nor is there any intention to pay or give any amount or benefit to our Promoters or any of the members of the Promoter Group other than in the ordinary course of business.

Except for Bank of Baroda's equity shareholding in two entities, namely General Insurance Corporation of India and Life Insurance Corporation of India, our Promoters do not have any interest in any other firms or ventures that are involved in activities in the same line of business as our Company. Our Company will adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when it arises. For further details, see "*Risk Factors – 43. Our Promoters and certain of our Directors and Key Managerial Personnel may have interests other than reimbursement of expenses incurred and normal remuneration or benefits. Further, some of our Directors may have interests in entities in businesses similar to ours or are associated with the securities market, which may result in conflicts of interest with us*" on page 59.

Material guarantees given by our Promoters

Our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Draft Red Herring Prospectus.

Companies and firms with which our Promoters have disassociated in the last three years

Except as disclosed below, our Promoters have not disassociated themselves from any companies or firms during the three immediately preceding years.

S No.	Name of Company or Firm from which Bank of Baroda has Disassociated	Reasons for and Circumstances Leading to Disassociation	Date of Disassociation
1.	Central Depository Services Limited (CDSL)	Exit from Non-Core Asset	December 6, 2019
2.	Prime Commodities Clearing Corporation	Voluntary Liquidation	December 13, 2019
3.	Equifax Credit Information Services Limited	Share Buy back	February 5, 2020
4.	Petronet MHB Limited	Share Buy back	February 28, 2020
5.	PNB Principal Insurance Broking Limited	Voluntary Liquidation	December 14, 2020
6.	BSE Limited (formerly known as Bombay Stock Exchange Limited)	Exit from Non-Core Asset	July 14, 2021
7.	ETCO Industries Limited	The account of the entity has been assigned to an Asset Reconstruction Company (“**ARC**”) by Bank of Baroda and the account has been closed and all the documents have been handed over to ARC during September 2020. As per NCLT order dated November 1, 2021 approving the resolution plan in this account, all the previous existing shares are cancelled and hence, the equity shares allotted to us during restructuring the account in March 2015 are effectively treated as nil and cancelled as per NCLT order dated November 1, 2021.	November 1, 2021

Change in the management and control of our Company

Except as stated below, there has been no change in the management and control of our Company during the last five years preceding the date of this Draft Red Herring Prospectus:

(i) Union Bank of India transferred 21% of the then equity shareholding of our Company to Bank of Baroda on March 31, 2022. Pursuant to its in-principle approval dated October 20, 2022, IRDAI approved the de-classification of Union Bank of India, one of our Shareholders, as a promoter of our Company. Further, our Board, by way of circular resolution dated October 21, 2022, took on record the in-principle approval accorded by IRDAI to de-classify Union Bank of India as a promoter of our Company. For further details, see “*History and Certain Corporate Matters – Material Agreements – Key Terms of Subsisting Shareholders Agreements*” and *“Other Regulatory and Statutory Disclosures – Authority for the Offer”* on pages 225 and 394, respectively; and

(ii) Carmel Point Investments India Private Limited acquired 162,500,000 Equity Shares on February 7, 2019 amounting to 26% of the then equity shareholding of our Company, for an aggregate consideration of ₹ 7,105,401,500 pursuant to a share purchase agreement dated June 1, 2018 entered into between the Company, Legal & General Middle East Limited and Carmel Point Investment Ltd, subsequent to which, Carmel Point Investments India Private Limited was classified as a Promoter of our Company.

For further details, see “*Capital Structure – History of the Equity Share capital held by our Promoters – Build-up of our Promoters’ equity shareholding in our Company*” on page 98.

Promoter Group

The details of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations (excluding our Promoters) are provided below:

Promoter group entities of Bank of Baroda

S. No	Name of Promoter group entities	Promoter group relation
1.	Bank of Baroda Botswana Limited	Subsidiary of Bank of Baroda
2.	Bank of Baroda (Guyana) Inc.	Subsidiary of Bank of Baroda
3.	Bank of Baroda (Kenya) Limited	Subsidiary of Bank of Baroda
4.	Bank of Baroda (New Zealand) Limited	Subsidiary of Bank of Baroda
5.	Bank of Baroda (Tanzania) Limited	Subsidiary of Bank of Baroda
6.	Bank of Baroda (Uganda) Limited	Subsidiary of Bank of Baroda
7.	Bank of Baroda (UK) Limited	Subsidiary of Bank of Baroda
8.	Baroda BNP Paribas Asset Management India Private Limited	Subsidiary of Bank of Baroda
9.	Baroda BNP Paribas Trustee India Private Limited	Subsidiary of Bank of Baroda
10.	Baroda Capital Markets (Uganda) Limited	Step-down subsidiary of Bank of Baroda
11.	Baroda Global Shared Services Limited	Subsidiary of Bank of Baroda
12.	Baroda Gujarat Gramin Bank	Entities in which Bank of Baroda holds 20% or more of the

S. No	Name of Promoter group entities	Promoter group relation
		equity share capital
13.	Baroda Rajasthan Kshetriya Gramin Bank	Entities in which Bank of Baroda holds 20% or more of the equity share capital
14.	Baroda U.P. Bank	Entities in which Bank of Baroda holds 20% or more of the equity share capital
15.	BarodaSun Technologies Limited	Subsidiary of Bank of Baroda
16.	BOB Capital Markets Limited	Subsidiary of Bank of Baroda
17.	BOB Financial Solutions Limited	Subsidiary of Bank of Baroda
18.	Gama Infraprop Private Limited*	Entities in which Bank of Baroda holds 20% or more of the equity share capital
19.	India Infradebt Limited	Entities in which Bank of Baroda holds 20% or more of the equity share capital
20.	India International Bank (Malaysia) Berhad	Entities in which Bank of Baroda holds 20% or more of the equity share capital
21.	Indo Zambia Bank Limited	Entities in which Bank of Baroda holds 20% or more of the equity share capital
22.	Nainital Bank Limited	Subsidiary of Bank of Baroda

** Bank of Baroda holds more than 20% of the equity share capital of Gama Infraprop Private Limited, pursuant to debt restructuring on conversion of loans granted to such entity. However, Bank of Baroda does not, directly or indirectly, exercise any control over this entity and is not a promoter of this entity.*

Promoter group entities of Carmel Point Investments India Private Limited

S. No	Name of Promoter group entities	Promoter group relation
1.	Carmel Point Investment Ltd	Holding company of Carmel Point Investments India Private Limited

None of the entities forming part of the Promoter Group have been struck off by any statutory or regulatory authority.

OUR GROUP COMPANIES

Pursuant to a resolution dated October 18, 2022, our Board has noted that in accordance with the SEBI ICDR Regulations, Group Companies of our Company shall include (i) the companies with which there were related party transactions, as disclosed in the Restated Financial Information ("**Relevant Period**"), including any additions or deletions in such companies, after the Relevant Period and until the date of the respective Offer Documents; and (ii) such other companies as considered material by the Board pursuant to the materiality policy.

Accordingly, based on the parameters outlined above, as on the date of this Draft Red Herring Prospectus, our Company has the following Group Companies:

1. Union Bank of India;
2. Nainital Bank Limited;
3. BOB Financial Solutions Limited;
4. BOB Capital Markets Limited;
5. India Infradebt Limited;
6. Baroda U.P. Bank;
7. Baroda Rajasthan Kshetriya Gramin Bank;
8. Baroda Gujarat Gramin Bank; and
9. Baroda Global Shared Services Limited.

Details of our top five Group Companies

1. *Union Bank of India ("UBI")*

The registered and corporate office of UBI is situated at Union Bank Bhavan, 239, Vidhan Bhavan Marg, Nariman Point, Mumbai 400 021, Maharashtra, India.

Financial information

The financial information derived from the audited financial statements of UBI for Fiscals 2022, 2021 and 2020 and as required by the SEBI ICDR Regulations, are available on https://www.unionbankofindia.co.in/english/shareholders-information.aspx.

2. *Baroda U.P. Bank ("BUPB")*

The registered office of BUPB is situated at Buddh Vihar Commercial Scheme Taramandal, Gorakhpur 273 016, Uttar Pradesh, India.

Financial information

The financial information derived from the audited financial statements of BUPB for Fiscals 2022, 2021 and 2020 and as required by the SEBI ICDR Regulations, are available on https://www.barodaupbank.in/glance.php.

3. *Baroda Rajasthan Kshetriya Gramin Bank ("BRKG")*

The registered office of BRKG is situated at Plot number – 2343, 2nd Floor, Vaishali Nagar, Ajmer 305 004, Rajasthan, India.

Financial information

The financial information derived from the audited financial statements of BRKG for Fiscals 2022, 2021 and 2020 and as required by the SEBI ICDR Regulations, are available on https://brkgb.com/annual-reports.html.

4. *India Infradebt Limited ("IIDL")*

The registered office of IIDL is situated at The Capital, 'B' Wing, 1101A, Bandra Kurla Complex, Mumbai 400 051, Maharashtra, India.

Listed debt securities

Non-convertible debentures issued by IIDL are listed on BSE.

Financial information

The financial information derived from the audited financial statements of IIDL for Fiscals 2022, 2021 and 2020 and as required by the SEBI ICDR Regulations, are available on https://infradebt.in/en/investor_corner_financials.

5. ***Baroda Gujarat Gramin Bank ("BGGB")***

The registered office of BGGB is situated at 3rd & 4th floor, Suraj Plaza – 1, Sayaji gunj, Vadodara 390 005, Gujarat, India.

Financial information

The financial information derived from the audited financial statements of BGGB for Fiscals 2022, 2021 and 2020 and as required by the SEBI ICDR Regulations, are available on https://bggb.in/webdata/pdf/Annual%20Report%202021-22.pdf.

Details of other Group Companies

1. ***BOB Financial Solutions Limited ("BFSL")***

The registered office of BFSL is situated at 2nd Floor, Baroda House Behind Dewan Shopping Centre, Jogeshwari West, Mumbai 400 102, Maharashtra, India.

Listed debt securities

Unsecured non-convertible debentures issued by BFSL are listed on BSE Limited.

2. ***BOB Capital Markets Limited ("BOBCAPS")***

The registered office of BOBCAPS is situated at 1704-B Wing, Parinee Crescenzo, Bandra Kurla Complex, Bandra East, Mumbai 400 051, Maharashtra, India.

3. ***Baroda Global Shared Services Limited ("BGSSL")***

The registered office of BGSSL is situated at 5th Floor, Baroda Sun Tower, C-34, G- Block, Bandra Kurla Complex, Bandra East, Mumbai 400 051, Maharashtra, India.

4. ***The Nainital Bank Limited ("NBL")***

The registered office of NBL is situated at Naini Bank House, G.B. Pant Road, Mallital, Nainital 2633 001, Uttarakhand, India.

Nature and extent of interest of Group Companies

In the promotion of our Company

Except for Union Bank of India, who was the erstwhile promoter of our Company, no other Group Companies have any interest in the promotion of our Company. For details in relation to the de-classification of Union Bank of India as a promoter of our Company, see "*Our Promoters and Promoter Group – Change in the management and control of our Company* " on page 251.

In the properties acquired by our Company in the past three years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company

None of our Group Companies are interested in the properties acquired by our Company in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

In transactions for acquisition of land, construction of building and supply of machinery, etc.

None of our Group Companies are interested in any transactions for acquisition of land, construction of building or supply of machinery, etc.

Common pursuits among the Group Companies and our Company

Except for Star Union Dai-ichi Life Insurance Company Limited, one of the joint ventures of Union Bank of India, there are no common pursuits amongst our Group Companies and our Company.

Related Business Transactions within our Group Companies and significance on the financial performance of our Company

Other than the transactions disclosed in the section "*Summary of the Offer Document – Summary of Related Party Transactions*" on page 19, there are no other related business transactions with our Group Companies.

Litigation

As on the date of this Draft Red Herring Prospectus, there is no pending litigation involving our Group Companies which will have a material impact on our Company.

Business interest of Group Companies

Other than the transactions disclosed in the section "*Summary of the Offer Document – Summary of Related Party Transactions*" on page 19 and except for the gratuity fund managed by our Company for BOB Capital Markets Limited for a premium of ₹ 3.23 million in Fiscal 2022, none of our Group Companies have any business interest in our Company.

Confirmations

Except for Union Bank of India, India Infradebt Limited and BOB Financial Solutions Limited, no other Group Companies have any securities listed on any stock exchange.

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and the applicable law, including the Insurance Act and the Companies Act.

The dividend policy of our Company was adopted and approved by our Board in their meeting held on October 18, 2022 ("**Dividend Policy**"). In terms of the Dividend Policy, the dividend, if any, will depend on a number of internal and external factors, which, *inter alia*, include (a) surplus funds available with the Company; (b) capital expenditure requirements considering the expansion and acquisition opportunities; (c) shareholder expectations; (d) state of domestic and global economy; (e) capital market condition; and (e) dividend pay-out ratios of companies in the same industry. The circumstances under which the shareholders may not expect dividend distribution, *inter alia*, include (a) where eligibility criteria for recommendation of dividend has not been met by the Company including any regulatory restriction placed on the Company; (b) where the Board of Directors strongly believe in the need to conserve capital or funds required for contingencies or unforeseen future events; (c) where there is inadequacy of profits; and (d) in the event the Company has incurred losses and based on the capital solvency position of the Company.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under financing arrangements our Company may enter into to finance our fund requirements for our business activities. For details, see "*Risk Factors – 48. Our ability to pay dividends in the future will depend upon our future results of operations, financial condition, cash flows and working capital and capital expenditure requirements*" on page 60.

Except as stated below, our Company has not declared and/ or paid any dividends in the last three Fiscals and until the filing of this Draft Red Herring Prospectus.

Our Company, without setting off the losses for Fiscal 2018, had paid a dividend of ₹ 0.18 per Equity Share for Fiscal 2019 *vide* resolution passed by our Board at its meeting held on May 3, 2019 and by the Shareholders in the annual general meeting held on September 11, 2019 which was considered non-compliant with the provisions of Section 123 of the Companies Act, 2013. Subsequently, our Company compounded the non-compliance and our Company, along with some of our Key Managerial Personnel, paid a compounding fee of ₹ 0.01 million and ₹ 0.02 million, respectively, post which the compounding applications were disposed of by the Regional Director, Ministry of Corporate Affairs *vide* order dated September 8, 2021. Further, the declared dividend was returned by the Shareholders of our Company in Fiscal 2020. For details, see "*Risk Factors – 39. There have been delays in relation to reporting requirements in respect of issuance of Equity Shares by our Company and other delays and non-compliances under the Companies Act and other applicable laws. Further there have been certain instances of delays and non-compliances, including with respect to certain secretarial/ regulatory filings for corporate actions and there have been inadvertent inaccuracies in certain of our regulatory filings and corporate records. Accordingly, we may be subject to regulatory actions and penalties in this regard.*" on page 56.

SECTION V: FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

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Mehta Chokshi & Shah LLP
Chartered Accountants
214, 2nd Floor, Maker Bhavan 3,
New Marine Lines,
Mumbai – 400020.

N. S. Gokhale & Company
Chartered Accountants
104, Siddharth Darshan, Dada Patil Wadi,
Dada Patil Marg, Naupada,
Thane (West) – 400602.

INDEPENDENT AUDITORS' EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

To,
The Board of Directors,
IndiaFirst Life Insurance Company Limited
Mumbai.

Dear Sirs,

1. We have examined the attached Restated Financial Information of IndiaFirst Life Insurance Company Limited (hereinafter referred to as the "**Company**") which is comprising the Restated Statement of Assets and Liabilities as at June 30, 2022, March 31, 2022, March 31, 2021 and March 31, 2020; the Restated Statement of Revenue Account (also called the "**Policyholders' Account**" or the "**Technical Account**"), the Restated Statement of Profit and Loss Account (also called the "**Shareholders' Account**" or the "**Non-Technical Account**"), the Restated Statement of Receipts and Payments Account for the three months ended June 30, 2022 and for each of the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020, other financial information, and summary of Significant Accounting Policies and Notes to Restated Financial Information and other explanatory information, including the annexures, notes and schedules thereto as at and for the three months ended June 30, 2022 and financial years ended March 31, 2022, March 31, 2021 and March 31, 2020 (hereinafter collectively referred to as the "**Restated Financial Information**"), as approved by the Board of Directors of the Company at their meeting held on October 18, 2022 for the purpose of inclusion in the draft red herring prospectus ("**DRHP**") prepared by the Company in connection with the proposed initial public offer of equity shares of the Company ("**IPO**") prepared in terms of the requirements of:

    a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "**Act**"),

    b) Relevant provisions of Insurance Act,1938, as amended by Insurance Laws (Amendment) Act,2015 (the "**Insurance Act**"),

    c) The Insurance Regulatory and Development Authority of India Act,1999 ("**IRDAI Act**"),

    d) Insurance Regulatory and Development Authority of India (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations, 2002,

    e) Accounting Standard as specified under Section 133 of Companies Act,2013 (the "**Act**")],

    f) Para 1 & 2 of Schedule I Part (c) of Insurance Regulatory and Development Authority of India (Issuance of Capital by Indian Insurance Companies transacting Life Insurance

Business) Regulations, 2015 (referred to as the "**IRDAI Regulations**") issued by the Insurance Regulatory and Development Authority of India (the "**IRDAI**"),

g) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**"); and

h) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**ICAI**"), as amended from time to time (the "**Guidance Note**").

Management's Responsibility for the Restated Financial Information:

2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the DRHP to be filed with the Securities and Exchange Board of India ("**SEBI**"), IRDAI, BSE Limited, National Stock Exchange of India Limited in connection with the proposed IPO. The Restated Financial Information has been prepared by the management of the Company herewith on the basis of preparation as stated in Restated financial information. The Board of Directors of the Company are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the IRDAI Regulations, the Act, ICDR Regulations and the Guidance Note.

Auditors' Responsibilities:

3. We have examined the Restated Financial Information taking into consideration:

   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 5th July, 2022 in connection with the proposed IPO of equity shares of the Company;

   b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

   c) Concept of test check and materiality to obtain reasonable assurance based on the verification of evidence supporting the Restated Financial Information;

   d) The requirements of Section 26 of the Act and the ICDR Regulations.

Our work was performed solely to assist the Company in meeting its responsibilities in relation to its compliance with the IRDAI Regulations, the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

Restated Financial Information as per Audited Financial Statements:

4. These Restated Financial Information, expressed in Indian Rupees in million (Rs. In million), has been compiled by the Company's management from:

   a.) the audited financial statements of the Company as at and for the three months period ended June 30, 2022 prepared in accordance with the requirements of the Accounting Standard (referred to as "**AS**") 25 "Interim Financial Reporting" prescribed under section 133 of the Act, Insurance Act, IRDAI Act, the Insurance Regulatory and Development Authority (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations, 2002 (the "**IRDA Financial Statements Regulations**"), orders/directions/circulars issued by the Insurance Regulatory and Development Authority of India (the "**IRDAI**") in this regard and the other accounting principles generally accepted in India (the " **Financial Statements**"), which have been approved by the Board of Directors at their meeting held on July 26, 2022.

   b.) the audited financial statements of the Company as at and for the years ended March 31, 2022, March 31, 2021 and March 31, 2020 prepared in accordance with Insurance Act, the IRDAI Act, the IRDA Financial Statements Regulations, orders/directions/circulars issued by the IRDAI in this regard, and the accounting standards specified under Section 133 of the Act read with Companies (Accounting Standards) Rules, 2006, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on May 11, 2022, May 06, 2021 and April 30, 2020 respectively.

5. For the purpose of our examination, we have relied on:

   a) Auditors' report issued by us dated July 26, 2022 on the audited financial statements of the Company as at and for the three months period ended June 30, 2022 as referred to in paragraph 4 above;

   b) Auditors' report issued by us dated May 11, 2022 on the audited financial statements of the Company for the financial year ended March 31, 2022 as referred to in paragraph 4 above;

   c) Auditors' Report issued by the Previous Auditors (as defined below) dated May 06, 2021 and April 30, 2020 on the audited financial statements of the Company as at and for the years ended March 31, 2021 and March 31, 2020 respectively, as referred to in paragraph 4 above.

The audit for the financial year ended March 31, 2021 was jointly conducted by the Company's previous auditors, M/s. Chhajed & Doshi and M/s. Sudit K. Parekh & Co. LLP ("**Previous Auditors for financial year ended March 31, 2021**") and the audit for the financial year ended March 31, 2020 was jointly conducted by the Company's previous auditors, M/s. S. K. Patodia & Associates and M/s. Sudit K. Parekh & Co. LLP ("**Previous Auditors for financial year ended March 31, 2020**" together with the Previous Auditors for financial year ended March 31, 2021, the "**Previous Auditors**").

Auditors' Opinion:

6. Based on our examination and according to the information and explanations given to us we report that the Restated Financial Information:

   a) have been prepared after incorporating adjustments for the changes in accounting policies, and regrouping/reclassifications retrospectively in the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for three months period ended June 30, 2022;

   b) have been prepared in accordance with the Act, the IRDAI Regulations, the ICDR Regulations and the Guidance Note;

   c) does not require any adjustment for audit modification as there is no qualification, adverse opinion or disclaimer of opinion for material misstatements in the underlying audit reports.

   d) The audit report issued by the Previous Auditors for financial year ended March 31, 2020 on the financial statements as at and for the year ended March 31, 2020 have, without modifying the opinion, mentioned the following matter in the report for the period which has been included in the paragraph on emphasis of matter and which is reproduced below:

      "We draw attention to Note 3.37 to the financial statements which explain that there have been no material changes in the control or processes followed in the financial statement closing process of the company for the year ended March 31, 2020. In view of the highly uncertain economic environment due to COVID-19 pandemic situation, a definitive assessment of the impact on the financial statements on the subsequent periods is highly dependent upon the circumstances as they evolve. Our opinion is not modified in respect of this matter."

e) The audit reports issued by us on the financial statements of the Company as at and for the three months period ended June 30,2022 and for the financial year ended March 31, 2022 and the audit reports issued by the Previous Auditors on the financial statements as at and for the years ended March 31, 2021 and March 31, 2020 have, without modifying the opinion, mentioned the following matter in the reports for the respective periods which has been included in the other matter(s) and which is reproduced below:

In the report for the three months period ended June 30, 2022, and for the year ended March 31, 2022, March 31, 2021 and March 31, 2020:

"The actuarial valuation of liabilities for life policies in force and policies where premium is discontinued is the responsibility of the Company's appointed actuary (the "**Appointed Actuary**"). The actuarial valuation of these liabilities for life policies in force and for policies in respect of which premium has been discontinued but liability exists on financial statements of the Company as at June 30, 2022/March 31, 2022/March 31, 2021/March 31, 2020 has been duly certified by the Appointed Actuary and in her opinion, the assumptions for such valuation are in accordance with the guidelines and norms issued by the IRDAI and the Institute of Actuaries of India in concurrence with the IRDAI. We have relied on the Appointed Actuary's certificate in this regard for forming our opinion on the valuation of liabilities for life policies in force and for policies in respect of which premium has been discontinued but liability exists, as contained in the financial statements of the Company."

7. The Restated Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned in paragraph 4 above.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or the Previous Auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11. Our report is intended solely for use of the Board of Directors of the Company for inclusion in the DRHP to be filed with Securities and Exchange Board of India, IRDAI, BSE Limited, and National

Stock Exchange of India Limited in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **Mehta Chokshi & Shah LLP**
Chartered Accountants
FRN: 106201W/W100598

CA. Abhay R. Mehta
Partner
Membership No.: 046088
Place: Mumbai
Date: October 18, 2022
UDIN: 22046088BAFFCK3240

For **N. S. Gokhale & Company**
Chartered Accountants
FRN: 103270W

CA. Abhay Sidhaye
Partner
Membership No.: 033522
Place: Mumbai
Date: October 18, 2022
UDIN: 22033522BAFFBL1328

Annexure - I : Restated Statement of Assets and Liabilities

(All amounts in Indian Rupees Million, except as otherwise stated)

Particulars	Annexure	As at 30 June 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
SOURCES OF FUNDS					
SHAREHOLDERS' FUNDS:					
Share Capital	*IX, X*	6,634.62	6,634.62	6,634.62	6,350.00
Share Application Money		-	-	-	-
Reserves and Surplus	*XI*	2,800.00	2,800.00	2,800.00	2,800.00
Credit / (Debit) Fair value Change Account		0.52	5.20	11.56	12.17
Sub-Total (A)		**9,435.14**	**9,439.82**	**9,446.18**	**9,162.17**
Borrowings	*XII*	2,250.00	2,250.00	1,000.00	1,000.00
Sub-Total (B)		**2,250.00**	**2,250.00**	**1,000.00**	**1,000.00**
POLICYHOLDERS' FUNDS:					
Credit / (Debit) Fair value Change Account		(123.13)	62.70	161.86	(243.58)
Policy Liabilities		109,135.23	108,243.14	102,156.57	99,165.21
Insurance Reserves		-	-	-	-
Provision for Linked Liabilities		62,697.61	67,317.71	55,610.90	37,158.73
Fund for Discontinued Policies					
Discontinued on account of non payment of premium		4,868.56	4,459.09	3,446.11	2,402.47
Other discontinuance		-	-	-	-
Sub-Total (C)		**176,578.27**	**180,082.64**	**161,375.44**	**138,482.83**
Funds for Future Appropriation - Provision for Linked Policies unlikely to be revived		-	-	-	-
Funds for Future Appropriation		2,969.22	2,742.44	1,134.71	792.75
Sub-Total (D)		**2,969.22**	**2,742.44**	**1,134.71**	**792.75**
TOTAL (E) = (A) + (B) + (C) + (D)		**191,232.63**	**194,514.90**	**172,956.33**	**149,437.75**
APPLICATION OF FUNDS					
Investments					
Shareholders'	*XIII*	5,041.71	5,756.90	6,202.46	6,556.23
Policyholders'	*XIV*	111,771.16	109,629.87	103,659.12	98,252.32
Assets Held to Cover Linked Liabilities	*XV*	67,566.17	71,776.80	59,057.01	39,561.23
Loans	*XVI*	253.61	232.20	143.48	86.56
Fixed Assets	*XVII*	169.93	191.64	274.14	425.51
Sub-Total (F)		**184,802.58**	**187,587.41**	**169,336.21**	**144,881.85**
Current Assets					
Cash and Bank Balances	*XVIII*	3,501.90	2,559.70	1,964.83	1,424.91
Advances and Other Assets	*XIX*	5,528.93	7,506.73	5,225.12	6,426.19
Sub-Total (G)		**9,030.83**	**10,066.43**	**7,189.95**	**7,851.10**
Current Liabilities	*XX*	7,606.45	7,624.05	5,250.23	5,255.89
Provisions	*XXI*	50.97	22.01	10.52	32.12
Sub-Total (H)		**7,657.42**	**7,646.06**	**5,260.75**	**5,288.01**
Net Current Assets/(Liabilities) (I) = (G) – (H)		1,373.41	2,420.37	1,929.20	2,563.09
Miscellaneous Expenditure (To the extent not written off or Adjusted)	*XXII*	-	-	-	-
Debit balance in Profit & Loss Account (Shareholders' account)		4,925.39	4,507.12	1,690.92	1,992.81
Deficit in the Revenue Account (Policyholders' Account)		131.25	-	-	-
Sub-Total (J)		**5,056.64**	**4,507.12**	**1,690.92**	**1,992.81**
TOTAL (K) = (F) + (I) + (J)		**191,232.63**	**194,514.90**	**172,956.33**	**149,437.75**

The accompanying summary of Significant Accounting policies and Notes to Accounts (Annexure - XXII) and other schedules and disclosures (Annexure V to XXII) are an integral part of this Statement.

As per our report of even date attached

For and on behalf of board of directors
IndiaFirst Life Insurance Company Limited

For MEHTA CHOKSHI & SHAH LLP
Chartered Accountants
FRN - 106201W/W100598

For N S GOKHALE & CO
Chartered Accountants
FRN - 103270W

Abhay R. Mehta
Partner
Membership No- 046088

Abhay Sidhaye
Partner
Membership No- 033522

Sanjiv Chadha
Chairman
DIN: 08368448

Joydeep Duttaroy
Director
DIN: 08055872

K.S. Gopalakrishnan
Director
DIN:06567403

R.M. Vishakha
Managing Director & Chief Executive Officer
DIN: 07108012

Place : Mumbai
Date : 18th October, 2022

Kedar Patki
Chief Financial Officer

Bhavna Verma
Appointed Actuary

Aniket Karandikar
Company Secretary

INDIAFIRST LIFE INSURANCE COMPANY LIMITED

Registration Number: 143 dated 5th November 2009

Annexure – II : Restated Statement of Revenue Account (Policyholders' Account/Technical Account)

(All amounts in Indian Rupees Million, except as otherwise stated)

Particulars	Annexure	Quarter Ended 30 June 2022	Year ended 31 March 2022	Year ended 31 March 2021	Year ended 31 March 2020
Premiums earned – net					
(a) Premium	V	9,079.68	51,865.64	40,555.02	33,604.36
(b) Reinsurance ceded		(344.52)	(2,013.59)	(1,545.62)	(1,151.40)
(c) Reinsurance accepted		-	-	-	-
Sub Total		**8,735.16**	**49,852.05**	**39,009.40**	**32,452.96**
Income from investments					
(a) Interest, Dividend and Rent - Gross		2,455.77	9,240.92	8,783.06	8,294.49
(b) Profit on sale/redemption of investments		1,103.19	7,774.07	6,412.76	3,457.52
(c) (Loss on sale/ redemption of investments)		(1,041.08)	(994.57)	(2,489.99)	(1,138.28)
(d) Transfer/Gain on revaluation/change in fair value		(4,662.88)	1,367.79	11,775.02	(8,778.88)
(e) Amortisation of premium / discount on investments		107.09	(96.77)	(106.91)	474.53
Total Investment Income		**(2,037.91)**	**17,291.44**	**24,373.94**	**2,309.38**
Other Income					
(a) Miscellaneous Income		17.09	65.89	115.61	27.39
(b) Contribution from Shareholder's Account		611.69	4,839.00	1,679.09	1,054.45
(c) Contribution from Shareholder's Account towards Excess EOM		-	4.71	12.80	153.89
Total (A)		**7,326.03**	**72,053.09**	**65,190.84**	**35,998.07**
Commission	VI	519.01	2,537.13	1,713.68	1,506.23
Operating expenses related to Insurance Business	VII	1,988.32	7,042.78	5,614.68	4,917.88
Provision for doubtful debts		-	-	-	-
Bad debts written off		-	-	-	-
Provision for Tax		-	-	-	-
Provisions (other than taxation)					
(a) For diminution in the value of investments (net)		(2.93)	(11.09)	(23.31)	638.78
(b) Others		-	-	-	-
GST / Service tax charge on linked charges		93.39	374.09	317.94	295.01
Total (B)		**2,597.79**	**9,942.91**	**7,622.99**	**7,357.90**
Benefits Paid (Net)	VIII	7,812.65	40,087.65	33,270.92	30,939.10
Interim Bonuses Paid		-	-	-	-
Change in valuation of liability in respect of life policies		-	-	-	-
(a) Gross		892.10	6,086.56	2,991.36	(321.87)
(b) Fund Reserve*		(4,620.09)	11,706.81	18,452.16	(3,485.85)
(c) Discontinued Fund		409.46	1,012.99	1,043.63	584.39
(d) Amount ceded in Reinsurance		-	-	-	-
(e) Amount accepted in Reinsurance		-	-	-	-
Total (C)		**4,494.12**	**58,894.01**	**55,758.07**	**27,715.77**
Surplus / (Deficit) (D) = (A) - (B) - (C)		**234.12**	**3,216.17**	**1,809.78**	**924.40**
Appropriations					
Transfer to Shareholders' Account		138.59	1,608.44	1,467.82	894.59
Transfer to Balancesheet being "Deficit in Revenue Account (Policyholders'Account)"		(131.25)	-	-	-
Transfer to Other Reserves		-	-	-	-
Funds for Future Appropriation - Provision for Linked Policies unlikely to be revived		-	-	-	-
Balance being Funds for Future Appropriations		226.78	1,607.73	341.96	29.81
Total (D)		**234.12**	**3,216.17**	**1,809.78**	**924.40**
The Break-up for the surplus is as below					
(a) Interim Bonuses paid		-	-	-	-
(b) Allocation of Bonus to Policyholders**		-	2,895.66	2,683.22	2,923.89
(c) Surplus shown in the Revenue Account		234.12	3,216.17	1,809.78	924.40
Total (d) = (a+b+c)		**234.12**	**6,111.83**	**4,493.00**	**3,848.29**

* Change in Valuation Liabilities bifurcated into Gross and Fund Reserve as per IRDA notification

**Allocation of Bonus to policyholders is done at year end.

The accompanying summary of Significant Accounting policies and Notes to Accounts (Annexure -) and other schedules and disclosures (Annexure V to XXII) are an integral part of this Statement.

As per our report of even date attached

For MEHTA CHOKSHI & SHAH LLP
Chartered Accountants
FRN - 106201W/W100598

For N S GOKHALE & CO
Chartered Accountants
FRN - 103270W

Abhay R. Mehta
Partner
Membership No- 046088

Abhay Sidhaye
Partner
Membership No- 033522

For and on behalf of board of directors
IndiaFirst Life Insurance Company Limited

Sanjiv Chadha
Chairman
DIN: 08368448

Joydeep Duttaroy
Director
DIN: 08055872

K.S. Gopalakrishnan
Director
DIN:06567403

R.M. Vishakha
Managing Director & Chief Executive Officer
DIN: 07108012

Place : Mumbai
Date : 18th October, 2022

Kedar Patki
Chief Financial Officer

Bhavna Verma
Appointed Actuary

Aniket Karandikar
Company Secretary

Annexure - III : Restated of Profit and Loss Account (Shareholders' Account/Non-Technical Account)

(All amounts in Indian Rupees Million, except as otherwise stated)

Particulars	*Annexure*	Quarter Ended 30 June 2022	Year ended 31 March 2022	Year ended 31 March 2021	Year ended 31 March 2020
Amount transferred from Policy holders Account (Technical Account)		138.59	1,608.44	1,467.82	894.59
Income from Investments					
(a) Interest, Dividend and Rent - Gross		83.36	447.49	509.56	462.17
(b) Profit on sale/redemption of investments		4.20	39.27	26.25	9.27
(c) (Loss on sale/ redemption of investments)		-	(5.89)	(5.59)	-
(d) (Amortisation of premium) / discount on investments		6.42	2.52	(10.62)	13.80
Total Investment Income		93.98	483.39	519.60	485.24
Other Income		23.29	69.44	128.43	12.83
Total (A)		**255.86**	**2,161.27**	**2,115.85**	**1,392.66**
Expense other than those directly related to the insurance business		54.36	127.13	108.72	154.99
Contribution towards the Remuneration of MD/CEOs/WTDs		6.72	42.10	32.03	22.02
Contribution from Shareholders Account towards Excess EOM		-	4.71	12.80	153.89
Bad debts written off		-	0.17	-	-
Provisions (other than taxation)					
(a) For diminution in the value of investments (net)		-	(33.00)	(27.49)	975.29
(b) Provision for doubtful debts		1.36	(2.64)	8.81	6.17
(c) Others		-	-	-	-
Amount transferred to the Policyholders' Account		611.69	4,839.00	1,679.09	1,054.45
Total (B)		**674.13**	**4,977.47**	**1,813.96**	**2,366.81**
Profit/(Loss) before tax		(418.27)	(2,816.20)	301.89	(974.15)
Provision for taxation		-	-	-	-
Profit/(Loss) after tax		(418.27)	(2,816.20)	301.89	(974.15)
Appropriations					
(a) Balance at the beginning of the year/ period		(4,507.12)	(1,690.92)	(1,992.81)	(1,018.66)
(b) Interim dividends paid during the year/ period		-	-	-	-
(c) Proposed final dividend		-	-	-	-
(d) Dividend distribution tax		-	-	-	-
(e) Transfer to reserves/other accounts - Debenture Redemption Reserve		-	-	-	-
Loss carried to the Balance Sheet		(4,925.39)	(4,507.12)	(1,690.92)	(1,992.81)
Earning per Share (Basic and Diluted, Face value Rs 10)		(0.63)	(4.24)	0.46	(1.55)

The accompanying summary of Significant Accounting policies and Notes to Accounts (Annexure -) and other schedules and disclosures (Annexure V to XXII) are an integral part of this Statement.

As per our report of even date attached

For MEHTA CHOKSHI & SHAH LLP
Chartered Accountants
FRN - 106201W/W100598

For N S GOKHALE & CO
Chartered Accountants
FRN - 103270W

Abhay R. Mehta
Partner
Membership No- 046088

Abhay Sidhaye
Partner
Membership No- 033522

For and on behalf of board of directors
IndiaFirst Life Insurance Company Limited

Sanjiv Chadha
Chairman
DIN: 08368448

Joydeep Duttaroy
Director
DIN: 08055872

K.S. Gopalakrishnan
Director
DIN:06567403

R.M. Vishakha
Managing Director & Chief Executive Officer
DIN: 07108012

Place : Mumbai
Date : 18th October, 2022

Kedar Patki
Chief Financial Officer

Bhavna Verma
Appointed Actuary

Aniket Karandikar
Company Secretary

Annexure - IV : Restated Statement of Receipts and Payments account (Cash Flow Statement)

(All amounts in Indian Rupees Million, except as otherwise stated)

Particulars	Period ended 30 June 2022	Year ended 31 March 2022	Year ended 31 March 2021	Year ended 31 March 2020
Cash flow from operating activities (A)				
Premium received	9,399.97	51,815.50	40,607.63	33,325.22
Reinsurance premium (net of claims) ceded	276.92	802.92	(311.46)	88.78
Unallocated premium	1,699.26	139.16	769.25	(210.62)
Commission paid	(520.07)	(2,433.19)	(1,667.35)	(1,541.64)
Payments made to employees and for expenses	(2,489.01)	(6,728.42)	(4,862.80)	(4,660.21)
Claims paid	(8,060.05)	(43,325.12)	(34,723.39)	(32,409.92)
Advances	(4.39)	(51.23)	10.08	10.29
Cash inflow / (outflow) from operating activities	**302.63**	**219.62**	**(178.04)**	**(5,398.10)**
Taxes Paid	(1.55)	23.34	(0.21)	(25.61)
Good and Service Tax paid	(164.98)	(263.66)	(295.42)	(274.29)
Net cash flow from operating activities	**136.10**	**(20.70)**	**(473.67)**	**(5,698.00)**
Cash flow from investing activities (B)				
Purchase of fixed assets	(10.02)	(75.29)	(89.66)	(345.41)
Sale of fixed assets	-	1.14	2.61	4.74
Purchase of investments	(991,853.85)	(3,115,296.13)	(2,302,751.94)	(2,303,060.73)
Sales of investments	989,644.36	3,105,138.43	2,293,951.57	2,299,250.54
Expense related to Investment	(1.21)	(4.79)	(3.81)	(4.62)
Interest and dividend received	3,035.05	9,753.30	9,761.46	8,512.69
Other Income	-	-	-	-
Loan against Policies	(9.67)	(72.36)	(47.35)	(10.81)
Net cash used in investing activities	**804.66**	**-555.70**	**822.88**	**4,346.40**
Cash flow from financing activities (C)				
Share capital issued	-	-	284.62	100.00
Share premium	-	-	-	1,400.00
Issue of Debentures / Bonds	-	1,250	-	-
Interest/ Dividends paid	-	(85.70)	(85.70)	(85.70)
Net cash inflow from financing activities	**0.00**	**1,164.30**	**198.92**	**1,414.30**
Net increase / (decrease) in cash and cash equivalents (D=A+B+C)	940.76	587.90	548.13	62.70
Cash and cash equivalents at beginning of the year/ period	2,562.99	1,975.09	1,426.96	1,364.26
Cash and cash equivalents at end of the year/ period [Including bank balance for linked business]	3,503.75	2,562.99	1,975.09	1,426.96

Notes:

1. Cash and cash equivalents at end of the year/ period includes:

Particulars	Period ended 30 June 2022	Year ended 31 March 2022	Year ended 31 March 2021	Year ended 31 March 2020
Cash and Bank Balances as per Annexure XVIII	3,501.90	2,559.70	1,964.83	1,424.91
Bank balance as per Annexure XV	1.76	3.17	10.12	1.57
Bank balance as per Annexure XIX	0.09	0.12	0.14	0.48
Cash and cash equivalents	**3,503.75**	**2,562.99**	**1,975.09**	**1,426.96**

As per our report of even date attached

For MEHTA CHOKSHI & SHAH LLP
Chartered Accountants
FRN - 106201W/W100598

For N S GOKHALE & CO
Chartered Accountants
FRN - 103270W

Abhay R. Mehta
Partner
Membership No- 046088

Abhay Sidhaye
Partner
Membership No- 033522

For and on behalf of board of directors
IndiaFirst Life Insurance Company Limited

Sanjiv Chadha
Chairman
DIN: 08368448

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Director
DIN: 08055872

K.S. Gopalakrishnan
Director
DIN:06567403

R.M. Vishakha
Managing Director & Chief Executive Officer
DIN: 07108012

Place : Mumbai
Date : 18th October, 2022

Kedar Patki
Chief Financial Officer

Bhavna Verma
Appointed Actuary

Aniket Karandikar
Company Secretary

Annexure - V : Restated Statement of Premium Income

(All amounts in Indian Rupees Million, except as otherwise stated)

Particulars	Quarter Ended 30 June 2022	Year ended 31 March 2022	Year ended 31 March 2021	Year ended 31 March 2020
1. First year premium	2,946.85	13,362.52	8,914.50	8,485.77
2. Renewal premium	4,069.21	24,203.52	20,049.32	14,936.48
3. Single premium	2,063.62	14,299.60	11,591.20	10,182.11
Total premium	**9,079.68**	**51,865.64**	**40,555.02**	**33,604.36**
Premium income from business				
- in India	9,079.68	51,865.64	40,555.02	33,604.36
- outside India	-	-	-	-
Total	**9,079.68**	**51,865.64**	**40,555.02**	**33,604.36**

Annexure - VI : Restated Statement of Commission Expenses

(All amounts in Indian Rupees Million, except as otherwise stated)

Particulars	Quarter Ended 30 June 2022	Year ended 31 March 2022	Year ended 31 March 2021	Year ended 31 March 2020
Commission paid				
Direct - First year premium	387.02	1,872.69	1,212.90	1,061.78
- Renewal premium	87.33	489.34	411.08	343.98
- Single premium	44.66	175.10	89.62	98.71
TOTAL (A)	**519.01**	**2,537.13**	**1,713.60**	**1,504.47**
Add: Commission on Re-insurance Accepted	-	-	-	-
Less: Commission on Re-insurance Ceded	-	-	-	-
Net Commission	**519.01**	**2,537.13**	**1,713.60**	**1,504.47**
Rewards and Remuneration to Agents, brokers and other intermediateries	-	-	0.08	1.76
Total Commission	**519.01**	**2,537.13**	**1,713.68**	**1,506.23**
Breakup of Commission Expenses				
Individual Agents	39.03	141.96	70.81	74.02
Brokers	25.97	91.29	30.33	43.24
Corporate Agents	450.92	2,286.64	1,599.84	1,387.69
Referral	-	-	-	-
Other - Common Service Centre (CSC)	3.09	17.22	12.68	1.28
Web Aggrigator	-	0.02	0.02	-
Total	**519.01**	**2,537.13**	**1,713.68**	**1,506.23**

Annexure - VII : Restated Statement of Operating Expenses related to Insurance business

(All amounts in Indian Rupees Million, except as otherwise stated)

Particulars	Quarter Ended 30 June 2022	Year ended 31 March 2022	Year ended 31 March 2021	Year ended 31 March 2020
1. Employees' remuneration & welfare benefits	810.43	3,132.77	2,814.47	2,254.00
2. Travel, conveyance and vehicle running expenses	49.25	147.90	101.40	167.21
3. Training Expenses	76.90	170.31	82.56	124.41
4. Rents, rates & taxes	62.99	267.30	188.45	153.29
5. Repairs	10.79	32.62	28.58	35.92
6. Printing & stationery	6.75	19.34	11.72	17.62
7. Communication expenses	14.92	87.40	82.61	78.69
8. Legal & professional charges	15.72	57.20	67.99	81.00
9. Medical fees	22.63	50.97	34.01	23.32
10. Auditors' fees, expenses etc				
a) as auditor	0.93	3.43	3.27	3.57
b) as adviser or in any other capacity, in respect of:				
(i) Taxation matters	-	-	-	-
(ii) Insurance matters	-	-	-	-
(iii) Management services	-	-	-	-
c) in any other capacity	0.15	0.81	0.35	0.16
11. Advertisement and Publicity	697.24	1,947.32	1,160.83	985.84
12. Interest & bank charges	6.09	29.67	25.26	22.87
13. Others				
1. Administrative support expenses	8.61	30.45	29.75	37.41
2. Information technology expenses	99.43	561.82	518.69	444.15
3. Outsourcing Expenses	28.19	101.30	78.43	109.03
4. Policy stamps	45.15	241.22	155.89	169.60
14. Depreciation	32.14	160.96	230.42	209.81
Total	**1,988.32**	**7,042.78**	**5,614.68**	**4,917.88**

Annexure – VIII : Restated Statement of Benefits Paid (net)

(All amounts in Indian Rupees Million, except as otherwise stated)

Particulars	Quarter Ended 30 June 2022	Year ended 31 March 2022	Year ended 31 March 2021	Year ended 31 March 2020
1. Insurance claims:				
(a) Claims by death	2,030.84	11,202.30	5,333.05	3,507.64
(b) Claims by maturity	256.98	1,318.49	1,091.76	981.92
(c) Annuities/Pension payment	3.83	7.92	2.11	1.12
(d) Other benefits				
- Health Claim	1.53	16.51	16.01	15.74
- Survival benefit	201.94	1,103.48	868.69	462.21
- Critical illness rider	-	-	-	-
- Claims Investigation	3.70	11.45	7.23	5.10
(e) Surrenders / Withdrawals	5,950.57	29,799.52	27,423.50	26,968.35
2. Amount ceded in reinsurance:				
(a) Claims by death	(636.36)	(3,365.11)	(1,463.70)	(995.99)
(b) Claims by maturity	-	-	-	-
(c) Annuities/Pension payment	-	-	-	-
(d) Other benefits	-	-	-	-
- Health Claim	(0.38)	(6.90)	(7.73)	(6.98)
3. Amount accepted in reinsurance:				
(a) Claims by death	-	-	-	-
(b) Claims by maturity	-	-	-	-
(c) Annuities/Pension payment	-	-	-	-
(d) Other benefits				
- Health Claim	-	-	-	-
Total	**7,812.65**	**40,087.65**	**33,270.92**	**30,939.10**
Benefits paid to Claimants				
1. In India	7,812.65	40,087.65	33,270.92	30,939.10
2. Outside India	-	-	-	-
Total	**7,812.65**	**40,087.65**	**33,270.92**	**30,939.10**

Annexure – IX : Restated Statement of Share Capital

(All amounts in Indian Rupees Million, except as otherwise stated)

Particulars	As at 30 June 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Authorised Capital				
Equity Shares of Rs. 10 each	10,000.00	10,000.00	10,000.00	10,000.00
Issued Capital				
Equity Shares of Rs. 10 each	6,634.62	6,634.62	6,634.62	6,350.00
Subscribed Capital				
Equity Shares of Rs. 10 each	6,634.62	6,634.62	6,634.62	6,350.00
Called-up Capital				
Equity Shares of Rs. 10 each	6,634.62	6,634.62	6,634.62	6,350.00
Less : Calls unpaid	-	-	-	-
Add : Shares forfeited (amount originally paid up)	-	-	-	-
Less : Par value of equity shares bought back	-	-	-	-
Less : Preliminary expenses	-	-	-	-
Less : Expenses including commission or brokerage on underwriting or subscription of shares	-	-	-	-
Total	**6,634.62**	**6,634.62**	**6,634.62**	**6,350.00**
Share Capital held by Holding Company (Bank of Baroda)	**4,312.50**	**4,312.50**	**Nil**	**Nil**

Annexure – X : Restated Statement of Pattern of Shareholding
[As certified by the Management]

Shareholder	As at 30 June 2022		As at 31 March 2022		As at 31 March 2021		As at 31 March 2020	
	No. of shares	**% of holding**	**No. of shares**	**% of holding**	**No. of shares**	**% of holding**	**No. of shares**	**% of holding**
Promoters								
Indian								
- Bank of Baroda	431,250,000	65.00	431,250,000	65.00	291,923,077	44.00	275,000,000	43.30
Foreign								
- Carmel Point Investments India Private Limited	172,500,000	26.00	172,500,000	26.00	172,500,000	26.00	172,500,000	27.17
Others								
- Union Bank of India (Erstwhile known as Andhra Bank)#	59,711,539	9.00	59,711,539	9.00	199,038,462	30.00	187,500,000	29.53
Total	**663,461,539**	**100**	**663,461,539**	**100**	**663,461,539**	**100**	**635,000,000**	**100**

Union Bank of India was promoter for the year ended 31st March 2021 and 31st March 2020

Annexure – XI : Restated Statement of Reserves and Surplus

(All amounts in Indian Rupees Million, except as otherwise stated)

Particulars	As at 30 June 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
1. Capital Reserve	-	-	-	-
2. Capital Redemption Reserve	-	-	-	-
3. Share Premium	2,700.00	2,700.00	2,700.00	2,700.00
4. Revaluation Reserve	-	-	-	-
5. General Reserve	-	-	-	-
Less: Debit balance in Profit and Loss Account, if any	-	-	-	-
Less: Amount utilized for Buy-back	-	-	-	-
6. Catastrophe Reserve	-	-	-	-
7. Other Reserves - Debenture Redemption Reserve	100.00	100.00	100.00	100.00
8. Balance of profit in Profit and Loss Account	-	-	-	-
Total	**2,800.00**	**2,800.00**	**2,800.00**	**2,800.00**

Annexure – XII : Restated Statement of Borrowings

(All amounts in Indian Rupees Million, except as otherwise stated)

Particulars	As at 30 June 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
1. Debentures/ Bonds	2,250.00	2,250.00	1,000.00	1,000.00
2. Banks	-	-	-	-
3. Financial Institutions	-	-	-	-
4. Others	-	-	-	-
Total	**2,250.00**	**2,250.00**	**1,000.00**	**1,000.00**

Annexure – XIII : Restated Statement of Investments - Shareholders

(All amounts in Indian Rupees Million, except as otherwise stated)

Particulars	As at 30 June 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
LONG TERM INVESTMENTS				
1. Government securities and Government guaranteed bonds including Treasury Bills	1,396.89	1,547.99	1,758.97	1,682.79
2. Other approved securities	537.78	538.32	1,870.80	2,244.73
3. Other investments				
(a) Shares	-	-	-	-
(aa) Equity	100.52	202.60	209.12	209.80
(bb) Preference	-	-	-	-
(b) Mutual Funds	-	-	-	-
(c) Derivative instruments	-	-	-	-
(d) Debentures/Bonds	-	-	101.10	152.10
(e) Other securities-Fixed Deposits / Application Money - Debt	-	-	-	-
(f) Subsidiaries	-	-	-	-
(g) Investment properties - Real Estate				
4. Investments in Infrastructure and Social sector	552.61	553.09	1,413.07	1,545.46
5. Other than Approved Investments #	-	-	-	-
TOTAL (A)	**2,587.80**	**2,842.00**	**5,353.06**	**5,834.88**
SHORT TERM INVESTMENTS				
1. Government securities and Government guaranteed bonds including Treasury Bills	296.44	1,349.15	149.78	99.08
2. Other approved securities	232.70	332.79	406.01	-
3. Other investments				
(a) Shares				
(aa) Equity	-	-	-	-
(bb) Preference	-	-	-	-
(b) Mutual Funds	-	-	-	-
(c) Derivative instruments	-	-	-	-
(d) Debentures/Bonds	253.06	100.09	50.00	-
(e) Other securities				
Fixed Deposit	2.60	2.60	2.59	127.88
Certificate of Deposit	-	-	-	197.97
Commercial Paper	-	-	-	-
Collateralized Borrowing and Lending Obligations	963.74	171.01	140.39	71.04
(f) Subsidiaries	-	-	-	-
(g) Investment properties - Real Estate	-	-	-	-
4. Investments in Infrastructure and Social sector	647.18	858.47	-	90.04
5. Other than Approved Investments ##	58.19	100.79	100.63	135.34
TOTAL (B)	**2,453.91**	**2,914.90**	**849.40**	**721.35**
TOTAL (A+B)	**5,041.71**	**5,756.90**	**6,202.46**	**6,556.23**
Notes				
Total market value of above instruments (Net of Provisions)	**5,063.00**	**5,891.34**	**6,488.79**	**7,237.81**
Investments in Bank of Baroda (Holding Company) included at cost	**0.10**	**0.09**	**0.09**	**0.08**
Unquoted investments	**58.19**	**58.19**	**58.19**	**58.19**
Investment Other than Listed Equity Securities and derivative instruments				
Cost	**5,198.21**	**5,809.55**	**6,355.29**	**6,939.29**
Market Value (Net of provision)	**4,962.48**	**5,688.74**	**6,279.66**	**7,028.01**
Investment made out of Catastrophe Reserve	NIL	NIL	NIL	NIL
# Provision for diminution in value of investments	120.81	120.81	220.82	303.33
## Provision for diminution in value of investments	100.02	100.02	82.52	250.00

Annexure – XIV : Restated Statement of Investments- Policyholders

(All amounts in Indian Rupees Million, except as otherwise stated)

Particulars	As at 30 June 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
LONG TERM INVESTMENTS				
1. Government securities and Government guaranteed bonds including Treasury Bills	34,926.72	29,459.85	26,698.43	22,423.20
2. Other Approved Securities	38,269.71	36,993.14	33,719.17	27,323.20
3. Other investments				
(a) Shares				
(aa) Equity	805.07	2,426.32	2,771.89	3,096.40
(bb) Preference	-	-	-	-
(b) Mutual Funds	-	-	-	-
(c) Derivative instruments	-	-	-	-
(d) Debentures/Bonds	3,107.81	3,457.70	6,751.65	7,931.00
(e) Other Securities - Fixed Deposits	-	-	-	-
(f) Subsidiaries	-	-	-	-
(g) Investment properties - Real Estate	-	-	-	-
4. Investments in Infrastructure and Social sector	12,054.85	11,902.77	15,507.55	19,412.87
5. Other than Approved Investments #	-	-	-	-
TOTAL (A)	**89,164.16**	**84,239.78**	**85,448.69**	**80,186.67**
SHORT TERM INVESTMENTS				
1. Government securities and Government guaranteed bonds including Treasury Bills	1,395.14	649.49	2,647.89	2,542.98
2. Other approved securities	2,630.55	3,135.74	910.24	0.00
3. Other investments				
(a) Shares				
(aa) Equity	1,397.08	1,788.82	1,863.61	2,068.25
(bb) Preference	-	-	-	-
(b) Mutual Funds	-	-	-	-
(c) Derivative instruments	-	-	-	-
(d) Debentures/Bonds	1,299.06	1,969.09	1,380.98	799.75
(e) Other Securities	-	-	-	-
Fixed Deposits	-	-	-	-
Collateralized Borrowing and Lending Obligations	11,360.93	12,087.54	8,676.46	5,858.06
Certificate of Deposits	-	-	-	831.79
Commercial Paper	-	-	-	-
(f) Subsidiaries	-	-	-	-
(g) Investment Properties - Real Estate	-	-	-	-
4. Investments in Infrastructure and Social sector	4,165.42	5,342.68	2,486.77	5,463.80
5. Other than Approved Investments ##	358.82	416.73	244.48	501.02
TOTAL (B)	**22,607.00**	**25,390.09**	**18,210.43**	**18,065.65**
TOTAL (A+B)	**111,771.16**	**109,629.87**	**103,659.12**	**98,252.32**
Notes				
Total market value of above instruments (Net of Provisions)	**108,972.21**	**110,556.53**	**107,199.50**	**101,978.29**
Investments in Bank of Baroda (Holding Company) included at cost	**NIL**	**NIL**	**9.88**	**9.88**
Unquoted investments	**85.78**	**85.78**	**85.78**	**Nil**
Investment Other than Listed Equity Securities and derivative instruments				
Cost	**110,208.57**	**106,019.82**	**99,691.26**	**93,728.99**
Market Value (Net of provision)	**106,615.21**	**106,082.25**	**102,232.48**	**96,573.44**
Investment made out of Catastrophe Reserve	**NIL**	**NIL**	**NIL**	**NIL**
# Provision for diminution in value of investments	**NIL**	**NIL**	**250.00**	**251.50**
## Provision for diminution in value of investments	**250.00**	**250.00**	**1.50**	**NIL**

Annexure – XV : Restated Statement of Assets held to cover linked liabilities

(All amounts in Indian Rupees Million, except as otherwise stated)

Particulars	As at 30 June 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
LONG TERM INVESTMENTS				
1. Government securities and Government guaranteed bonds including Treasury Bills	7,792.26	8,824.24	7,108.97	5,734.42
2. Other approved securities	3,840.92	3,862.74	1,349.88	874.87
3. Other investments				
(a) Shares				
(aa) Equity	-	-	-	-
(bb) Preference	-	-	-	-
(b) Mutual Funds	-	-	-	-
(c) Derivative instruments	-	-	-	-
(d) Debentures/Bonds	353.00	489.24	1,375.35	1,548.89
(e) Other Securities - Fixed Deposits	-	-	-	-
(f) Subsidiaries	-	-	-	-
(g) Investment Properties - Real Estate	-	-	-	-
4. Investments in Infrastructure and Social sector	2,965.62	2,661.61	3,124.99	4,320.77
5. Other than Approved Investments #	100.47	102.65	103.42	153.23
TOTAL (A)	**15,052.27**	**15,940.48**	**13,062.61**	**12,632.18**
SHORT TERM INVESTMENTS				
1. Government securities and Government guaranteed bonds including Treasury Bills	3,500.07	2,357.28	1,752.80	2,201.87
2. Other approved securities	317.76	833.03	163.20	-
3. Other investments				
(a) Shares				
(aa) Equity	32,664.95	31,412.17	26,235.69	16,501.24
(bb) Preference	-	-	-	-
(b) Mutual Funds	-	-	30.50	-
(c) Derivative instruments	-	-	-	-
(d) Debentures/Bonds	254.70	394.06	539.14	253.74
(e) Other securities -				
Fixed Deposits	-	-	-	-
Collateralized Borrowing and Lending Obligations	3,124.82	4,435.10	6,718.24	2,376.10
Certificate of Deposits	2,908.95	2,160.47	-	49.36
Commercial Paper	-	-	-	-
(f) Subsidiaries	-	-	-	-
(g) Investment Properties - Real Estate	-	-	-	-
4. Investments in Infrastructure and Social sector	2,483.03	2,348.49	3,355.43	1,473.38
5. Other than Approved Investments ##	6,811.04	10,173.97	6,453.17	3,474.54
OTHER ASSETS				
1. Bank Balances	1.76	3.17	10.12	1.57
2. Income Accrued on Investments	380.81	465.06	428.36	436.22
3. Fund Charges	(83.64)	(88.27)	(74.80)	(52.44)
4. Other Current Assets ###	149.65	1,341.79	382.55	213.47
Less : Units held against unallocated premium	-	-	-	-
TOTAL (B)	**52,513.90**	**55,836.32**	**45,994.40**	**26,929.05**
TOTAL (A+B)	**67,566.17**	**71,776.80**	**59,057.01**	**39,561.23**
Note				
Investments in Bank of Baroda (Holding Company) included at cost	547.75	584.05	260.65	188.12
Unquoted investments	NIL	NIL	NIL	NIL
Investment Other than Listed Equity Securities and derivative instruments				
Cost	26,807.05	28,719.05	26,648.74	20,136.59
Market Value (Net of Provision)	26,047.13	28,239.22	27,227.49	20,029.48
Investment made out of Catastrophe Reserve	NIL	NIL	NIL	NIL
# Provision for diminution in value of investments	NIL	NIL	NIL	282.81
## Provision for diminution in value of investments	NIL	NIL	NIL	75.00
### Provision for diminution in value of investments	619.53	619.53	525.52	473.02

Annexure – XVI : Restated Statement of Loans

(All amounts in Indian Rupees Million, except as otherwise stated)

Particulars	As at 30 June 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
1. Security Wise Classification				
Secured				
(a) On mortgage of property				
(aa) In India	-	-	-	-
(bb) Outside India	-	-	-	-
(b) On Shares, Bonds, Govt. Securities, etc.	-	-	-	-
(c) Loans against policies	253.61	232.20	143.48	86.56
(d) Others	-	-	-	-
Unsecured	-	-	-	-
TOTAL	**253.61**	**232.20**	**143.48**	**86.56**
2. Borrower Wise Classification				
(a) Central and State Governments	-	-	-	-
(b) Banks and Financial Institutions	-	-	-	-
(c) Subsidiaries	-	-	-	-
(d) Companies	-	-	-	-
(e) Loans against policies	253.61	232.20	143.48	86.56
(f) Others	-	-	-	-
TOTAL	**253.61**	**232.20**	**143.48**	**86.56**
3. Performance Wise Classification				
(a) Loans classified as standard				
(aa) In India	253.61	232.20	143.48	86.56
(bb) Outside India	-	-	-	-
(b) Non-standard loans less provisions				
(aa) In India	-	-	-	-
(bb) Outside India	-	-	-	-
TOTAL	**253.61**	**232.20**	**143.48**	**86.56**
4. Maturity Wise Classification				
(a) Short Term	21.85	21.35	6.07	0.00
(b) Long Term	231.76	210.85	137.41	86.56
TOTAL	**253.61**	**232.20**	**143.48**	**86.56**

Annexure – XVII : Restated Statement of Fixed Assets

(All amounts in Indian Rupees Million, except as otherwise stated)

Particular	Goodwill	Intangibles (software)*	Land-Freehold	Leasehold Improvements	Buildings	Furniture & Fittings	Information Technology Equipment	Vehicles	Office Equipment	TOTAL	Capital Work in progress	Grand Total
Gross Block												
As at 1.04.2022	-	589.59	-	199.72	-	24.57	505.53	36.01	59.23	1,414.65	4.78	1,419.43
Additions	-	-	-	-	-	-	0.32	6.99	0.41	7.72	11.93	19.65
Deductions	-	-	-	-	-	-	0.10	5.42	-	5.52	7.72	13.24
As at 30.06.2022	-	589.59	-	199.72	-	24.57	505.75	37.58	59.64	1,416.85	8.99	1,425.84
Depreciation												
As at 1.04.2022	-	552.11	-	137.59	-	23.91	437.86	21.33	54.99	1,227.79	-	1,227.79
For the period	-	7.21	-	6.94	-	0.08	13.89	2.17	1.85	32.14	-	32.14
On Sales/ Adjustment	-	-	-	-	-	-	0.09	3.93	-	4.02	-	4.02
As at 30.06.2022	-	559.32	-	144.53	-	23.99	451.66	19.57	56.84	1,255.91	-	1,255.91
Net Block as at 30.06.2022	-	30.27	-	55.19	-	0.58	54.09	18.01	2.80	160.94	8.99	169.93
Gross Block												
As at 1.04.2021	-	569.32	-	199.29	-	23.94	452.50	31.31	58.32	1,334.68	8.36	1,343.04
Additions	-	20.27	-	0.43	-	0.63	53.27	7.72	0.91	83.23	79.65	162.88
Deductions	-	-	-	-	-	-	0.24	3.02	-	3.26	83.23	86.49
As at 31.03.2022	-	589.59	-	199.72	-	24.57	505.53	36.01	59.23	1,414.65	4.78	1,419.43
Depreciation												
As at 1.04.2021	-	514.20	-	105.11	-	22.82	364.19	15.14	47.44	1,068.90	-	1,068.90
For the period	-	37.91	-	32.48	-	1.09	73.76	8.19	7.55	160.98	-	160.98
On Sales/ Adjustment	-	-	-	-	-	-	0.09	2.00	0.00	2.09	-	2.09
As at 31.03.2022	-	552.11	-	137.59	-	23.91	437.86	21.33	54.99	1,227.79	-	1,227.79
Net Block as at 31.03.2022	-	37.48	-	62.13	-	0.66	67.67	14.68	4.24	186.86	4.78	191.64
Gross Block												
As at 1.04.2020	-	520.97	-	195.58	-	23.94	426.60	31.42	57.35	1,255.86	26.42	1,282.28
Additions	-	63.01	-	3.71	-	0.84	26.14	5.29	1.00	99.99	81.93	181.92
Deductions	-	14.66	-	-	-	0.84	0.24	5.40	0.03	21.17	99.99	121.16
As at 31.03.2021	-	569.32	-	199.29	-	23.94	452.50	31.31	58.32	1,334.68	8.36	1,343.04
Depreciation												
As at 1.04.2020	-	424.47	-	72.80	-	22.49	287.62	10.30	39.09	856.77	-	856.77
For the period	-	104.39	-	32.31	-	1.17	76.63	7.57	8.38	230.45	-	230.45
On Sales/ Adjustment	-	14.66	-	-	-	0.84	0.06	2.73	0.03	18.32	-	18.32
As at 31.03.2021	-	514.20	-	105.11	-	22.82	364.19	15.14	47.44	1,068.90	-	1,068.90
Net Block as at 31.03.2021	-	55.12	-	94.18	-	1.12	88.31	16.17	10.88	265.78	8.36	274.14
Gross Block												
As at 1.04.2019	-	435.19	-	177.37	-	23.07	379.13	29.55	62.52	1,106.83	24.88	1,131.71
Additions	-	85.78	-	116.73	-	12.55	109.32	6.47	23.50	354.35	355.90	710.25
Deductions	-	-	-	98.52	-	11.68	61.85	4.60	28.67	205.32	354.36	559.68
As at 31.03.2020	-	520.97	-	195.58	-	23.94	426.60	31.42	57.35	1,255.86	26.42	1,282.28
Depreciation												
As at 1.04.2019	-	324.87	-	151.27	-	21.81	288.33	3.93	57.94	848.15	-	848.15
For the period	-	99.60	-	20.05	-	11.92	60.96	7.69	9.61	209.83	-	209.83
On Sales/ Adjustment	-	-	-	98.52	-	11.24	61.67	1.32	28.46	201.21	-	201.21
As at 31.03.2020	-	424.47	-	72.80	-	22.49	287.62	10.30	39.09	856.77	-	856.77
Net Block as at 31.03.2020	-	96.50	-	122.78	-	1.45	138.98	21.12	18.26	399.09	26.42	425.51

*All software are other than those generated internally.

Annexure – XVIII : Restated Statement of Cash and Bank Balances

(All amounts in Indian Rupees Million, except as otherwise stated)

Particulars	As at 30 June 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
1. Cash (including cheques on hand, drafts and stamps)	19.14	34.23	26.44	26.87
2. Bank Balances				
(a) Deposit Accounts				
(aa) Short-term (due within 12 months of the date of Balance Sheet)	-	-	-	-
(bb) Others	-	-	-	-
(b) Current Accounts	3,482.76	2,525.47	1,938.39	1,398.04
(c) Others	-	-	-	-
3. Money at Call and Short Notice				
(a) With Banks	-	-	-	-
(b) With other Institutions	-	-	-	-
4. Others	-	-	-	-
Total	**3,501.90**	**2,559.70**	**1,964.83**	**1,424.91**
Balances with non-scheduled banks included in 2 and 3 above	5.41	5.40	4.81	7.01
Cash and Bank Balances				
In India	3,501.90	2,559.70	1,964.83	1,424.91
Outside India	-	-	-	-
Total	**3,501.90**	**2,559.70**	**1,964.83**	**1,424.91**

Annexure – XIX : Restated Statement of Advances and other assets

(All amounts in Indian Rupees Million, except as otherwise stated)

Particulars	As at 30 June 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Advances				
1. Reserve deposits with ceding companies	-	-	-	-
2. Application money for investments	-	-	-	-
3. Prepayments	196.91	125.40	115.78	112.78
4. Advances to Directors/Officers	-	-	-	-
5. Advance tax paid and taxes deducted at source (net of provision for taxation)	11.09	12.46	42.98	29.52
6. Others	-	-	-	-
(a) Advance to employees	-	-	-	-
(b) Advance for expenses	3.00	3.46	-	-
(c) Capital advances	-	-	2.19	-
	-	-	-	-
TOTAL (A)	**211.00**	**141.32**	**160.95**	**142.30**
Other Assets				
1. Income accrued on investments	1,982.63	2,373.93	2,390.82	2,641.10
2. Outstanding premium	375.28	702.38	651.19	705.08
3. Agents' balances	12.61	11.95	7.57	8.79
Provision for Doubful Debts	(7.86)	(7.37)	(6.38)	(5.60)
4. Foreign agencies balances	-	-	-	-
5. Due from other entities carrying on insurance business (including reinsurers)	1,279.60	1,246.56	593.26	331.37
6. Due from subsidiaries/holding company	-	-	-	-
7. Deposit with RBI [Pursuant to section 7 of Insurance Act, 1938]	-	-	-	-
8. Others	-	-	-	-
Deposits for offices and staff residences etc.	164.83	164.53	104.09	105.71
Provision for Doubful Debts	-	-	(0.20)	(0.28)
Management Fee Receivable	83.67	88.30	74.83	52.47
Other receivable	34.31	26.55	16.85	11.55
Provision for Doubful Debts	(10.29)	(9.41)	(13.23)	(1.85)
GST / Service Tax Unutilised Credits	282.37	180.39	112.51	122.46
Provision for Doubful Debts	(0.40)	(0.40)	-	-
Other receivable from Investments	1,880.30	3,337.37	1,033.20	2,203.47
Provision for Investments	(857.28)	(857.28)	-	-
Asset Held to cover unclaimed Liability	87.17	96.22	88.05	96.73
Income accrued on Asset Held to cover unclaimed Liability	10.99	11.69	11.61	12.89
TOTAL (B)	**5,317.93**	**7,365.41**	**5,064.17**	**6,283.89**
TOTAL (A+B)	**5,528.93**	**7,506.73**	**5,225.12**	**6,426.19**

Annexure – XX : Restated Statement of Current Liabilities

(All amounts in Indian Rupees Million, except as otherwise stated)

Particulars	As at 30 June 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
1. Agents' balances	206.64	207.04	98.73	53.61
2. Balances due to other insurance companies	502.27	484.52	386.72	362.10
3. Deposits held on re-insurance ceded	-	-	-	-
4. Premium received in advance	43.39	47.93	35.26	26.81
5. Unallocated premium	3,215.39	1,516.10	1,377.87	608.26
6. Sundry creditors	29.83	216.91	172.54	114.73
7. Due to subsidiaries/ holding company	-	-	-	-
8. Claims outstanding	850.38	450.06	310.41	278.51
9. Annuities due	-	-	-	-
10.Due to Officers/Directors	-	-	-	-
11.Others	-	-	-	-
Statutory Liabilities	352.09	352.28	132.13	132.64
Unclaimed Refunds - Policyholders	87.17	96.22	88.05	96.73
Income payable on Unclaimed Refunds - Policyholders	10.99	11.69	11.61	12.89
Outstanding Liabilities against expenses	1,079.76	1,356.10	1,239.04	680.30
Other Payable from Investments	1,158.03	2,862.24	1,377.21	2,868.47
Interest accrued but not due on Borrowings	70.51	22.96	20.66	20.84
TOTAL	**7,606.45**	**7,624.05**	**5,250.23**	**5,255.89**

Annexure – XXI : Restated Statement of Provisions

(All amounts in Indian Rupees Million, except as otherwise stated)

Particulars	As at 30 June 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
1. For taxation (less payments and taxes deducted at source)	-	-	-	-
2. For proposed dividends	-	-	-	-
3. For dividend distribution tax	-	-	-	-
4. Others				
- Gratuity	18.08	1.29	-	22.06
- Leave encashment	32.89	20.72	10.52	10.06
TOTAL	**50.97**	**22.01**	**10.52**	**32.12**

Annexure – XXII : Restated Statement of Miscellaneous Expenditure
(to the extent not written off or adjusted)

(All amounts in Indian Rupees Million, except as otherwise stated)

Particulars	As at 30 June 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Discount Allowed in issue of shares/ debentures	-	-	-	-
Others (to be specified)	-	-	-	-
TOTAL	-	-	-	-

Annexure : Notes to the Financial Statements

1. Background

IndiaFirst Life Insurance Company Limited ('the Company'), headquartered at Mumbai, had commenced operations on November 16, 2009, after receiving the license to transact life insurance business in India from the Insurance Regulatory and Development Authority of India ('IRDAI') on November 05, 2009. The license is in force as at June 30, 2022.

The Company is a joint venture between Bank of Baroda (65 percent), Union Bank of India (9 percent) and Carmel Point Investments India Private Limited (26 percent) incorporated by Carmel Point Investment Ltd, a body corporate incorporated under the laws of Mauritius and owned by private equity funds managed by Warburg Pincus LLC.

The Company carries on business in the areas of life Insurance, health Insurance & pension. This business spans across individual and group products and covers participating, non-participating and unit linked lines of businesses. Riders covering additional benefits are offered under some of these products. These products are distributed through individual agents, corporate agents, banks, brokers the company's proprietary sales force and the Company website.

2. Summary of significant accounting policies

2.1. Basis of preparation

The accompanying financial statements are prepared under the historical cost convention, unless otherwise stated, and on accrual basis of accounting, in accordance with the accounting principles generally accepted in India (Indian GAAP). The Company has prepared the financial statements in accordance with the provisions of the Insurance Regulatory and Development Authority of India (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations, 2002 and various orders/ directions/ circulars issued by the IRDAI, if any, provisions of the Insurance Regulatory and Development Authority Act, 1999, the Insurance Act, 1938, the accounting standards referred to in section 133 of Companies Act 2013, and rules framed thereunder, to the extent applicable and in the manner so required and the practices prevailing within the insurance industry in India. Accounting policies have been consistently applied to the extent applicable and in the manner so required.

2.2. Use of estimates

The preparation of the financial statements in conformity with generally accepted accounting principles ('GAAP') requires that the Company's management make estimates and assumptions that affect the reported amounts of income and expenses for the period, reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as on the date of the financial statements. Examples of such estimates include valuation of policy liabilities, provision for linked liabilities, provision for doubtful debts, valuation of unlisted securities, if any, future obligations under employee retirement benefits plans and the useful lives of fixed assets, etc. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively.

2.3. Revenue recognition

2.3.1. Premium income

Premium for non-linked policies is recognized as income when due from policyholders. For unit linked business, premium income is recognized when the associated units are created. For non-linked variable insurance business, premium is recognized as income on the date of receipt. Premium on lapsed policies is recognized as income when such policies are reinstated.

Premium is inclusive of Good and Service Tax (GST)applicable on charges.

In case of unit linked business, Top up premiums paid by policyholders are considered as single premium and recognized as income when the associated units are created.

2.3.2. Income from unit linked policies

Income from unit linked policies, which include asset management fees and other charges, if any, are recovered from the unit linked funds in accordance with terms and conditions of policies and recognized when due.

2.3.3. Reinsurance premium ceded

Reinsurance premium ceded is accounted for at the time of recognition of the premium income in accordance with the terms and conditions of the relevant treaties with the reinsurers. Impact on account of subsequent revisions to or cancellations of premium are recognized in the year in which they occur.

2.3.4. Income from investment

Income from Investments are recognised on an accrual basis. Interest income on investments is recognised on accrual basis. Accretion of discount and amortisation of premium relating to debt securities is recognised over the holding / maturity period on a straight-line basis. Dividend income, in respect of other than linked business and in respect of linked business, is recognised on the `ex-dividend date'. Realised gain / loss on debt securities for other than linked business is the difference between the sale consideration net of expenses and the weighted average amortised cost as on the date of sale. Realised gain / loss on debt securities for linked business is the difference between the sale consideration net of expenses and the weighted average book cost as on the date of sale. Profit or loss on sale of equity shares / mutual fund units is the difference between the sale consideration net of expenses and the weighted average book cost. In respect of other than unit linked business, the profit or loss includes the accumulated changes in the fair value previously recognised in Balance Sheet as "Fair Value Change Account.

2.3.5. Income from loans

Interest income on policy loans is recognised on accrual basis.

2.4. Benefits paid (including claims)

Deaths and rider claims are accounted for on receipt of intimation. Benefits paid consist of policy benefit amounts and claim settlement costs, where applicable.

Non-linked business
Annuity benefits, money back payments, survival benefit and maturity claims are accounted for when due. Surrender and withdrawals are accounted on the receipt of request.

Linked business
Maturity claims are accounted for ondue basis when the associated units are cancelled. Surrenders and withdrawals are accounted for on receipt of intimation when associated units are cancelled.

Reinsurance recoverable thereon is accounted for in the same period as the related claim. Repudiated claims disputed before judicial authorities are provided for based on management prudence considering the facts and evidences available in respect of such claims.

2.5. Acquisition cost

Acquisition cost is expensed in the period in which they are incurred. Acquisition costs mainly consist of commission to insurance intermediaries, medical costs, policy printing expenses, stamp duty and other related expenses to source and issue the policy.

Clawback of the first year commission paid, if any, in future are accounted at the time of recovery.

2.6. Investments

Investments are made and accounted for in accordance with the Insurance Act, 1938, the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2000, Insurance Regulatory and Development Authority (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations, 2002, and various other circulars / notifications issued by the IRDAI in this context from time to time.

Investments are recorded at cost on the date of purchase, which includes brokerage and stamp duty, taxes, etc, if any, but excludes pre-acquisition interest accrued i.e. (from the previous coupon date to the transaction settlement date), if any, on purchase.

Bonus entitlements are recognized as investments on 'ex-bonus date'. Right entitlements are recognized as investments on 'ex-right date'. Any front end discount on investments is reduced from cost of investments.

Diminution in the value of investments as at the balance sheet date, other than temporary, is recognised as an expense in the Revenue / Profit & Loss account.

Broken period interest paid/received is debited/credited to Interest Receivable account and is not included inthe cost of purchase/sale value.

2.6.1. Debt Securities, Money Market Instruments and Additional Tier-1 Bonds (AT1 Bonds)

- **Policyholders' non-linked funds and shareholders' investments:**

All debt securities, including government securities, and Money market instruments held under policyholders' non-linked funds and shareholders' investments are considered as 'held to maturity' and stated at historical cost subject to amortisation.

The discount or premium which is the difference between the purchase price and the redemption amount of fixed income securities and money market instruments is amortised and recognized in the revenue account or the profit and loss account, as the case may be, on a straight line basis over the remaining period to maturity of these securities.

AT1 Bonds, under policyholder's non-linked funds are valued using CRISIL Bond Valuer.

- **Policyholders' linked funds:**

All debt securities, including government securities and AT1 Bonds, under policyholders' linked funds are valued using CRISIL Bond Valuer/ CRISIL Gilt Prices, as applicable.

The discount or premium on fixed income securities / money market instruments which is the difference between the purchase price and the redemption amount is amortised and recognized in the revenue account on a straight line basis over the remaining period to maturity of these securities.

Unrealised gains or losses arising on valuation of debt securities including Government Securities are accounted for in the Revenue Account.

2.6.2. Realised gain / loss on Debt securities and Additional Tier 1 Bonds (AT1 Bonds)

The realised gain or loss on debt securities for other than linked business is the difference between the net sale consideration and the amortised cost in the books of the company.

The realised gain or loss on debt securities held for linked business and AT1 bonds for linked as well as other than linked business is the difference between the net sale consideration and weighted average cost.

2.6.3. Equity shares and Equity Exchange Traded Funds (ETFs) - Non Linked & Linked Business

Listed equity shares and equity ETFs are valued and stated at fair value, using the last quoted closing prices on the National Stock Exchange (NSE), at the balance sheet date. If the equity shares and equity ETFs are not traded on the NSE, then closing prices of the Bombay Stock Exchange (BSE) is considered.

Unlisted equity shares are stated at historical cost. A provision is made for diminution, if any, in the value of these shares to the extent that such diminution is other than temporary.

Equity shares acquired through primary markets and awaiting listing are valued at their issue price.

2.6.4. Mutual Funds and Alternate Investment Fund (AIF) - Non Linked & Linked Business

Mutual fund units are valued at previous day's Net Asset Value.. AIF units are valued at the latest available net asset value of the respective fund.

2.6.4.1 Infrastructure Investment Trust (InvITs) - Non Linked Business

For InvIT, All traded InvIT shall be valued at the last quoted closing price on the National Stock Exchange (NSE) on valuation day. In case on any particular valuation day the scrip is not traded on NSE then the value at which it is traded on BSE will be considered. In case it is not traded on either of the exchanges, the closing price on NSE/BSE on the earliest previous day will be used, provided such previous day is not more than thirty days prior to the valuation day.

2.6.5. Gain / loss on equity and mutual funds

The realised gain / loss is the difference between the net sale consideration and weighted average cost.

In case of linked funds, unrealised gains / losses are recognised in the respective fund's revenue account as fair value change.

For other than linked business, unrealized gain / loss on changes in fair value of listed equity shares and mutual funds are taken to the Fair Value Change account and are carried to the Balance Sheet.

2.6.7. Classification of Long term and short term investments

All investments maturing within twelve months from the balance sheet date are classified as short-term investments. All other investments are classified as long-term investments.

2.6.8. Investment transfer

Transfers of Investments from Shareholders' funds to the Policyholders' funds to meet the deficit in the policyholders' account are effected at the lower of amortised cost / book cost or market value in respect of all debt securities including money market instruments and at the market value in case of other securities.

In case of linked funds, Inter-fund transfer of debt securities relating to Policyholders' Funds is effected at current market value. Inter fund transfer of equity, preference share, ETFs and government securities are effected during market hours at the market price of the latest trade.

Transfer of investments between non linked Policyholders' funds

No transfers of investments are made between non linked Policyholders' funds.

Purchase and sale transactions between unit linked funds

The purchase and sale of equity, preference shares, ETF's, InvIT's and Government Securities between unit linked funds is accounted for at the prevailing market price on the date of purchase or sale of investments, if prevailing market price of any security is not available on the date of transfer of investment, then the last available price is considered.

In case of debt securities other than Government Securities, transfer of investments is accounted at prevailing yield.

2.6.9. Impairment of Investment

The carrying amounts of investments are reviewed at each balance sheet date, whether there is any indicator of impairment based on internal / external factors. An impairment loss is recognised as an expense and disclosed under the head 'Provision for diminution in the value of investment (net)' in the Revenue/ Profit or Loss account, to the extent of difference between the re-measured fair value and the acquisition cost as reduced by any previous impairment loss recognised as expense in Revenue/ Profit and Loss Account. Any reversal of impairment loss, earlier recognised in the Revenue /Profit and Loss Account shall be recognised in Revenue/ Profit and Loss Account respectively.

2.6.10. Provision for Non-Performing Assets (NPA)

In accordance with regulations on "Prudential norms for income recognition, asset classification, provisioning and other related matters in respect of debt portfolio", adequate provisions are made to cover amounts outstanding in respect of all NPA's. All assets where the interest and / or instalment of principal repayment remain overdue for more than 90 days at the Balance Sheet date are classified as NPA.

2.6.11. Securities with call and put options

Securities with call option are valued at the lower of the value as obtained by valuing the security upto final maturity date or the call option date. In case there are multiple call options, the security is valued at the lowest value obtained by valuing the security at various call dates or upto the final maturity date.

Securities with put option are valued at the higher of the value as obtained by valuing the security upto final maturity date or the put option date. In case there are multiple put options, the security is valued at the highest value obtained by valuing the security at various put dates or upto the final maturity date.

The securities with both put and call option on the same day would be deemed to mature on the put/call date and would be valued on a yield to maturity basis, by using spreads over the benchmark rate based on the matrix released by CRISIL.

Instruments bought on 'reverse repo' basis are valued at cost plus interest accrued on reverse repo rate.

2.7. Loans

Loans are valued at the aggregate of book values (net of repayments) plus capitalised interest subject to provision for impairment, if any.

Loan are classified as short term in case the maturity is less than 12 months. Loans other than short term are classified as long term.

2.8. Operating leases

The Company classifies leases where the lessor effectively retains substantially all the risks and benefits of ownership over the lease term, as Operating Leases. Operating lease rentals are recognized as an expense over the lease period.

2.9. Taxation

2.9.1. Direct Taxes

The Income-tax Act, 1961 prescribes that profits and gains of life insurance companies will be the surplus or deficit disclosed by the actuarial valuation made in accordance with the Insurance Act, 1938.

The deferred income tax is recognized for future tax consequences attributable to timing differences between income as determined by the financial statements and the recognition for tax purposes. The effect on deferred tax assets and liabilities of a change in tax rates is recognized using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

The deferred tax assets are recognized only to the extent there is timing difference due to unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is virtual certainty backed by convincing evidence that such deferred assets can be realized. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably or virtually certain to be realized.

2.9.2. Indirect Taxes

The company claims credit of Good and Service Tax(GST) on input services, which is set off against tax on output services. Unutilised credits, if any, are carried forward for future set-off, where there is reasonable certainty of utilisation.

2.10. Fixed assets and depreciation

Fixed assets including intangible assets are stated at cost less accumulated depreciation and impairment, if any. Cost includes the purchase price and any cost directly attributable to bring the asset to its working condition for its intended use. Fixed assets including intangible assets individually costing less than Rs 20,000 are fully depreciated in the month of purchase.

Depreciation on fixed assets including intangible assets is provided using the straight-line method based on the economic useful life of assets as estimated by the management, which is not greater than the period underlying computed with reference to the rates prescribed in Schedule II to the Companies Act, 2013. Management's estimates of the economic useful life of the various fixed assets is as follows:

Asset Type	**Management's estimate of useful life (In years)**
i) Furniture & fittings	5
ii) Information Technology Equipment	3
iii) Office Equipment	3
iv) Intangible Assets (Software)	3
v) Motor Vehicle	4

Leasehold improvements are amortised over the lease period of the leased premises subject to maximum of five years.

Any additions to the original fixed assets including intangible assets are depreciated over the remaining useful life of the original asset.

For above class of assets, based on internal assessment and independent technical evaluation carried out by external valuers the management believes that the useful lives as given above best represent the period over which management expects to use these assets. Hence the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013.

Assets not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost and related incidental expenses.

2.11. Impairment of Assets

The carrying amounts are reviewed at each balance sheet date, if there is any indicator of impairment based on internal / external factors. An impairment loss is recognised, wherever the carrying amount of an asset exceeds its recoverable amount.

2.12. Employee benefits

2.12.1 Short term employee benefits

Employee benefits payable within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, bonuses, short term compensated absences and other non-monetary benefits are recognised in the period in which the employee renders the related service. All short-term employee benefits are accounted on undiscounted basis.

2.12.2 Long-term employee benefits: Post-employment

The Company has both defined contribution and defined benefit plans.

Defined contribution plan

The Company has established defined contribution scheme for provident fund to provide retirement benefits to its employees. Contributions to the provident fund is made on a monthly basis, when due, and charged to Revenue and Profit and Loss account, as applicable. The Company has established defined contribution scheme for superannuation scheme to provide retirement benefits to its employees. Contributions to the superannuation scheme is made on a monthly basis, when due, and is charged to revenue account and Profit & Loss Account, as applicable. The Company has no further obligation beyond the monthly contribution. The scheme is managed by IndiaFirst Life Insurance Company Limited Superannuation Scheme.

Further the Company for certain employees contributes to National Pension Scheme which is managed and administered by pension fund management companies licensed by the Pension Funds Regulatory and Development Authority ('PFRDA'). Contribution made to National Pension Scheme is charged to Revenue Account and Profit and Loss Account as applicable

Defined benefit plans

The Gratuity plan of the company is the defined benefit obligation which is a funded plan. The gratuity benefit payable to the employees of theCompany is in compliance with the provisions of "The Payment of Gratuity Act, 1972". The Company accounts for liability for future gratuity benefits based on independent actuarial valuation under revised Accounting Standard 15.

2.12.3 Other long term employee benefits

Compensated absences are entitled to be carried forward for future encashment or availment, at the option of the employee during the tenure of the employment, subject to the rules framed by the company in this regard. Accumulated compensated absences entitlements outstanding at the close of the year are accounted on the basis of an independent actuarial valuation under revised Accounting Standard 15. Accumulated entitlements at the time of separation are entitled to be encashed.

2.12.4 Employee stock option scheme: Cash Settled scheme

The cost of cash-settled transactions (stock appreciation rights) is measured initially using intrinsic value method at the grant date taking into account the terms and conditions upon which the instruments were granted. This intrinsic value is amortised on a straight-line basis over the vesting period with a recognition of corresponding liability. This liability is remeasured at each balance sheet date up to and including the settlement date with changes in intrinsic value recognised in the Revenue / Profit and Loss Account in 'Employees' remuneration & welfare benefits'.

2.13. Foreign Currency Transactions

Initial recognition: Transactions in foreign currency are recorded at the rate of exchange prevailing on the date of the transaction.

Conversion: Current assets and liabilities are translated at the rates existing as at the balance sheet date.

Exchange differences: Exchange difference are recognized in the revenue account or the profit and loss account, as the case may be ,as income or expense in the period in which they arise.

2.14. Earnings Per Share

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations.

2.15. Provisions and Contingencies

A provision is recognised when the Company has a present legal obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding employee benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised but disclosed by way of notes. A Contingent asset is neither recognised nor disclosed.

2.16. Borrowings Cost

Borrowing costs are charged to the Profit and Loss account in the period in which they are incurred.

2.17. Segment reporting

As per Accounting Standard 17 on 'Segment Reporting' read with the IRDAI Financial Statements Regulations, the Company has classified and disclosed segmental information into par, non par, linked and non linked business which are further segmented into individual life, group, variable, annuity and pension. Accordingly, the Company has prepared the revenue account and balance sheet for these primary business segments separately. Since the business operation of the Company is in India only, the same is considered as one geographical segment.

The following bases have been used for allocation of revenue, expenses, assets and liabilities to the business segments:

- Revenues and expenses, assets and liabilities, which are directly attributable and identifiable to the business segments, are allocated on actual basis; and

- Other expenses, assets and liabilities which are not directly identifiable though attributable to a business segment and other indirect expenses, are allocated on the following bases, as considered appropriate by the management:
  - Weighted received premium income;
  - Cost Centres identified by the Management;
  - Fund Value; and
  - Number of policies

The accounting policies, used in segment reporting, are the same as those used in the preparation of the financial statements.

2.18. Funds for Future Appropriation

The funds for future appropriation in the participating fund represent the surplus assets in excess of the liabilities set aside to meet Policyholder Reasonable Expectation (PRE). This amount is not allocated to the shareholders or policyholders at the balance sheet date. The funds for future appropriation when allocated in the future to policyholders would give rise to a transfer to the shareholder's profit and loss account in the proportion stipulated by regulation.

2.19. Provision for doubtful debts

The Company regularly evaluates the probability of recovery and provides for doubtful deposits, advances and other receivables.

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

Notes to Accounts

1. Contingent liabilities

Particulars	At June 30, 2022	At March 31, 2022	At March 31, 2021	At March 31, 2020
1. Partly paid-up investments	63.05	63.05	118.86	Nil
2. Claims, other than against policies, not acknowledged as debts by the Company	Nil	Nil	Nil	Nil
3. Underwriting commitments outstanding	Nil	Nil	Nil	Nil
4. Guarantees given by or on behalf of the Company	Nil	Nil	Nil	Nil
5. Statutory demands / liabilities in dispute, not provided for	797.89	759.29	492.49	280.80
6. Reinsurance obligations to the extent not provided for in the accounts	Nil	Nil	Nil	Nil
7. Policy related claims under litigation	638.91	549.85	420.92	350.31

(a) Statutory demands and liabilities in dispute, not provided for relate to the show cause cum demand notice received by the company from the tax authority.The company has filed an appeal against the show cause cum demand notice with the appellate authority and has been advised by the experts that our grounds of appeal are well supported by law in view of which the company does not expect any liability to arise in this regard.

(b) In respect of pending litigations related to repudiated claims, where the management assessment of a financial outflow is probable, the Company has made a provision basis past experience which is as below:

Particulars	At June 30, 2022	At March 31, 2022	At March 31, 2021	At March 31, 2020
Provision in respect of pending litigation where management assessment of financial outflow is probable	55.68	58.05	51.65	45.37

2. Actuarial assumptions

The actuarial liabilities of the company have been calculated in accordance with the requirements of Insurance Act, 1938 and amendments thereon, Insurance Regulatory and Development Authority (Assets, Liabilities, and Solvency Margin of Insurers) Regulations, 2016, Actuarial Practice Standards and Guidance Notes issued by Institute of Actuaries of India and generally accepted actuarial practices.

Long term non-linked contracts are valued using a gross premium valuation (GPV) method. Under unit linked life insurance contracts, unit reserves are calculated in respect of the units allocated to the policies in force at the valuation date using unit values at the valuation date. The non-unit liabilities for mortality and expenses are determined using a prospective gross premium method (GPV) under which future net cash flows are discounted back to the date of valuation on policy-by policy basis, and is adequate on the valuation basis to ensure that any future negative cash flows which would otherwise arise are eliminated. In projecting the future cash flows, assumptions have been made in respect of future mortality/morbidity, future lapses, expenses & expense inflation and investment growth rate for unit funds and interest rate. These assumptions are based on emerging and expected future experience. Appropriate margins for adverse deviations have been kept in these assumptions. The one year renewable contracts are valued using the Unexpired premium reserve (UPR) methodology. Riders are valued as the higher of GPV and UPR.

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

Particulars	Quarter ended June 30, 2022	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2020
Mortality Assumption used for valuation of all ULIP*	108.9%	108.9%	108.9%	108.9%
Mortality Assumption used for valuation of all Non ULIP*	40% - 330%	40% - 330%	35.2% - 169.4%	66.6% - 169.4%
Unit Growth rate assumption - depending upon type on fund and duration from valuation date	3.03% - 8.82%	3.03%-8.82%	3.15% - 8.36%	4.07% - 8.38%
Discount rate used for calculating non-unit reserve for first five years	3.47%	3.47%	2.80%	3.35%
Discount rate used for calculating non-unit reserve post first five years	2.79%	2.79%	2.17%	2.59%
Discount rate for non linked contract - depending on asset mix and duration from valuation date	2.79% - 6.38%	2.79% - 6.38%	2.80% - 6.39%	3.78% - 6.39%

*Mortality assumption used in the valuation of all Unit Linked Products and Non Unit Lined Products have been taken based on Indian assured lives Mortality (2012 - 14) – Ult.

Future renewal expenses are based on most recent expense analysis with adequate allowance for expense inflation

Additional provisions have been made in respect of

(i) Unearned mortality/morbidity charges

(ii) Incurred but not reported claims(IBNR)

(iii) Lapsed and paid up policies within period of reinstatement.

(iv) Free look policies

(v) Contingency

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

3. Encumbrances

The assets of the company are free from all encumbrances as at Quarter end/ year end except as below:

Particulars	At June 30, 2022	At March 31, 2022	At March 31, 2021	At March 31, 2020
1. Clearing Corporation of India Ltd – Margin/ Collateral requirement for TREPS and Securities segment (Including margin kept for default fund)				
a. Government Securities	570.00	570.00	570.00	470.00
b. Cash	44.20	44.20	14.20	14.20
2. Unique Identification Authority of India (UIDAI)				
a. Fixed Deposit as bank guarantee	2.50	2.50	2.50	2.50
3. Others				
a. Fixed Deposit – BSE & NSE Margin	-	-	-	124.80
b. Fixed Deposit as bank guarantee (For Office Premises)	-	-	-	0.50

4. Direct Tax

The current tax provision is determined in accordance with the provisions of Income Tax Act, 1961.The provision for current tax for the Quarter end/Year end period is as below.

Particulars	Quarter ended June 30, 2022	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2020
Provision for Income Tax	NIL	NIL	NIL	NIL

The Company has not recognized deferred tax assets on account of timing difference as stipulated in Accounting standard 22 on “Accounting for Taxes on Income”, in view of uncertainty of the sufficient future taxable income to set-off the taxable accumulated business losses.

5. Commitments made and outstanding on Loans, Investments and Fixed Assets

The commitments made by the company are as below:

Particulars	At June 30, 2022	At March 31, 2022	At March 31, 2021	At March 31, 2020
Commitments made and outstanding for loans and investments	NIL	NIL	NIL	NIL
Estimated amount of contracts remaining to be executed on fixed assets to the extent not provided for (net of advance)	4.59	5.24	5.68	2.71

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

6. Operating lease commitments

In accordance with Accounting Standard 19 on Leases, the details of leasing arrangements entered into by the Company are as under:

The Company has entered into agreements in the nature of cancellable and non-cancellable leave and license agreements with different lessors / licensors for the purpose of establishment of office premises, Vehicles and IT equipments. These are generally in the nature of operating leases / leave and licenses.

The operating lease rentals charged during the year and maximum obligations on operating lease payable at the balance sheet date, as per the rentals stated in the agreements are as follows:

Particulars	Quarter ended June 30, 2022	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2020
Total lease rentals charged to Revenue Account	34.39	128.26	131.65	101.21
Lease obligations for non – cancellable leases*				
- Within one year of the balance sheet date	140.81	147.79	135.93	135.23
- Due in a period between one year and five years	194.73	231.86	374.28	480.01
- Due after five years	9.60	12.27	10.90	29.92

*The company has disclosed all the lease obligation including non-cancellable leases.

7. Claims settled and remaining unpaid

Details of claims which are outstanding for more than six months are as below:

Particulars	At June 30, 2022	At March 31, 2022	At March 31, 2021	At March 31, 2020
Claims settled and remaining unpaid for a period of more than six months.	NIL	NIL	NIL	NIL

8. Value of contracts outstanding in relation to investments

Value of investment contracts where settlement or delivery is pending is as follows:

Particulars		At June 30, 2022	At March 31, 2022	At March 31, 2021	At March 31, 2020
Purchases where deliveries are pending	Shareholders fund	264.46	-	-	-
	Policy holders fund	103.03	290.59	128.06	1,062.17
	Total	367.49	290.59	128.06	1,062.17
	Shareholders fund	-	-	-	-
	Policy holders fund	160.49	942.38	-	616.55

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

Sales where receipts are pending	**Total**	160.49	942.38	-	616.55

There are no investment contracts where sales have been made and payments are overdue at the Balance Sheet date

9. Historical cost of investments

The aggregate historical cost and market value of Linked investments, which are valued at fair value is as follows:

Particulars	At June 30, 2022	At March 31, 2022	At March 31, 2021	At March 31, 2020
Historical cost of Linked investments	63,893.60	63,561.23	52,250.76	44,212.67
Market Value of Linked investments	67,566.17	71,776.80	59,057.01	39,561.23

10. Foreign exchange gain/loss

The amount of net foreign exchange (gain)/loss credited/debited to Revenue account is as follows:

Particulars	Quarter ended June 30, 2022	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2020
Net foreign exchange (gain)/loss credited/debited to Revenue account.	-	2.86	0.33	0.28

11. Disclosures on other work given to auditors

The remuneration paid to statutory auditors / internal auditor or its associates for service other than statutory / internal audit are disclosed below:

Particulars	Quarter ended June 30, 2022	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2020
Towards Certification Fees to Statutory Auditor	0.15	0.81	0.35	0.16
Towards Tax Audit	-	-	-	-

12. Managerial remuneration

The details of the Managing and Executive Directors' remuneration included in Employee Remuneration & Welfare Benefit are as follows:

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

	Ms. R.M.Vishakha - Managing Director & CEO			
Particulars	**Quarter ended June 30, 2022**	**Year ended March 31, 2022**	**Year ended March 31, 2021**	**Year ended March 31, 2020**
Salary	6.42	25.77	24.02	16.62
Other Allowances	14.10	26.53	18.57	17.22
Contribution to Provident Fund	0.39	1.56	1.44	1.03
Perquisites(Superannuation and NPS)	0.81	3.24	3.00	2.15
Total	21.72	57.10	47.03	37.02

(i) The above remuneration excludes gratuity,leave encashment,long term incentive plan and Option scheme.Such benefits are reported on payment basis.

(ii) Sitting Fees paid/ payable to independent directors is as below

Particulars	Quarter ended June 30, 2022	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2020
Directors Sitting fees	1.68	5.58	3.32	4.44

(iii) The managerial remuneration is in accordance with the requirements of Section 34A of the Insurance Act, 1938 and as approved by IRDAI.

13. Earnings per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for effects of all dilutive equity shares.

Particulars	At June 30, 2022	At March 31, 2022	At March 31, 2021	At March 31, 2020
Profit/(loss) as per profit & loss account	(418.27)	(2,816.20)	301.89	(974.15)
Weighted average number of share	663,461,539	663,461,539	662,135,933	630,300,546
Earnings per share (Basic and Diluted)	(0.63)	(4.24)	0.46	(1.55)
Face Value per share- Rs.	10	10	10	10

14. Employee benefits

14.1 Defined benefit plans

i) Gratuity

The Company provides for gratuity, a defined benefit retirement plan covering all employees as at balance sheet date using projected unit credit method. The plan provides a lump sum payment to vested employees at retirement or termination of employment based on the respective employee's salary and the years of employment with the Company. The gratuity benefit payable is greater of the provisions of the Payment of Gratuity Act, 1972 and the Company's Gratuity Scheme as mentioned below:

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

Particulars	At/ For the quarter ended June 30, 2022	At/ For the year ended March 31, 2022	At/ For the year ended March 31, 2021	At/ For the year ended March 31, 2020
Present value of Defined benefit obligations as at beginning of the Period	169.93	158.65	138.28	108.19
Service cost	7.05	26.53	26.24	22.10
Interest cost	2.19	6.61	7.20	7.31
Benefits paid	(11.34)	(37.01)	(25.95)	(12.76)
Past service cost	-	-	-	-
Actuarial (gain) / loss on obligations	14.36	15.15	12.88	13.44
Present value of Defined benefit obligations as at end of the Period	182.19	169.93	158.65	138.28
Reconciliation of present value of the obligation and the fair value of the plan assets				
Opening Fair value of plan assets	168.64	158.65	116.22	103.76
Contributions by the employer for the year	11.34	36.98	47.08	32.45
Benefits paid	(11.34)	(37.01)	(25.94)	(12.75)
Expected return on plan assets	2.17	6.74	6.05	7.01
Actuarial gains/ (loss) on Asset	(6.71)	3.28	15.24	(14.25)
Closing fair value of plan assets	164.10	168.64	158.65	116.22
Net (asset)/ liability as at the end of the period	18.08	1.29	-	22.06
Cost recognised for the period				
Current Service Cost	7.05	26.53	26.24	22.10
Interest Cost	2.19	6.61	7.20	7.31
Expected return on plan assets	(2.17)	(6.74)	(6.05)	(7.01)
Past Service Cost	-	-	-	-
Actuarial (gain)/ loss	21.06	11.87	(2.37)	27.69
Net Gratuity Cost	28.13	38.27	25.02	50.09
Actuarial assumptions used				
Discount rate	6.77%	5.15%	4.25%	5.21%
Salary escalation rate	7.50%	7.50%	7.50%	10.00%
Investments Details of Plan Assets Plan Asset invested in Insurer Managed Funds	100%	100%	100%	100%

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

Experience Adjustments	At/ For the quarter ended June 30, 2022	At/ For the year ended March 31, 2022	At/ For the year ended March 31, 2021	At/ For the year ended March 31, 2020
Defined Benefit Obligation	182.19	169.93	158.65	138.28
Plan Assets	164.10	168.64	158.65	116.22
Surplus/ (Deficit)	(18.09)	(1.29)	-	(22.06)
Experience Adjustments on Plan Liabilities	18.56	20.97	18.18	12.48
Experience Adjustments on Plan Assets	(6.71)	3.28	15.23	(14.25)

The Company expects to fund towards the company's gratuity plan during the year end as below:

Experience Adjustments	Quarter ended June 30, 2022	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2020
Expected Outflow towards gratuity plan in next year	49.20	29.47	23.47	48.30

ii) Accumulated Compensated Absences

The Company provides for accumulated compensated absences as at balance sheet date using projected unit credit method. This method takes into account the pattern of availment of leave while in service and qualifying salary on date of availment of leave.

The Present value of obligation for accumulated compensated absences as determined by the Actuary is given below:

Particulars	At June 30, 2022	At March 31, 2022	At March 31, 2021	At March 31, 2020
Present value of obligations as at end of the Period	110.17	99.97	85.09	60.15
Fair Value of Plan Assets	77.28	79.25	74.57	50.09
Actuarial assumptions used				
Discount rate	6.77%	5.15%	4.25%	5.21%
Salary escalation rate	7.50%	7.50%	7.50%	10.00%

iii) ***Long term incentive plan:*** The liability for this plan is determined as the present value of expected benefit payable. The discount rate used of valuation of this liability is as given below:

Particulars	At June 30, 2022	At March 31, 2022	At March 31, 2021	At March 31, 2020
Discount rate	5.0%	5.0%	5.0%	5.5%

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

14.2 Defined Contribution Plans

The Company has recognised the following amounts as an expense in the Revenue account as below :

Particulars	Quarter ended June 30, 2022	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2020
Contribution to Employees Provident Fund	32.83	120.81	107.57	88.12
Contribution to Superannuation Fund	1.59	6.51	5.98	5.61

15 Non-performing investments/ Impairment of investments

In accordance with the Financial Statements Regulations, Schedule A Part I on Accounting Principle for Preparation of Financial Statements on procedure to determine the value of investment and the relevant circular, the impairment in value of investments other than temporary diminution has been assessed as at balance sheet date and accordingly, the diminution in the value of Investments has been recognized under the head “Provision for diminution in the value of investments (Net)” in the Revenue and Profit and Loss Accounts. The total impairment loss recognized for the Period ended and total Non-performing Assets recognized for the Period is as belows:

Particulars	Quarter ended June 2022	Year ended March 2022	Year ended March 2021	Year ended March 2020
Total impairment loss recognized for the Period	2.93	(15.91)	NIL	NIL
Total Non-performing Assets recognized for the Period	NIL	NIL	NIL	1,614.08

16 Deposits made under Local Laws

Details of deposits made by company under local laws as of Quarter ended/ Year ended period is as below, the same is along with deposits and cash margin detailed in note no.3 of notes to restated standalone financial information.

Particulars	At June 30, 2022	At March 31, 2022	At March 31, 2021	At March 31, 2020
Deposits made under local law	22.70	22.56	21.12	20.81

17 Allocation of investments and investment income

The funds of the shareholders and the policyholders are kept separate and records are maintained accordingly. Investments made out of the shareholders’ and policyholders’ funds are tracked from their inception and the income thereon is also tracked separately. Since the actual funds, investments and income thereon are tracked and reported separately, the allocation of investments and income is not required.The underlying investments held on behalf of the shareholders and the policyholders are included in Annexure XIII, XIV and XV. The investment income arising from the investments held on behalf of shareholders has been taken to the Profit and Loss Account and those held on behalf of policyholders to the Revenue Account.

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

18 Basis of revaluation of investment property

There are no investment properties since year ended March 31, 2020 to quarter ended June 30, 2022 to be revalued.

19 Segment reporting

As per Accounting Standard 17 on 'Segment Reporting' read with the IRDAI Financial Statements Regulations, the Company has classified and disclosed segmental information into Par, Non Par, Linked and Non Linked businesses which are further segmented into Individual Life, Group, Variable, Annuity and Pension. Accordingly, the Company has prepared the Revenue Account and Balance Sheet for these primary business segments separately. The same is disclosed below:

Particulars`	Quarter ended June 30, 2022	Year ended March 31, 2022	Year ended March 31, 2021	Year ended At March 31, 2020
Segment Income				
Segment A: Non Par Linked Individual:				
Net Premium	2,605.75	13,348.23	11,197.93	9,687.39
Income from Investments	(3,844.06)	8,861.75	15,693.63	(5,051.32)
Miscellaneous Income	8.99	38.77	95.00	0.09
Segment B: Non Par Linked Individual Pension:				
Net Premium	16.37	72.31	84.71	85.87
Income from Investments	(139.01)	340.96	789.62	(260.45)
Miscellaneous Income	-	-	-	-
Segment C: Non Par Linked Group:				
Net Premium	10.56	75.70	43.91	304.85
Income from Investments	(20.25)	55.43	164.60	14.35
Miscellaneous Income	-	-	-	-
Segment D: Non Par Linked Group Pension:				
Net Premium	-	2.50	-	-
Income from Investments	(0.07)	(0.00)	-	-
Miscellaneous Income	-	-	-	-
Segment E: Non Par Non Linked Individual				
Net Premium	2,304.31	12,131.22	6,656.40	3,990.08
Income from Investments	352.93	1,062.02	654.22	461.80
Miscellaneous Income	3.26	8.44	7.43	9.51
Segment F: Non Par Non Linked Individual Variable				
Net Premium	2.80	13.81	15.43	16.48

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

Income from Investments	1.84	6.49	5.27	4.19
Miscellaneous Income	-	-	-	0.08
Segment G: Non Par Non Linked Health				
Net Premium	-	0.07	0.16	1.03
Income from Investments	-	-	0.08	0.83
Miscellaneous Income	-	0.01	-	-
Segment H: Non Par Non Linked Annuity				
Net Premium	415.50	240.86	51.39	15.96
Income from Investments	6.87	10.79	2.70	1.07
Miscellaneous Income	-	-	-	-
Segment I: Non Par Non Linked Group Pension				
Net Premium	1.28	229.97	468.30	98.62
Income from Investments	182.50	1,505.34	2,382.82	2,895.00
Miscellaneous Income	-	-	-	-
Segment J: Non Par Non Linked Group				
Net Premium	1,621.27	6,914.15	3,780.38	3,721.01
Income from Investments	199.50	633.19	526.11	423.81
Miscellaneous Income	-	-	-	-
Segment K: Non Par Non Linked Group Health				
Net Premium	1.27	9.20	2.02	1.30
Income from Investments	0.09	0.17	0.03	0.01
Miscellaneous Income	-	-	-	-
Segment L: Non Par Non Linked Group Variable				
Net Premium	-	24.83	245.53	534.90
Income from Investments	34.20	136.39	121.48	89.44
Miscellaneous Income	-	-	-	-
Segment M: Non Par Non Linked Group Pension Variable				
Net Premium	-	154.85	280.00	1,350.00
Income from Investments	36.98	141.03	117.02	73.25
Miscellaneous Income	-	-	-	-
Segment N: Par Non Linked Individual				
Net Premium	1,475.09	10,287.44	8,423.74	6,807.84
Income from Investments	483.30	1,652.21	1,192.87	744.07
Miscellaneous Income	3.55	11.87	9.51	12.04
Segment O: Par Non Linked Individual Pension				
Net Premium	267.39	2,232.28	2,760.23	2,941.02
Income from Investments	263.63	952.50	734.47	484.52
Miscellaneous Income	1.30	6.80	3.67	5.68

Notes to the Restated Financial Information

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

Segment P: Par Non Linked Group Pension				
Net Premium	1.00	920.08	3,174.40	150.00
Income from Investments	113.92	535.62	553.60	569.13
Miscellaneous Income	-	-	-	-
Segment Q: Par Non Linked Group Pension Variable				
Net Premium	1.65	2,756.50	1,375.44	2,281.57
Income from Investments	167.93	859.23	855.48	1,203.84
Miscellaneous Income	-	-	-	-
Segment R: Par Non Linked Group Non Pension Variable				
Net Premium	10.93	390.70	375.14	465.06
Income from Investments	119.90	532.40	579.53	655.82
Miscellaneous Income	-	-	-	-
Segment S: Par Non Linked Group Non Pension Non Variable				
Net Premium	-	47.33	74.29	-
Income from Investments	1.88	5.94	0.41	-
Miscellaneous Income	-	-	-	-
Segment T: Shareholders				
Net Premium	-	-	-	-
Income from Investments	93.98	483.39	519.60	485.24
Miscellaneous Income	23.29	69.44	128.43	12.83

Particulars	At/ Quarter ended June 30, 2022	At/ Year ended March 31, 2022	At/ Year ended March 31, 2021	At/ Year ended At March 31, 2020
Segement (Surplus)/ Defecit (Net of transfer from Shareholders A/c)				
Segment A: Non Par Linked Individual:	(132.06)	(573.79)	(176.01)	42.81
Segment B: Non Par Linked Individual Pension:	(5.61)	(36.64)	(22.03)	(14.87)
Segment C: Non Par Linked Group:	6.58	0.31	NA	NA
Segment D: Non Par Linked Group Pension:	0.08	10.12	7.24	6.84
Segment E: Non Par Non Linked Individual	247.31	531.03	146.10	(156.00)
Segment F: Non Par Non Linked Individual Variable	12.55	13.04	6.57	13.79
Segment G: Non Par Non Linked Health	-	(0.14)	0.32	(1.39)
Segment H: Non Par Non Linked Annuity	180.86	38.14	2.36	5.78
Segment I: Non Par Non Linked Group Pension	7.77	(452.80)	(496.26)	6.99

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

Segment J: Non Par Non Linked Group	154.14	3,778.75	901.12	65.36
Segment K: Non Par Non Linked Group Health	(0.91)	(0.83)	2.07	(0.96)
Segment L: Non Par Non Linked Group Variable	1.51	5.90	21.83	(7.21)
Segment M: Non Par Non Linked Group Pension Variable	0.88	4.80	0.10	21.10
Segment N: Par Non Linked Individual	-	(76.41)	(61.01)	282.88
Segment O: Par Non Linked Individual Pension	-	(52.39)	(40.17)	98.70
Segment P: Par Non Linked Group Pension	-	(41.48)	(12.54)	2.50
Segment Q: Par Non Linked Group Pension Variable	-	49.12	(50.15)	(81.45)
Segment R: Par Non Linked Group Non Pension Variable	-	34.11	(8.42)	28.89
Segment S: Par Non Linked Group Non Pension Non Variable	-	4.44	2.95	-
Segment Asset				
Segment A: Non Par Linked Individual:	64,868.48	68,839.91	56,365.43	37,117.50
Segment B: Non Par Linked Individual Pension:	2,218.26	2,407.87	2,262.72	1,662.74
Segment C: Non Par Linked Group:	606.61	662.98	779.75	1,101.18
Segment D: Non Par Linked Group Pension:	2.41	2.48	-	-
Segment E: Non Par Non Linked Individual	20,698.86	19,081.98	10,778.08	6,658.83
Segment F: Non Par Non Linked Individual Variable	132.28	117.76	98.78	77.83
Segment G: Non Par Non Linked Health	-	-	0.06	0.51
Segment H: Non Par Non Linked Annuity	786.13	355.59	86.71	35.52
Segment I: Non Par Non Linked Group Pension	6,456.21	8,953.90	22,326.96	36,160.92
Segment J: Non Par Non Linked Group	12,368.91	11,702.06	7,510.77	5,902.77
Segment K: Non Par Non Linked Group Health	0.86	2.10	0.37	-
Segment L: Non Par Non Linked Group Variable	1,718.04	1,911.22	1,786.72	1,406.79
Segment M: Non Par Non Linked Group Pension Variable	2,117.64	2,080.66	1,784.79	1,393.51
Segment N: Par Non Linked Individual	27,983.03	26,987.04	19,151.12	12,572.96
Segment O: Par Non Linked Individual Pension	14,670.74	14,325.63	11,571.64	8,271.82

Notes to the Restated Financial Information

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

Segment P: Par Non Linked Group Pension	6,068.13	6,230.65	7,693.85	5,667.78
Segment Q: Par Non Linked Group Pension Variable	12,153.90	12,057.02	11,882.66	13,157.99
Segment R: Par Non Linked Group Non Pension Variable	6,565.64	6,976.73	8,354.78	8,086.96
Segment S: Par Non Linked Group Non Pension Non Variable	131.37	129.50	74.99	-
Segment Policy Liabilities				
Segment A: Non Par Linked Individual:	64,868.48	68,839.91	56,365.43	37,117.50
Segment B: Non Par Linked Individual Pension:	2,218.26	2,407.87	2,262.72	1,662.74
Segment C: Non Par Linked Group:	606.61	662.98	779.75	1,101.18
Segment D: Non Par Linked Group Pension:	2.41	2.48	-	-
Segment E: Non Par Non Linked Individual	20,723.90	19,064.45	10,757.84	6,724.63
Segment F: Non Par Non Linked Individual Variable	132.28	117.76	98.78	77.83
Segment G: Non Par Non Linked Health	-	-	0.06	0.51
Segment H: Non Par Non Linked Annuity	786.13	355.59	86.71	35.52
Segment I: Non Par Non Linked Group Pension	6,460.22	8,949.35	22,297.77	36,162.75
Segment J: Non Par Non Linked Group	12,390.15	11,706.60	7,501.86	5,902.94
Segment K: Non Par Non Linked Group Health	0.86	2.10	0.37	-
Segment L: Non Par Non Linked Group Variable	1,718.04	1,911.22	1,786.72	1,406.79
Segment M: Non Par Non Linked Group Pension Variable	2,117.64	2,080.66	1,784.79	1,393.51
Segment N: Par Non Linked Individual	28,017.71	26,951.20	19,118.18	12,715.35
Segment O: Par Non Linked Individual Pension	14,703.52	14,331.80	11,553.76	8,317.21
Segment P: Par Non Linked Group Pension	6,069.95	6,224.60	7,675.38	5,663.04
Segment Q: Par Non Linked Group Pension Variable	12,155.90	12,052.11	11,865.97	13,158.74
Segment R: Par Non Linked Group Non Pension Variable	6,567.22	6,972.19	8,337.21	8,078.94
Segment S: Par Non Linked Group Non Pension Non Variable	131.37	129.50	74.99	-

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

20. i)Percentage of Business Sector-wise

Business for social and rural sector as required under IRDAI (Obligations of insurers to Rural and Social Sectors) Regulations, 2015, issued by IRDAI, are given below:

Particulars	For quarter ended June 30, 2022			For year ended March 31, 2022		
	Number of Individual life policies	Number of group Lives covered	First year and single premium	Number of Individual life policies	Number of group Lives covered	First year and single premium
Total Business	58,610	5,487,896*	5,010.46	265,471	3,857,767*	27,662.13
Rural Sector	23,619	-	891.22	101,967	-	3,951.38
As a % of Total Business	40.30%	-	17.79%	38.41%	-	14.28%
Social Sector	-	21,529	1.61	-	277,230	66.30
As a % of Total Business	-	0.39%	0.03%	-	7.19%	0.24%

Particulars	For year ended March 31, 2021			For year ended March 31, 2020		
	Number of Individual life policies	Number of group Lives covered	First year and single premium	Number of Individual life policies	Number of group Lives covered	First year and single premium
Total Business	197,564	3,907,759*	20,505.70	187,896	2,124,406*	18,667.88
Rural Sector	72,840	-	2,286.97	62,525	-	1,980.71
As a % of Total Business	36.87%	-	11.15%	33.28%	-	10.61%
Social Sector	-	208,010	57.29	-	117,700	31.39
As a % of Total Business	-	5.32%	0.28%	-	5.54%	0.17%

* of preceeding financial year

ii) Percentage of risk-retained and risk-reinsured

Particulars	At June 30, 2022		At March 31, 2022	
	Sum Assured	Percentage	Sum Assured	Percentage
Individual Business				
Risk-retained	367,899.55	54	342,087.79	54
Risk-reinsured	312,791.66	46	295,324.58	46
Group Business				
Risk-retained	805,234.04	52	781,564.22	53
Risk-reinsured	750,711.31	48	687,736.59	47
Pradhan Mantri Jeevan Jyoti (PMJJY)				
Risk-retained	0	0	719,392.70	52
Risk-reinsured	0	0	664,592.00	48

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

Particulars	At March 31, 2021		At March 31, 2020	
	Sum Assured	Percentage	Sum Assured	Percentage
Individual Business				
Risk-retained	227,974.33	55	187,349.85	67
Risk-reinsured	185,789.85	45	93,755.94	33
Group Business				
Risk-retained	864,521.55	61	772,617.69	74
Risk-reinsured	543,536.65	39	266,438.46	26
Pradhan Mantri Jeevan Jyoti (PMJJY)				
Risk-retained	523,485.98	50	472,069.70	50
Risk-reinsured	524,461.50	50	472,069.70	50

21. Related Party Disclosure

The Company has had transactions with related parties as defined in Accounting Standard 18 on ”Related Party Disclosures”. Related Parties have been identified by the management on the basis of the information available with the Company. Details of these parties with whom the Company has had transactions, nature of the relationship, transactions with them and balances at year-end/ quarter end, are detailed in **Annexure XVIII**.

22. Accounting or Financial Ratios

Accounting ratios prescribed by the IRDA in its circular dated April 29, 2003 are provided as below

Sr No	Particulars	Quarter ended June 30, 2022	Year ended March 31, 2022	Year ended March 31, 2021	Year ended At March 31, 2020
1	**New business premium income growth (segment-wise) (Increase in New business premium for Current Year divided by new business premium income for Previous Year)**				
	Segment A: Non Par Linked Individual:	72.15%	56.82%	2.77%	(13.33%)
	Segment B: Non Par Linked Individual Pension:	0.00%	0.00%	(100.00%)	31.71%
	Segment C: Non Par Linked Group:	0.00%	72.40%	(85.60%)	58.71%
	Segment D: Non Par Linked Group Pension:	0.00%	0.00%	0.00%	0.00%
	Segment E: Non Par Non Linked Individual	56.43%	96.19%	155.38%	(1.10%)
	Segment F: Non Par Non Linked Individual Variable	(52.17%)	(64.46%)	(34.64%)	(75.25%)
	Segment G: Non Par Non Linked Health	(100.00%)	(200.35%)	0.00%	(100.00%)
	Segment H: Non Par Non Linked Annuity	1352.37%	368.73%	221.99%	24.88%
	Segment I: Non Par Non Linked Group Pension	(81.50%)	(50.89%)	374.86%	(98.01%)
	Segment J: Non Par Non Linked Group	(30.16%)	67.73%	8.75%	58.18%

	Segment K: Non Par Non Linked Group Health	(31.19%)	354.31%	55.63%	540.79%
	Segment L: Non Par Non Linked Group Variable	0.00%	(89.89%)	(54.10%)	(33.30%)
	Segment M: Group Variable Pension	(100.00%)	(44.70%)	(79.26%)	0.00%
	Segment N: Par Non Linked Individual	89.39%	7.86%	(29.92%)	181.25%
	Segment O: Par Non Linked Individual Pension	33.76%	(99.97%)	(65.83%)	(38.95%)
	Segment P: Par Non Linked Group Pension	(99.79%)	(71.02%)	2016.27%	(70.73%)
	Segment Q: Par Non Linked Group Pension Variable	(99.20%)	100.41%	(39.72%)	6.25%
	Segment R: Par Non Linked Group Non Pension Variable	(93.81%)	4.15%	(19.33%)	(77.60%)
	Segment S: Par Non Linked Group Non Pension Non Variable	(100.00%)	(36.29%)	0.00%	0.00%
2	Net retention ratio (Net Premium divided by Gross Premium)	96.21%	96.12%	96.19%	96.57%
3	Ratio of Expenses of management (Expenses of management divided by Total Gross direct Premium)	27.61%	18.47%	18.07%	19.12%
4	Commission Ratio (Gross Commission paid to Gross Premium)	5.72%	4.89%	4.23%	4.48%
5	Ratio of Policyholders’ liabilities to Shareholders’ funds Note: a) Policyholders' Liabilities = Policy Liabilities + Funds for Future Appropriations + Provision for Linked Liabilities +Provision for Discontinued Policies+Credit/(Debit) fair value change account (Linked & Non Linked) b) Shareholders' Funds = Share Capital + Reserves & Surplus + Credit / (Debit) fair value Current Year account + Credit / (Debit) balance in Profit &Loss A/C	39.81	37.06	20.95	19.43
6	Growth rate of Shareholders’ funds	(8.57%)	(36.40%)	8.17%	8.06%
7	Ratio of Surplus / (Deficit) to Policyholders’ liability	0.00%	2.00%	1.00%	1.00%
8	Change in Net worth (In Millions)	(422.95)	(2,822.54)	585.91	534.64
9	Profit after tax / Total Income	(6.12%)	(4.16%)	0.47%	(2.76%)
10	Total of Real Estate + Loans / Cash & invested assets	0.13	0.12	0.08	0.06
11	Total Investments / Total of (Capital + Surplus)	19.54	19.86	17.92	15.78
12	Total affiliated Investments / Total of (Capital + Surplus)	20.20%	11.13%	2.79%	0.81%
13	**Investment yield (gross and net)**				
	Without Unrealised Gains/Losses				
A.	Shareholders' Funds	8.48%	10.89%	9.97%	9.05%
	Policyholders' Funds				

Notes to the Restated Financial Information

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

	A. Non Linked				
	B. Participating	7.02%	7.28%	7.69%	7.83%
	Non Participating	7.21%	8.51%	8.30%	7.54%
	A. Linked				
	Non Participating	2.51%	12.31%	9.89%	6.06%
B.	**With Unrealised Gains/Losses**				
	Shareholders' Funds	(0.64%)	9.84%	7.45%	(6.41%)
	Policyholders' Funds				
	A. Non Linked				
	B. Participating	(7.02%)	4.78%	8.06%	10.99%
	Non Participating	(5.85%)	5.21%	7.59%	10.03%
	A. Linked				
	Non Participating	(21.77%)	13.41%	39.63%	(14.01%)
14	**Conservation ratio**				
	Segment A: Non Par Linked Individual:	88.01%	81.54%	87.88%	79.74%
	Segment B: Non Par Linked Individual Pension:	94.98%	85.37%	98.74%	86.02%
	Segment C: Non Par Linked Group:	0.00%	0.00%	0.00%	0.00%
	Segment D: Non Par Linked Group Pension:	0.00%	0.00%	0.00%	0.00%
	Segment E: Non Par Non Linked Individual	88.23%	83.47%	83.06%	84.17%
	Segment F: Non Par Non Linked Individual Variable	75.90%	87.68%	88.83%	80.23%
	Segment G: Non Par Non Linked Health	0.00%	35.73%	17.09%	32.91%
	Segment H: Non Par Non Linked Annuity	0.00%	0.00%	0.00%	0.00%
	Segment I: Non Par Non Linked Group Pension	0.00%	0.00%	0.00%	0.00%
	Segment J: Non Par Non Linked Group	0.00%	0.00%	0.00%	0.00%
	Segment K: Non Par Non Linked Group Health	0.00%	0.00%	0.00%	0.00%
	Segment L: Non Par Non Linked Group Variable	0.00%	0.00%	0.00%	0.00%
	Segment M: Group Variable Pension	0.00%	0.00%	0.00%	0.00%
	Segment N: Par Non Linked Individual	92.90%	87.05%	83.39%	81.22%
	Segment O: Par Non Linked Individual Pension	86.65%	81.28%	86.52%	89.04%
	Segment P: Par Non Linked Group Pension	0.00%	0.00%	0.00%	0.00%
	Segment Q: Par Non Linked Group Pension Variable	0.00%	0.00%	0.00%	0.00%
	Segment R: Par Non Linked Group Non Pension Variable	0.00%	0.00%	0.00%	0.00%
	Segment S: Par Non Linked Group Non Pension Non Variable	0.00%	0.00%	0.00%	0.00%
15	**Persistency ratio**				

Notes to the Restated Financial Information

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

	1. Persistency Ratio (including single premium based on no. of policies)				
	a. For 13th Month	70.90%	69.64%	73.15%	75.76%
	b. For 25th Month	65.84%	64.64%	64.18%	66.67%
	c. For 37th Month	60.93%	59.68%	59.42%	56.94%
	d. For 49th Month	56.50%	55.99%	46.93%	59.08%
	e. For 61th Month	40.51%	39.37%	40.84%	47.49%
	2. Persistency Ratio (including single premium based on premium)				
	a. For 13th Month	83.29%	81.73%	78.94%	79.29%
	b. For 25th Month	72.84%	70.93%	67.00%	70.85%
	c. For 37th Month	63.77%	63.00%	62.92%	66.98%
	d. For 49th Month	60.46%	59.94%	58.72%	65.49%
	e. For 61th Month	47.41%	44.78%	46.59%	53.64%
	3. Persistency Ratio (excluding single premium based on no. of policies)				
	a. For 13th Month	70.70%	69.43%	70.70%	67.43%
	b. For 25th Month	63.44%	61.40%	57.85%	57.74%
	c. For 37th Month	53.54%	52.53%	49.94%	51.61%
	d. For 49th Month	45.91%	45.70%	46.71%	48.59%
	For 61th Month	40.34%	39.27%	40.64%	37.40%
	4. Persistency Ratio (excluding single premium based on premium)				
	a. For 13th Month	82.73%	81.16%	78.49%	75.76%
	b. For 25th Month	72.28%	70.32%	66.01%	66.87%
	c. For 37th Month	62.78%	61.93%	60.61%	62.74%
	d. For 49th Month	57.94%	57.51%	57.60%	57.15%
	e. For 61th Month	46.67%	43.98%	44.46%	38.40%
16	NPA ratio				
	A. Gross NPA Ratio	1.14%	1.12%	1.26%	1.49%
	B. Net NPA Ratio	0.00%	0.00%	0.01%	0.00%
17	Solvency ratio	166%	165.00%	181.00%	172.00%

23. Statement containing names, descriptions, occupations of and directorships held by the persons in charge of management of the business under section 11 (2) of Insurance Act, 1938. (amended by Insurance laws (Amendment Act 2015):

Director Name	Entity in which Director is interested	June 30, 2022	March 31, 2022	March 31, 2021	March 31, 2020
Mr. Sanjiv Chadha	National Insurance Company Limited	Director			NA
	BOB Financial Solutions Limited	Nominee Director		Chairman	NA
	BOB Capital Markets Limited	Nominee Director		Chairman	NA
	Bank of Baroda	Managing Director & CEO			NA
	BOB UK Limited	Chairman			NA

	Indian Institute of Banking & Finance	Director		NA	NA
	National Institute of Bank Management	Member on Governing Body		NA	NA
	Management Development Institute Society	Nominee Member on General Body	NA	NA	NA
Mr. Vikramaditya Singh Khichi	BOB Financial Solutions Limited	Nominee Director			Director
	Baroda BNP Paribas Asset Management India Pvt. Ltd	Non Exec Director & Chairman of the Board		Associate Director	Director
	Bank of Baroda	Executive Director			
	Indo Zambia Bank Ltd	Whole time Director	Non Executive Director	Nominee Director	Director
	Bank of Baroda (Kenya) Limited	Non Executive Director & Chairman of the Board		Chairman	Director
Mr. Joydeep Dutta Roy	Bank of Baroda	Executive Director		NA	NA
	Baroda BNP Paribas Asset Management India Pvt Ltd	Nominee Director		NA	NA
	Bank of Baroda (Botswana) Limited	Non – Executive Director		NA	NA
	Bank of Baroda (UK) Limited	Non – Executive Director		NA	NA
	Baroda Trustee India Private Limited.	NA	NA	Nominee Director	NA
	The Nainital Bank Limited.	NA	NA	Director	NA
	Baroda Global Shared Services Limited	NA	NA	Nominee Director	NA
Mr. Ramesh Singh	Chiripal Poly Films Limited	Independent Director			NA
	Union Trustee Company Private Limited	Director		NA	NA
Mr. Narendra Ostawal	NNA CRE Properties LLP	Designated Partner			
	Warburg Pincus India Private Limited	Managing Director			
	Computer Age Management Services Ltd	Director			
	Fusion Micro Finance Limited	Director			
	Carmel Point Investments India Private Ltd	Director			
	Avanse Financial Services Limited	Director			
	Home First Finance Company India Limited	Director			NA
	WPI Partners LLC , Class A	Member			
	Warburg Pincus LLC	Member			
	WP & Company Partners US, L.P.	Limited Partner			
	Warburg Pincus XI Partners, L.P.	Limited Partner			
	Warburg Pincus XI Partners (Cayman), L.P.	Limited Partner			
	Warburg Pincus XI (E&P) Partners – B , L.P.	Limited Partner			
	Warburg Pincus Energy Partners, L.P.	Limited Partner			
	Warburg Pincus Energy Partners (Cayman), L.P.	Limited Partner			
	Warburg Pincus Enerygy (E&P) Partners – B, L.P.	Limited Partner			
	Arihant Associates	Partner			
	Arihant Estates	Partner			

	Laurus Labs Limited	NA	NA	NA	Director
	D B Power Limited	NA	NA	NA	Director
	DB Power (Madhya Pradesh) Limited	NA	NA	NA	Director
	Diliigent Power Private Limited	NA	NA	NA	Director
	Decore Thermal Power Limited	NA	NA	NA	Director
	AU Small Finance Bank Limited	NA	NA	NA	Director
Mr. K. S. Gopalakrishnan	Acko General Insurance Company Limited	Non Exec - Independent Director	NA	NA	NA
Mr. Hemant Kaul	Transcorp International Limited	Director		NA	NA
	Indostar Capital Finance Limited	Director		NA	NA
	Ashiana Housing Limited	Director		NA	NA
	OLA Financial Services Private Limited	Director		NA	NA
	Namdev Finvest Private Limited	Director		NA	NA
	OLA Capital Services Private Limited	Director		NA	NA
	Earlysalary Services Private Limited	Director		NA	NA
	Social Worth Technologies Private Limited	Director		NA	NA
	Jaipur Advisory Group Private Limited	Director		NA	NA
	Goddard Technical Solutions Private Ltd	Director		NA	NA
	EGIS Healthcare Services Private Limited	Director		NA	NA
Mr. Alok Vajpeyi	AV Advisory Pvt. Ltd.	NA	NA	Director	Director
	Littlemore Innovation Pte Ltd	NA	NA	Director	NA
	Avendus Capital Public Markets Alternate Strategies LLP	NA	NA	Partner	Designated Partner
	Digital Gold India Pvt. Ltd.	NA	NA	Director	Director
	Conscious Food Private Limited	NA	NA	Director	NA
	Sula Vineyards Private Limited	NA	NA	Director	NA
Mr. N. Srinivasan	Infrastructure Leasing and Financial services Limited	NA	NA	Director	Director
	IL&FS Financial Services Limited	NA	NA	NA	Nominee Director
	Godrej Agrovet Limited	NA	NA	Director	Director
	Computer Age Management Services Limited	NA	NA	Director	Director
	CG Power and Industrial Solutions Limited	NA	NA	Managing Director	NA
	IL&FS Tamil Nadu Power Company Limited	NA	NA	NA	Nominee Director
	Child Trust, Chennai	NA	NA	Trustee	NA
Shri Kul Bhushan Jain	Andhra Bank	NA	NA	NA	Executive Director
Shri. Radhakant Mathur	Online PSB Loans Limited	NA	NA	NA	Nominee Director
	Barodasun Technologies Limited	NA	NA	NA	Nominee Director
	Baroda Global Shared Services Ltd	NA	NA	NA	Nominee Director

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

Ms. Harita Gupta	Serene Valley Realtors LLP	Individual Partner	NA	NA
Ms. R. M. Vishakha	NRB Bearings Limited	Independent Director		

24. Outsourcing, Business Development and Marketing support costs

As required by IRDA circular no.067/IRDA/F&A/CIR/Mar-08 dated March 28, 2008, the amounts paid (net of service tax and Goods and service tax) towards Outsourcing, Business Development and Marketing Support shown under operating expenses in Annexure VII "Restated Statement of Operating Expenses related to Insurance business" are mentioned below:

Particulars	For quarter ended June 30, 2022	For year ended March 31, 2022	For year ended March 31, 2021	For year ended March 31, 2020
Marketing Support	-	-	-	-
Business Development	676.83	1,781.96	1,063.63	850.37
Outsourcing Fees	16.64	101.62	70.23	116.30

25. Penal Actions

As required by IRDA circular no.005/IRDA/F&A/CIR/May-09 dated May 07, 2009 various penal actions taken by government authorities are as given below.

Sr No.	Authority	Non-compliance	Amount (For the quarter ended June 30, 2022/ Year ended)											
			Penalty Awarded				Penalty Paid				Penalty Waived / Reduced			
			June 2022	March 2022	March 2021	March 2020	June 2022	March 2022	March 2021	March 2020	June 2022	March 2022	March 2021	March 2020
1	Insurance Regulatory & Development Authority	-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2	GST Authorities	-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
3	Income Tax Authorities	-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
4	Any Other Tax Authorities	-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
5	Enforcement Directorate/ Adjudicating Authority/ Tribunal/ any Authority under FEMA	-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
6	Registrar of Companies/ NCLT/ CLB/ Department of Corporate	-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

	Affairs / any Authority under Companies Act													
7	Penalty awarded by any Court/ Tribunal for any matter including claim settlement but excluding compensation	-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
8	Securities & Exchange Board of India.	-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
9	Competition Commission of India	-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
10	Any other Central/ State/ Local Government/ Statutory Authority	-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

26. Unclaimed Amount of Policyholders

As required by IRDA circular no. IRDA/F&I/CIR/Misc./173/07/2017 dated July 25, 2017 the agewise analysis of the amount unclaimed amount to policyholders is as given below:

Statement showing the Age-wise Analysis of the Unclaimed Amount of the Policyholders (As at June 30, 2022)

Particulars	Total Amount		AGE-WISE MONTHLY ANALYSIS						
		0-1	1-6	7-12	13-18	19 - 24	25 - 30	31 – 36	Beyond 36
Claims settled but not paid to the policyholders / insureds due to any reasons except under litigation from the insured / policyholders	0.12	0.01	0.01	-	-	-	-	-	0.10
Sum due to the insured / policyholders on maturity or otherwise	65.86	1.57	9.28	14.80	4.78	5.18	3.58	5.01	21.66
Any excess collection of the premium / tax or any other charges which is refundable to the policyholders either as terms of conditions of the policy	4.51	0.03	0.17	0.24	0.08	0.07	0.12	0.03	3.77

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

or as per law or as may be directed by Authority but not refunded so far									
Cheques issued but not encashed by the policyholder/ insured	27.68	-	0.03	1.51	1.68	2.29	1.09	2.41	18.67

The above amount excludes cheque issued but not encashed by policyholder/insured of Rs. 15.31 pertaining to cheques which are within the validity period but not yet encashed by the policyholder as at 30th June 2022.

Unclaimed Amount of Policyholders *(Continued)*

As required by IRDA circular no. IRDA/F&I/CIR/Misc/173/07/2017 dated July 25, 2017, the agewise analysis of the amount unclaimed amount to policyholders is as given below:

Statement showing the Age-wise Analysis of the Unclaimed Amount of the Policyholders (As at March 31, 2022)									
Particulars	**Total Amount**		**AGE-WISE MONTHLY ANALYSIS**						
		0-1	**1-6**	**7-12**	**13-18**	**19–24**	**25 – 30**	**31 – 36**	**Beyond 36**
Claims settled but not paid to the policyholders / insureds due to any reasons except under litigation from the insured / policyholders	0.10	-	-	-	-	-	-	-	0.10
Sum due to the insured / policyholders on maturity or otherwise	65.96	2.16	6.83	15.18	5.13	5.92	4.54	3.79	22.41
Any excess collection of the premium / tax or any other charges which is refundable to the policyholders either as terms of conditions of the policy or as per law or as may be directed by the Authority but not refunded so far	4.53	0.08	0.19	0.29	0.06	0.08	0.09	0.07	3.67
Cheques issued but not encashed by the policyholder/ insured	37.32	-	0.06	2.54	4.26	2.34	0.87	3.04	24.21

The above amount excludes cheque issued but not encashed by policyholder/insured of Rs. 6.88 pertaining to cheques which are within the validity period but not yet encashed by the policyholder as at 31st March 2022.

Notes to the Restated Financial Information

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

Unclaimed Amount of Policyholders *(Continued)*

Statement showing the Age-wise Analysis of the Unclaimed Amount of the Policyholders (As at March 31, 2021)									
Particulars	Total Amt	AGE-WISE MONTHLY ANALYSIS							
		0-1	1-6	7-12	13-18	19–24	25 - 30	31 - 36	Beyond 36
Claims settled but not paid to the policyholders / insureds due to any reasons except under litigation from the insured / policyholders	0.12	-	-	0.02	-	-	-	0.01	0.09
Sum due to the insured / policyholders on maturity or otherwise	62.95	1.82	8.14	8.62	3.05	4.13	17.77	5.04	14.38
Any excess collection of the premium / tax or any other charges which is refundable to the policyholders either as terms of conditions of the policy or as per law or as may be directed by the Authority but not refunded so far	6.46	0.14	0.16	0.33	0.08	0.22	0.19	0.32	5.02
Cheques issued but not encashed by the policyholder/ insured	30.13	-	-	3.39	1.34	2.80	2.42	4.16	16.02

The above amount excludes cheque issued but not encashed by policyholder/insured of Rs. 6.39 pertaining to cheques which are within the validity period but not yet encashed by the policyholder as at 31st March 2021.

Unclaimed Amount of Policyholders *(Continued)*

Statement showing the Age-wise Analysis of the Unclaimed Amount of the Policyholders (As at March 31, 2020)									
Particulars	Total Amount	AGE-WISE MONTHLY ANALYSIS							
		0-1	1-6	7-12	13-18	19-24	25 - 30	31 - 36	Beyond 36
Claims settled but not paid to the policyholders / insureds due to any reasons except under litigation from the insured / policyholders	0.07	-	-	-	-	-	-	0.06	0.01
Sum due to the insured / policyholders on maturity or otherwise	87.24	1.20	5.83	9.69	24.04	12.73	0.95	3.02	29.76
Any excess collection of the premium / tax or any other charges which is refundable to the policyholders either as terms of conditions of the policy or as per law or as may be directed by the Authority but not refunded so far	8.49	0.03	0.09	0.41	0.31	0.50	0.42	0.45	6.28

Notes to the Restated Financial Information

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

Cheques issued but not encashed by the policyholder/ insured	13.82	-	1.21	2.07	0.70	1.37	-	0.38	8.09

The above amount excludes cheque issued but not encashed by policyholder/insured of Rs 13.27 pertaining to cheques which are within the validity period but not yet encashed by the policyholder as at 31st March 2020.

27. Details for Discontinued Policies

With reference to the Insurance Regulatory and Development Authority (Treatment of Discontinued Linked Insurance Policies) Regulations, 2010 (IRDA circular: F.No. IRDA / Reg / 2 / 52 / 2010), the details with respect to discontinued policies is as under:

S. No.	Particulars	Quarter ended June 30, 2022	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2020
a)	Opening balance	4,459.09	3,446.11	2,402.47	1,818.08
	Add: Amount transferred to funds for discontinued policies (Net)	864.67	1,909.65	1,618.44	1,187.12
	Less: Amount refunded to policyholders	455.20	896.67	574.80	602.73
	Closing Balance	4,868.56	4,459.09	3,446.11	2,402.47
b)	Number of Policies Discontinued	5,041	12,891	14,880	9,544
	% of policies discontinued productwise to total policies:				
	IndiaFirst Smart Save Plan – V1	0.00%	0.00%	0.00%	0.00%
	IndiaFirst Smart Save Plan – V2	0.00%	0.07%	0.48%	1.90%
	IndiaFirst Smart Save Plan – V3	1.60%	7.44%	17.04%	7.00%
	IndiaFirst Smart Save Plan – V4	2.95%	6.25%	5.13%	0.00%
	IndiaFirst Young India Plan	0.00%	0.00%	0.00%	0.00%
	IndiaFirst Happy India Plan – V1	0.00%	0.23%	1.06%	3.70%
	IndiaFirst Happy India Plan – V2	1.80%	2.99%	8.98%	10.20%
	IndiaFirst Money Back Health Insurance Plan	0.00%	0.00%	0.00%	0.00%
	IndiaFirst Money Balance Plan – V1	0.00%	0.00%	0.00%	0.00%
	IndiaFirst Money Balance Plan – V2	0.00%	0.00%	0.00%	1.10%
	IndiaFirst Money Balance Plan – V3	0.01%	0.95%	3.26%	5.60%
	IndiaFirst Money Balance Plan – V4	1.76%	7.14%	14.98%	8.60%
	IndiaFirst Money Balance Plan – V5	3.54%	8.01%	4.84%	1.40%
	IndiaFirst Wealth Maximizer Plan – V1	0.12%	1.91%	6.43%	7.00%
	IndiaFirst Wealth Maximizer Plan – V2	2.09%	5.30%	12.90%	9.50%
	IndiaFirst Wealth Maximizer Plan – V3	3.42%	5.98%	3.84%	0.00%
	IndiaFirst High Life Plan	0.00%	0.00%	0.00%	0.00%
d)	Number of Policies revived	1,030	606	433	367
	% of Policies revived	2.88%	2.10%	1.73%	1.29%
e)	Charges imposed on account of discontinued policies.	10.72	26.51	32.98	21.55
	Charges readjusted on account of revival of discontinued policies	1.99	1.58	0.90	0.81

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

28. Unclaimed amounts pertaining to the policyholders

Following is the disclosure on movement in the [Disclosure in line with Para No.7 of Circular No. IRDA/F&A/CIR/CLD/114/05/2015 dated 28.05.2015].

Particulars	Quarter ended June 30, 2022	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2020
Opening Balance	107.92	99.66	109.63	235.43
Add: Amount transferred to Unclaimed Amount	2.72	380.10	303.45	360.08
Add: Cheques issued out of the Unclaimed Amount but not encashed by the policyholders (to be included only when the cheques are stale)	-	-	-	-
Add: Investment Income	2.10	5.38	3.94	11.03
Less: Amount paid during the year	14.57	375.56	317.27	496.91
Less: Amount transferred to SCWF (net of claims paid in respect of amounts transferred earlier)	-	1.66	0.09	-
Closing Balance of Unclaimed Amount	98.17	107.92	99.66	109.63

29. Corporate Social Responsibility (CSR)

The amount required to be spend by the Company on Corporate Social Responsibility (CSR) related activities is as follows:

Particulars	Incurred and paid			
	Quarterended June 30, 2022	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2020
Construction/acquisition of any asset	-	-	-	-
On purpose other than (i) above	-	-	1.02	9.86

Movement in Provision for CSR activities

Particulars	At June 30, 2022	At March 31, 2022	At March 31, 2021	At March 31, 2020
Balance as at beginning of the year	-	-	-	-
Additional provision made during the year	-	-	1.02	9.86
Amount used during the year	-	-	1.02	9.86
Balance as at end of the year	-	-	-	-

30. The Micro, Small and Medium Enterprises Development Act, 2006

According to information available with the management, on the basis of intimation received from suppliers, regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), the details of amounts due to Micro and Small Enterprises under the said Act is as below:

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

Particulars	At June 30, 2022	At March 31, 2022	At March 31, 2021	At March 31, 2020
a) (i) Principal amount remaining unpaid to supplier under MSMED Act	7.59	3.45	0.90	NIL
(ii) Interest on a) (i) above	NIL	NIL	NIL	NIL
b) (i) Amount of principal paid beyond the appointed date	NIL	NIL	NIL	NIL
(ii) Amount of interest paid beyond the appointed date (as per Section 16)	NIL	NIL	NIL	NIL
c) Amount of interest due and payable for the period of delay in making payment, but without adding the interest specified under Section 16 of the MSMED Act	NIL	NIL	NIL	NIL
d) Amount of further interest remaining due and payable even in earlier years	NIL	NIL	NIL	NIL
e) Total amount of interest due under MSMED Act	NIL	NIL	NIL	NIL

31. Options scheme

The company in its board meeting dated 08/11/2016 had approved employee options scheme “The Scheme” for the eligible employees of the company. Subsequently the scheme have been granted and under the scheme the company provides its eligible employees, options which are settled in cash and vest on the respective due dates in a graded manner as per the terms and conditions of scheme.

<u>Terms and conditions</u>

The grant price for the scheme shall be the Fair Market Value per share as at the end of the previous financial year in which the option have been granted.

Options are granted with a qualifying period of four years from the date of grant.

Options normally vests as follows:
- 50% of granted Options will vest at the end of the second financial year from the date of grant;
- 25% will vest at the end of the third financial year from the date of grant;
- 25% will vest at the end of the fourth financial year from the date of grant;

The contractual life (which is equivalent to the vesting period) of the options outstanding ranges from two to four years.

Detail of activity under Option plan is summarised below:

Number of Options

Particulars	Quarter ended June 30, 2022	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2020
Outstanding at the beginning of the period	2,368,167	2,206,784	3,410,301	3,136,908
Granted during the period	-	1,271,534	588,694	610,158
Additions/Reduction due to transfer / resignation of employees	(44,249)	(462,386)	(849,456)	(336,765)
Exercised during the period	(455,167)	(647,765)	(942,755)	-
Expired during the period	-	-	-	-
Outstanding at the end of the period	1,868,751	2,368,167	2,206,784	3,410,301

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

The company has used the intrinsic value method to account for the compensation cost of Options. Had the company recorded the compensation cost computed on the basis of fair valuation method of options instead of intrinsic value method, the impact would be as below:

Particulars	Quarter ended June 30, 2022	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2020
Employee compensation cost would have been higher by	0.83	2.19	(0.74)	(1.11)
Profit after tax would have been lower by	0.83	2.19	(0.74)	(1.11)
Basic and diluted EPS of the company would have been	(0.63)	(4.25)	0.46	(1.55)

Effect of grant of Options to employees on the Revenue/Profit and Loss Account and on its financial position

Particulars	At June 30, 2022	At March 31, 2022	At March 31, 2021	At March 31, 2020
Total employee compensation cost pertaing to options	3.02	19.06	16.29	21.12
Total carrying amount at the end of the period	21.90	37.83	44.42	73.24
Total intrinsic value at the end of the period of liabilities for which the right of the employee to cash had vested by the end of the period	10.82	28.27	38.12	52.97

After due discussions and deliberations of the management, the management has come to the conclusion that the long term benefit plan which is currently operational entails an option to the employees to claim the difference between the Fair Market Value of the Company's share and the exercise price on the date of vesting, subject to qualification of certain conditions. Thus, the said scheme has been referred to as 'options scheme' in the restated financial statements

32. Disclosures relating to control fund

As per IRDA guidelines, the details of controlled fund are tabulated as follow:

Statement of Controlled Fund Reconciliation	At/ Quarter ended June 30, 2022	At/ Year ended March 31, 2022	At/ Year ended March 31, 2021	At/ Year ended March 31, 2020
1. Computation of Controlled fund as per the Balance Sheet				
Policyholders' Fund (Life Fund)				
Participating				
Individual Assurance	27,880	26,987	19,151	12,573
Individual Pension	14,671	14,326	11,572	8,272
Group Superannuation	24,891	25,394	28,006	26,913
Any other (Pl. Specify)		-	-	-
Non-participating				
Individual Assurance	20,961	19,336	11,228	7,057
Group Assurance	22,662	24,650	33,410	44,864

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

Individual Pension	-	-	-	-
Individual Annuity	786	356	87	36
Any other (Pl. Specify)	-	-	-	-
Linked				
Individual Assurance	64,740	68,704	56,024	36,807
Group Assurance	-	-	-	-
Individual Pension	2,217	2,408	2,253	1,653
Group Gratuity and Leave Encashment	607	663	780	1,101
Group Pension	2	2	-	-
Funds for Future Appropriations		-	-	-
Total (A)	179,416	182,825	162,510	139,276
Shareholders'' Fund				
Paid up Capital	6,635	6,635	6,635	6,350
Reserves & Surpluses	2,800	2,800	2,800	2,800
Fair Value Change	1	5	12	12
Total (B)	9,435	9,440	9,446	9,162
Misc. expenses not written off		-	-	-
Credit / (Debit) from P&L A/c.	(4,925)	(4,507)	(1,691)	(1,993)
Total (C)	(4,925)	(4,507)	(1,691)	(1,993)
Total shareholders' funds (B+C)	4,510	4,933	7,755	7,169
Controlled Fund (Total (A+B-C))	183,926	187,758	170,265	146,445
2. Reconciliation of the Controlled Fund from Revenue and Profit & Loss Account				
Opening Balance of Controlled Fund	187,758	170,265	146,445	149,350
Add: Inflow				
Income				
Premium Income	9,080	51,866	40,555	33,604
Less: Reinsurance ceded	(345)	(2,014)	(1,546)	(1,151)
Net Premium	8,735	49,852	39,009	32,453
Investment Income	(2,038)	17,292	24,374	2,309
Other Income	17	66	116	27
Funds transferred from Shareholders' Accounts	473	3,235	224	314
Total Income	7,187	70,445	63,723	35,103
Less: Outgo				
(i) Benefits paid (Net)	7, 813	40,088	33,271	30,939
(ii) Interim Bonus Paid	-	-	-	-
(iii) Change in Valuation of Liability	(3,223)	20,414	22,828	(3,194)
(iv) Commission	519	2,537	1,714	1,506
(v) Operating Expenses	2,081	7,417	5,933	5,213
(vi) Provision for Taxation				
(a) FBT	-	-	-	-
(b) I.T.	-	-	-	-
Provisions (other than taxation)				
(a) Provision for dimunition in the value of Investment	(3)	(11)	(23)	639
(b) Others		-	-	-
Total Outgo	7,187	70,445	63,723	35,103

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

Surplus of the Policyholders' Fund	-	-	-	-
Less: transferred to Shareholders' Account	(473)	(3,235)	(224)	(314)
Net Flow in Policyholders' account				
Add: Net income in Shareholders' Fund	55	419	526	(660)
Net In Flow / Outflow				
Add: change in valuation Liabilities*	(3,409)	20,315	23,235	(3,440)
Add: Increase in Capital and Reserves and Surplus	(5)	(6)	284	1,509
Closing Balance of Controlled Fund	183,926	187,758	170,265	146,445
As Per Balance Sheet	183,926	187,758	170,265	146,445
Difference, if any		-	-	-
3. Reconciliation with Shareholders' and Policyholders' Fund				
Policyholders' Funds				
3.1 Policyholders' Funds - Traditional-PAR and NON-PAR				
Opening Balance of the Policyholders' Fund	111,048	103,453	99,714	100,253
Add: Surplus of the Revenue Account	-	-	-	-
Add: change in valuation Liabilities	933	7,595	3,739	(539)
Add: Credit / [Debit] Fair Value change Account				
Total	111,981	111,048	103,453	99,714
As per Balance Sheet	111,981	111,048	103,453	99,714
Difference, if any	-	-	-	-
3.2 Policyholders' Funds – Linked				
Opening Balance of the Policyholders' Fund	71,777	59,057	39,561	42,463
Add: Surplus of the Revenue Account	-	-	-	-
Add: change in valuation Liabilities	(4,211)	12,720	19,496	(2,902)
Total	67,566	71,777	59,057	39,561
As per Balance Sheet	67,566	71,777	59,057	39,561
Difference, if any	-	-	-	-
Shareholders' Funds				
Opening Balance of Shareholders' Fund	4,933	7,755	7,169	6,635
Add: net income of Shareholders' account (P&L)	(423)	(2,822)	301	(966)
Add: Infusion of Capital**	-	-	285	1,500
Add: Increase in Reserves & Surplus				
Closing Balance of the Shareholders'' fund	4,510	4,933	7,755	7,169
As per Balance Sheet	4,510	4,933	7,755	7,169
Difference, if any	-	-	-	-

(*) includes Fair Value Change of policyholders' funds

(**) Net change in shareholders' funds between current year and previous year

33. Borrowings

During the period ended March 31, 2020 to quarter ended June 30, 2022, the company has raised Rs. 1,250 through an issue of listed, unsecured, redeemable, subordinated, non - Convertible debentures through private placements in the nature of subordinated debt which qualifies as other forms of capital under insurance regulatory and development authority of india (other Forms of Capital) regulations, 2015.

(Currency: All amounts in Indian Rupees Million, except as otherwise stated)

Details of the terms of the issue are as follows:

Type and Nature of Instrument	Unsecured, subordinated, fully paid-up, listed, rated, redeemable, non-convertible debentures in the nature of subordinated debt.
Face Value	Rs. 1,000,000 per debenture
Issue Size	Rs. 1,250 Million
Allotment Date	March 24, 2022
Redemption date	March 24, 2032 subject to exercise of any call option
Call option date 1,2,3,4,5	March 24, 2027, March 24, 2028, March 24, 2029, March 24, 2030, March 24, 2031 respectively.
Coupon Rate	8.40% per annum
Credit Rating	"(ICRA) AA (Stable)" by ICRA, "CARE AA;Stable by CARE"
Listing	Listed on WDM segment of NSE
Interest Payment Frequency	Annual

34. Pending Litigations

The Company's pending litigations comprise of claims against the Company primarily on account of proceedings pending with Tax authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for, where provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material adverse effect on its financial results as at balance sheet date.

35. Long term contracts

At the balance sheet date, the Company has reviewed and ensured that adequate provisions as required under any law/ accounting standard for material foreseeable losses on such long term contracts have been made in the financial statements.

For insurance contracts, actuarial valuation of liabilities for policies in force is done by the Appointed Actuary of the Company. The assumptions used in valuation of liabilities for policies in force are in accordance with the guidelines and norms issued by the IRDAI and the Institute of Actuaries of India in concurrence with the IRDAI.

Annexure XXIII : Restated Statement of Related Party Transactions

Sr No	Name of the Related Party	Nature of Relation Ship
1	Bank Of Baroda	Holding Company
2	Union Bank of India	Significant Influence - Effective till March 2022
3	Carmel Point Investments India Private Limited	Significant Influence
4	The Nainital Bank Limited	Fellow Subsidiaries - Effective from March 2022
	Bank of Baroda (Kenya) Limited	Fellow Subsidiaries - Effective from March 2022
	Bank of Baroda (Uganda) Limited	Fellow Subsidiaries - Effective from March 2022
	Bank of Baroda (Guyana) Inc.	Fellow Subsidiaries - Effective from March 2022
	Bank of Baroda (UK) Limited.	Fellow Subsidiaries - Effective from March 2022
	Bank of Baroda (Tanzania) Limited	Fellow Subsidiaries - Effective from March 2022
	Bank of Baroda (New Zealand) Ltd.	Fellow Subsidiaries - Effective from March 2022
	Bank of Baroda (Botswana) Limited	Fellow Subsidiaries - Effective from March 2022
	BOB Capital Markets Limited	Fellow Subsidiaries - Effective from March 2022
	BOB Financial Solutions Limited (formerly known as BOB Cards Ltd)	Fellow Subsidiaries - Effective from March 2022
	Baroda Global Shared Services Ltd	Fellow Subsidiaries - Effective from March 2022
	Baroda Sun Technologies Ltd.	Fellow Subsidiaries - Effective from March 2022
	Baroda BNP Paribas Asset Management India Private Limited (merged with Baroda Asset Management India Limited)	Fellow Subsidiaries - Effective from March 2022
	Baroda BNP Paribas Trustee India Private Limited (formerly known as Baroda Trustee India Pvt Ltd)	Fellow Subsidiaries - Effective from March 2022
	Baroda Capital Markets (Uganda) Limited (Subsidiary of Bank of Baroda Uganda Limited)	Fellow Subsidiaries - Effective from March 2022
5	Baroda U.P. Bank	Associate of Holding Company - Effective from March 2022
	Baroda Rajasthan Kshetriya Gramin Bank	Associate of Holding Company - Effective from March 2022
	Baroda Gujarat Gramin Bank	Associate of Holding Company - Effective from March 2022

6	India International Bank (Malaysia) Bhd.	Joint Venture of Holding Company - Effective from March 2022
	India Infra debt Limited	Joint Venture of Holding Company - Effective from March 2022
7	Indo Zambia Bank Limited	Others related party of Holding Company - Effective from March 2022
8	Ms. R.M.Vishakha	Key Management Personnel
9	Mr Rajesh Maheshwari	Relatives of Key Management Personnel

Annexure XXIV : Restated Statement of Related Party Transactions

(All amounts in Indian Rupees Million, except as otherwise stated)

Name of the Related Party	Description of Transactions / Categories	Transactions during the year			
		Period Ended June 30, 2022	Year ended 31 March, 2022	Year ended 31 March, 2021	Year ended 31 March, 2020
Bank Of Baroda	Purchase Fixed Deposit	(0.04)	(0.09)	(0.09)	(0.08)
	Redemption of Fixed Deposits	0.04	0.09	0.08	0.08
	Interest on Fixed Deposits	0.00	0.00	0.00	0.01
	Dividend on Equity Shares	17.41	-	-	-
	Commission	(330.69)	(1,685.66)	(1,169.22)	(951.84)
	Directors sitting fees	(0.70)	(3.06)	(1.63)	(1.73)
	Premium Income as a Policyholder	-	1.24	0.85	-
	Bank Charges	(3.04)	(10.03)	(8.36)	(7.15)
	Advertisement and Publicity	(1.73)	(6.90)	(6.90)	(6.90)
	Reimbursement of expenses	-	(1.51)	-	-
	Share Capital Issued	-	-	169.23	-
	Other Income	-	0.57	-	-
	Borrowing	-	1,150.00	-	-
	Interest on Borrowing	(24.08)	(2.12)	-	-
Union Bank of India	Commission	-	(411.37)	(278.42)	(283.13)
	Directors sitting fees	-	-	(0.90)	(1.40)
	Reimbursement of Expenses	-	-	3.50	-
	Advertisement and Publicity	-	(6.90)	(6.90)	(6.00)
	Bank Charges	-	(0.03)	(0.08)	(7.77)
	Share Capital Issued	-	-	115.38	-

	Health Prepaid Card	-	-	-	(0.03)
	Other Income	-	0.41	-	-
Carmel Point Investments India Private Limited	Share Capital Issued	-	-	-	1,500.00
	Other Income	-	0.34	-	-
The Nainital Bank Limited	Payment of Commission	(0.23)	(0.71)	(1.18)	(0.81)
	Bank Charges	(0.00)	(0.00)	(0.00)	-
BOB Financial Solutions Limited	Premium Income as a Policyholder	0.07	1.78	0.27	0.24
BOB Capital Markets Limited	Brokerage	(1.12)	(3.99)	(3.55)	(1.91)
Baroda Global Shared Services Ltd	Premium Income as a Policyholder	0.05	5.35	-	-
India Infra debt Limited	Redemption of Bonds	-	250.00	-	100.00
	Interest Income on Investments	26.05	106.75	125.64	125.90
Baroda U.P. Bank	Payment of Commission	(17.52)	(68.73)	(28.98)	(17.71)
	Bank Charges	(0.00)	(0.00)	(0.00)	-
Baroda Rajasthan Kshetriya Gramin Bank	Payment of Commission	(4.53)	(21.19)	(17.97)	(18.79)
	Bank Charges	(0.00)	(0.00)	(0.00)	-
	Premium Income as policy holder	0.17	-	-	-
Baroda Gujarat Gramin Bank	Payment of Commission	(4.22)	(19.16)	(16.91)	(11.82)
	Bank Charges	(0.00)	(0.00)	(0.00)	-
Ms. R.M.Vishakha	Premium Income	-	-	0.10	0.10
	Managerial Remuneration	(21.72)	(57.10)	(47.03)	(37.02)
Relative of Key Managerial Personnel	Premium Income	0.02	0.06	0.06	0.06

Annexure XXV : Restated Statement of Related Party Transactions

(All amounts in Indian Rupees Million, except as otherwise stated)

Name of the Related Party	Type of transaction	Amount of (Payable) / Receivable			
		Period Ended June 30, 2022	Year ended 31 March, 2022	Year ended 31 March, 2021	Year ended 31 March, 2020
Bank Of Baroda	Fixed Deposit	0.10	0.09	0.09	0.08
	Investments	597.30	730.48	242.58	73.37
	Bank Balance#	2,730.63	1,573.33	1,101.48	531.02
	Advertisement and Publicity Fee	(1.73)	-	-	-
	Directors sitting fees	-	(0.20)	-	-
	Borrowing	(1,150.00)	(1,150.00)	-	-
	Interest on borrowing	(26.20)	(2.12)	-	-
	Commission	(143.77)	(100.27)	(29.69)	(25.44)
Union Bank of India	Commission	-	(60.23)	(15.47)	(8.53)
	Advertisement and Publicity	-	-	-	(6.00)
	Investments	-	319.84	20.99	0.92
	Bank Balances#	-	559.69	450.65	251.33
The Nainital Bank Limited	Commission Payable	(1.33)	(1.10)	(0.56)	(0.18)
	Bank Balance#	0.04	5.39	0.65	1.44
India Infra debt Limited	Investments in Bond	1,307.05	1,317.94	1,578.90	1,575.01
	Interest Receivable on Investment	57.08	63.04	71.31	71.29
Baroda U.P. Bank	Commission Payable	(7.21)	(1.52)	(3.15)	(0.43)
	Bank Balance#	345.54	106.22	69.70	61.33
Baroda Rajasthan Kshetriya Gramin Bank	Commission Payable	(5.20)	(0.66)	(0.74)	(0.40)
	Bank Balance#	4.83	27.36	5.60	3.74
Baroda Gujarat Gramin Bank	Commission Payable	(5.73)	(1.51)	(1.54)	(0.68)
	Bank Balance#	60.50	87.95	27.25	130.50

Banking transactions in the normal course of business with related parties have not been considered.

Annexure XXVI : Restated Statement of Adjustments to audited Financial Statement

(In Indian Rupees Million, except as otherwise stated)

Particulars	Quarter ended June 30, 2022	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2020
Profits after Tax as per Audited Standalone Profit and Loss Account	**(418.27)**	**(2,816.20)**	**301.89**	**(974.15)**
Restatement Adjustments on account of changes in accounting policy - Refer Note i)	-	-	-	-
Deferred Tax impact on above adjustment	-	-	-	-
Profits after Tax as per Restated Statement of Profit and Loss Account	**(418.27)**	**(2,816.20)**	**301.89**	**(974.15)**

Notes:

i) There are no adjustments to audited financial statement due to change in accounting policy during the period ended March 31, 2020 to June 30, 2022

ii) There are no audit qualifications to audited standalone financial statements.

OTHER FINANCIAL INFORMATION

The accounting ratios derived from our Restated Financial Information are given below:

Particulars	As at and for the three months ended June 30, 2022#	As at and for the year ended March 31, 2022	As at and for the year ended March 31, 2021	As at and for the year ended March 31, 2020
Basic Earnings per share (₹)(1)	(0.63)	(4.24)	0.46	(1.55)
Diluted Earnings per equity share (₹)(2)	(0.63)	(4.24)	0.46	(1.55)
Return on net worth (%)(3)	(9.27)	(57.09)	3.89	(13.59)
Net asset value per Equity Share (₹)(4)	6.80	7.43	11.69	11.29
EBITDA(5) (₹ in million)	(338.58)	(2,567.22)	617.86	(678.45)

Not annualised.

The ratios have been computed as under:

1. *Basic Earnings per share (₹) = Restated profit for the year attributable to equity shareholders / Weighted average number of Equity Shares.*
2. *Diluted Earnings per equity share (₹)= Restated profit for the year attributable to Equity shareholders / Weighted average number of diluted Equity Shares.*
3. *Return on net worth (%) = Restated Net Profit after tax attributable to shareholder / Average of Restated Net worth at the beginning and end of the year/period.*
   "Net worth": Net worth represents the shareholders' funds and is computed as sum of share capital and reserves including share premium share application money and fair value change account net of debit balance in profit and loss account
4. *Net asset value per Equity Share (₹) = Restated Net Worth at the end of the year or period / Total number of equity shares outstanding at the end of the year/period.*
5. *Earnings Before Interest, Tax, Depreciation and Amortisation.*

In accordance with the SEBI ICDR Regulations, the audited financial statements of our Company for Fiscal Years 2022, 2021 and 2020 ("**Audited Financial Statements**") are available on our website at https://www.indiafirstlife.com/Investor-Relations. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document or recommendation or solicitation to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Audited Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. None of our Company or any of its advisors, nor BRLMs or the Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from reliance placed on any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

RELATED PARTY TRANSACTIONS

For details of the related party transactions, as per the requirements under applicable Accounting Standards i.e. Ind AS 24 - Related Party Disclosures, read with the SEBI ICDR Regulations for the three month period ended June 30, 2022, and the Fiscals ended March 31, 2022, March 31, 2021 and March 31, 2020 and as reported in the Restated Financial Information, see "*Restated Financial Information – Notes to Restated Financial Information – Notes to Accounts: 21. Related Party Disclosure*" on page 305.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at June 30, 2022 derived from our Restated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with the sections titled "*Risk Factors*", "*Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", on pages 28, 257 and 337, respectively.

(₹ in million, unless otherwise stated)

Particulars	Pre-Offer as at June 30, 2022	As adjusted for the proposed Offer [(1)]
Total Borrowings (A)	2,250.00	[●]
Total Equity		
Equity share capital	6,634.62	[●]
Other equity	(2,124.88)	[●]
Total Equity/ Total shareholders' fund (net worth) (B)	4,509.74	[●]
Ratio: Total Borrowings (A)/ Total Equity (B)	0.50	[●]

Notes:

1. *The corresponding post-Offer capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building process and hence the same have not been provided in the above statement.*
2. *The amounts disclosed above are based on the restated financial statement of assets and liabilities included in the Restated Financial Information.*
3. *The above statement should be read with the statement of notes to the Restated Financial Information*

ADDITIONAL DISCLOSURES OF FINANCIAL STATEMENTS UNDER IRDAI ISSUANCE OF CAPITAL REGULATIONS

1. Awards given by insurance ombudsmen against our Company during the last three years: See "*Outstanding Litigation and Material Developments - Awards given by the Insurance Ombudsman against our Company*" on page 375.

2. Persistency ratio: For further details, see *"Management's Discussion and Analysis of Financial Condition and Results of Operation – Key Performance Indicators – Persistency Ratios*" on page 344.

3. Cross selling: See "*Our Business – Business Strategies*" on page 173.

4. Distribution network: See "*Our Business – Distribution Network and Channels*" on page 182.

5. Management expense ratio:

(₹ in million, except ratios)

Particulars	Management Expenses*	Total Gross Direct Premium	Management Expense Ratio
June 30, 2022	2,507.33	9,079.68	0.28
Fiscal 2022	9,579.91	51,865.64	0.18
Fiscal 2021	7,328.36	40,555.02	0.18
Fiscal 2020	6,424.11	33,604.36	0.19

* *Management expenses = Operating expense as per Revenue Account + Commission Expenses.*

6. Investment yield: See "*Our Business – Investment Performance*" on page 194.

7. Investment in equity and bonds: See "*Our Business – Investment Composition*" on page 193.

8. Reinsurance and reinsurance strategy:

Statement as on June 30, 2022:

(₹ in million)

S. No.	Reinsurance Placements	Number of Reinsurers	Premium ceded to reinsurers										
			Proportional Treaties			Non-Proportional Treaties						Facultative	
			Obligatory (In India)	Others (In India)	Others (Outside India)	Obligatory (In India)	Obligatory (Outside India)	Excess of Loss (Outside India)	Excess of Loss (In India)	Stop Loss (In India)	Stop Loss (Outside India)	Others (In India)	Others (Outside India)
			Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
1	No. of Reinsurers with rating of AA+ (Standard and poor)	-	-	-	-	-	-	-	-	-	-	-	-
2	No. of Reinsurers with rating of AA- (Standard and poor)	3	-	-	-	20.16	12.03	-	-	-	-	(6.45)	0.24
3	No. of Reinsurers with rating B++ (A M Best)	1	-	-	-	98.98	-	-	-	-	-	0.79	-
	Total	**4**	-	-	-	**119.14**	**12.03**	-	-	-	-	**(5.66)**	**0.24**

Statement as on March 31, 2022:

(₹ in million)

S. No.	Reinsurance Placements	Number of Reinsurers	Premium ceded to reinsurers										
			Proportional Treaties			Non-Proportional Treaties						Facultative	
			Obligatory (In India)	Others (In India)	Others (Outside India)	Obligatory (In India)	Obligatory (Outside India)	Excess of Loss (Outside India)	Excess of Loss (In India)	Stop Loss (In India)	Stop Loss (Outside India)	Others (In India)	Others (Outside India)
			Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
1	No. of Reinsurers with rating of AA+ (Standard and poor)	-	-	-	-	-	-	-	-	-	-	-	-
2	No. of Reinsurers with rating of AA- (Standard and poor)	3	-	-	-	90.56	46.65	5.49	-	-	-	49.12	0.99
3	No. of Reinsurers with rating B++ (A M Best)	1	22.40	-	-	311.27	-	-	-	-	-	505.45	-
	Total	**4**	**22.40**	**-**	**-**	**401.83**	**46.65**	**5.49**	**-**	**-**	**-**	**554.57**	**0.99**

Statement as on March 31, 2021:

(₹ in million)

S. No.	Reinsurance Placements	Number of Reinsurers	Premium ceded to reinsurers										
			Proportional Treaties			Non-Proportional Treaties						Facultative	
			Obligatory (In India)	Others (In India)	Others (Outside India)	Obligatory (In India)	Obligatory (Outside India)	Excess of Loss (Outside India)	Excess of Loss (In India)	Stop Loss (In India)	Stop Loss (Outside India)	Others (In India)	Others (Outside India)
			Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
1	No. of Reinsurers with rating of AA+ (Standard and poor)	-	-	-	-	-	-	-	-	-	-	-	-
2	No. of Reinsurers with rating of AA- (Standard and poor)	3	-	-	60.74	96.25	60.74	3.89	-	-	-	68.11	1.03
3	No. of Reinsurers with rating B++ (A M Best)	1	860.91	-	-	122.83	-	-	0.61	-	-	198.59	-
	Total	**4**	**860.91**	**-**	**60.74**	**219.08**	**60.74**	**3.89**	**0.61**	**-**	**-**	**266.70**	**1.03**

Statement as on March 31, 2020:

(₹ in million)

S. No.	Reinsurance Placements	Number of Reinsurers	Premium ceded to reinsurers										
			Proportional Treaties			**Non-Proportional Treaties**						**Facultative**	
			Obligatory (In India)	**Others (In India)**	**Others (Outside India)**	**Obligatory (In India)**	**Obligatory (Outside India)**	**Excess of Loss (Outside India)**	**Excess of Loss (In India)**	**Stop Loss (In India)**	**Stop Loss (Outside India)**	**Others (In India)**	**Others (Outside India)**
			Amount	**Amount**	**Amount**	**Amount**	**Amount**	**Amount**	**Amount**	**Amount**	**Amount**	**Amount**	**Amount**
1	No. of Reinsurers with rating of AA+ (Standard and poor)	-	-	-	-	-	-	-	-	-	-	-	-
2	No. of Reinsurers with rating of AA- (Standard and poor)	3	-	-	-	82.02	62.73	1.65	-	-	-	87.04	1.10
3	No. of Reinsurers with rating B++ (A M Best)	1	864.82	-	-	40.96	-	-	0.41	-	-	9.65	-
	Total	**4**	**864.82**	**-**	**-**	**122.98**	**62.73**	**1.65**	**0.41**	**-**	**-**	**96.69**	**1.10**

10. Interest rate sensitivity:

Interest rate risk generally originates from movements of interest rates and the mismatches between the durations of assets and liabilities. The profitability of many of our products and our investment returns are sensitive to interest rate fluctuations, which could affect our investment returns, financial condition and results of operations. We are affected by fluctuations in market interest rates as a substantial portion of our investment portfolio is held in debt securities, particularly fixed income government securities. In general, the investment risk in respect of investments held to back unit-linked contracts is borne by policyholders of such products, whereas the investment risk associated with investments backing other products or shareholders' funds is either shared between our policyholders and us or borne completely by us.

Our products with guaranteed benefits carry the risk that interest income from the financial assets backing the liabilities are insufficient to fund the guaranteed benefits payable as interest rates fall. Since policyholders of our participating life insurance policies are credited with a portion of the investment returns earned by the invested assets, bonuses credit to their policies may be lower if interest rates fall. Lower bonuses may lead to decreased new business sales or increased surrenders from these policies. In addition, our insurance contracts' liabilities tend to have a longer duration than our investment assets, which may result in the re-investment returns of our maturing investments being lower than the average guaranteed pricing rate for our insurance policies in a declining interest rate environment.

Rising interest rates reduce fair value of investments and generate unrealized losses, which could adversely affect our shareholders' equity and results of operations. Rising interest rates could also lead to higher levels of surrenders and withdrawals of existing policies as policyholders seek to buy products with perceived higher returns. These surrenders and withdrawals may result in cash payments to policyholders requiring the sale of our debt securities at a time when the prices of those assets are adversely affected by the increase in market interest rates, potentially resulting in realized investment losses. These would impact our financial conditions and results of our operations.

Our Company seeks to manage interest rate risk by matching, to the extent commercially practicable, the average duration of our investment assets and the corresponding insurance policy liabilities they support. Additionally, our Company has adopted a derivative policy approved by the Board which covers various aspects that apply to the functioning of the derivative transactions undertaken as part of the overall interest rate risk management strategy to mitigate the interest rate risk, thereby managing the volatility of returns from future fixed income investments due to variations in market interest rates. Our Company has started entering into Forward Rate Agreement ("**FRA**") transactions in Fiscal 2023 to hedge the interest rate sensitivity for highly probable forecasted transactions as permitted by the IRDAI's Guidelines on Interest Rate Derivatives dated June 16, 2014.

11. Liability for future policy benefits and Policyholders' Account balances:

The liabilities for business of our Company within India for:

- *par*: as at March 31, 2020, March 31, 2021, March 31, 2022 and June 30, 2022 was ₹47,140.53 million, ₹57,490.8 million, ₹63,918.95 million and ₹64,676.43 million, respectively.

- *non-par*: as at March 31, 2020, March 31, 2021, March 31, 2022 and June 30, 2022 was ₹91,585.90 million, ₹103,722.79 million and ₹116,100.98 million and ₹112,024.97 million, respectively.

The policyholder's account balance of reserves are as follows:

As at	Value (₹ in million)
March 31, 2020	138,726.41
March 31, 2021	161,213.58
March 31, 2022	180,019.94
Three-month period ended June 30, 2022	176,701.40

12. Manner of arriving at unrealized gain/losses:

The unrealized gains/ losses for listed equity and mutual funds of non-linked business and non-unit portion of linked business are computed in accordance with Insurance Regulatory and Development Authority (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations, 2002 ("**IRDAI 2002 Regulations**"). In accordance with the IRDAI 2002 Regulations, listed equity securities that are traded in active markets are measured at fair value on the balance sheet date and the unrealized gains/ losses are accounted under fair value change account. For the purpose of calculation of such fair value, the last quoted closing price on NSE (primary exchange) is taken. If such fair value price is not available on NSE, then price on BSE (secondary exchange) is considered. Mutual funds and exchange traded fund investments are valued at closing NAV at the balance sheet date & the unrealized gains/ losses are accounted under fair value change account.

13. Solvency ratio: See "*Management's Discussion and Analysis of Financial Condition and Results of Operation – Solvency Ratio*" on page 345.

14. Certification by the appointed actuary confirming the adequacy of mathematical reserves to meet our Company's future commitments under the contracts and the policyholders' reasonable expectations: See "*Material Contracts and Documents for Inspection*" on page 453.

15. Segment-wise count of lapsation of the policies for the last three years and contribution of such lapses to the profitability of our Company:

Segment	Number of policies		
	Fiscal 2022	**Fiscal 2021**	**Fiscal 2020**
Unit Linked	27,323	32,204	26,485
Non-par life	19,839	19,108	20,828
Non-par variable	1,354	1,306	1,259
Participating life	27,633	37,318	29,513
Participating pension	523	745	904
Total	**76,672**	**90,681**	**78,989**

A substantial portion of our business is under regular premium business, where acquisition expenses are incurred upfront which are met by level premiums. In the ordinary course, early lapsation of policies could potentially result in reduced profitability due to the inability to recoup the customer acquisition cost incurred at the initial stage.

16. Embedded value calculated by an independent actuary: See "*Embedded Value Report*" on page 468.

17. Accounting and other ratios: See " *Restated Financial Information - Notes to Restated Financial Information – Notes to Accounts: 22. Accounting or Financial Ratios*" on page 305.

18. Agent productivity:

Particulars	Individual NB Premium (₹ in million)	Number of agents	Productivity (₹)
June 30, 2022	117.63	1,634	71,989
Fiscal 2022	434.32	1,901	228,469
Fiscal 2021	239.00	1,914	124,869
Fiscal 2020	226.20	2,540	89,055

Productivity = Premium divided by number of agents. Premium refers to Individual New Business GWP.

19. Value of new business: For further details, see *"Management's Discussion and Analysis of Financial Condition and Results of Operation – Key Performance Indicators – Value of New Business*" on page 345.

20. Gross premium along with geographical segmentation:

The following table sets forth information on gross premium generated in each state and region in India through our pan-India distribution network for the periods indicated:

(₹ in million)

State/ Union Territory	As on March 31, 2020	As on March 31, 2021	As on March 31, 2022	For the period ended June 30, 2022
NORTH				
Madhya Pradesh	261.72	427.07	662.36	116.25
Punjab	103.71	149.00	268.25	52.33
Rajasthan	701.40	759.85	1,112.98	234.30
Uttar Pradesh	1,205.31	1,580.31	2,592.90	577.31
Chandigarh	6.59	9.67	16.67	6.89
Delhi	357.95	456.60	503.40	81.68
Others	333.18	436.13	609.49	115.30
Total (A)	**2,969.88**	**3,818.63**	**5,766.06**	**1,184.06**
EAST				
Assam	51.59	88.84	127.43	21.67
Bihar	221.30	237.37	348.06	77.60
Orissa	195.41	184.06	263.23	50.53
West Bengal	281.30	350.97	613.38	130.17
Others	129.01	202.30	348.84	70.22
Total (B)	**878.61**	**1,063.53**	**1700.94**	**350.18**
WEST				
Gujarat	2,024.63	1,792.07	2,848.30	615.60
Maharashtra	941.53	1,045.47	1,719.23	378.14
Others	116.27	129.60	204.54	46.13
Total (C)	**3,082.43**	**2,967.14**	**4,772.06**	**1,039.87**
SOUTH				
Andhra Pradesh	650.20	455.33	602.44	133.23
Karnataka	366.96	368.69	559.74	160.84
Kerala	80.67	102.88	189.11	44.19
Tamil Nadu	188.51	196.56	314.38	79.72
Telangana	454.81	259.60	370.62	77.68
Others	5.39	9.77	11.90	3.14
Total (D)	**1,746.55**	**1,392.83**	**2,048.18**	**498.79**
TOTAL (A+B+C+D)	**8,677.45**	**9,242.14**	**14,287.24**	**3,072.91**

FINANCIAL INDEBTEDNESS

Except as disclosed below, our Company does not have any outstanding borrowings. For details regarding the borrowing powers of our Board, see *"Our Management – Borrowing powers of the Board"* on page 233.

Issue of Debentures

Our Company has issued (i) 1,000 unsecured, subordinated, fully paid-up, redeemable, listed non-convertible debentures having a face value of ₹1.00 million each, aggregating to ₹1,000.00 million ("**First NCD**"); and (ii) 1,250 unsecured, subordinated, fully paid-up, redeemable, listed, rated non-convertible debentures having a face value of ₹1.00 million each, aggregating to ₹1,250.00 million ("**Second NCD**", together with First NCD, the "**Debentures**"). The Debentures are listed on the debt segment of NSE.

Set out below are the details of the Debentures issued by our Company as on June 30, 2022:

Series of non-convertible debentures	Coupon rate	ISIN	Face value (₹ in million)	Sanctioned Amount (₹ in million)	Outstanding Amount* (₹ in million)
IndiaFirst Life 8.57% 2028 Series – 1/2017 - 2018	8.57% on a yearly basis	INE381Y08011	1.00	1,000.00	1,000.00
IndiaFirst Life 8.40% 2032 Series – 1/2021-2022	8.40% on a yearly basis	INE381Y08029	1.00	1,250.00	1,250.00

**As certified by Mehta Chokshi & Shah LLP and N S Gokhale & Company, our Joint Statutory Auditors, pursuant to certificate dated October 20, 2022.*

The principal terms of the Debentures are as follows:

1. ***Nature and Tenor***: The tenure of each of the Debentures is ten years from the deemed date of allotment. Our Company has a right to exercise a call option, with prior approval of IRDAI, at the end of five years from the deemed date of allotment.

2. ***Coupon Rate***: The coupon rate for the First NCD and Second NCD is 8.57% and 8.40% respectively, per annum and the coupon payment frequency is on an annual basis.

3. ***Redemption of the Debentures***: The redemption date for the First NCD and the Second NCD is January 3, 2028 and March 24, 2032, respectively. The redemption amount is ₹1.00 million per Debenture. There is no redemption premium or discount.

4. ***Payment of Interest on the Coupon***: As per the Insurance and Regulatory Authority of India (Other Forms of Capital) Regulations, 2015, as amended ("**IRDAI Regulations 2015**"), payment of interest on the coupon payment date shall be governed by the following conditions: (i) where the impact of payment of interest may result in net loss or increase the net loss of our Company, prior approval of IRDAI shall be required for payment of interest; (ii) in case the solvency of our Company has fallen below the minimum regulatory requirements prescribed by IRDAI or any interest payment would result in its solvency falling below or remaining below the minimum regulatory requirement specified by IRDAI, our Company shall not be liable to pay interest for that financial year; and (iii) The interest due for a particular year shall not be cumulative i.e. interest missed in a year will not be paid in future years. However, any interest due and remaining unpaid may be paid in the subsequent financial years subject to our Company being in compliance with regulation 3(vii) of the IRDAI Regulations 2015, and (iv) any unpaid interest being paid on a future date shall be compounded at the coupon rate.

5. ***Transfer and transmission of Debentures***: The Debentures are transferable and transmittable in nature.

6. ***Governing law***: The debenture trust deeds in relation to both Debentures ("**DTDs**") are governed by and shall be construed in accordance with the laws of India. Any dispute arising in respect of the Debentures will be subject to the jurisdiction of the courts at Mumbai.

7. ***Rights of Debenture holders***: The debenture holders or beneficial owners are not entitled to any of the rights and privileges available to the Shareholders of our Company, including the right to receive notices or annual reports and to attend and vote at general meetings of our Company.

8. ***Key covenants:*** In terms of the DTDs, our Company is required to comply with various financial and restrictive covenants, and is required to take prior consent and/or intimate the debenture trustee before carrying out certain corporate actions, including but not limited to the following:

   (a) alteration in the provisions of the memorandum of association and/or articles of association, which might in the opinion of the debenture trustee detrimentally affect the interests of the debenture holders or beneficial owners;

(b) reorganization of the capital structure of our Company, resulting in Bank of Baroda and Union Bank of India ceasing to have management control of the issuer, or if their equity shareholding in our Company falls below 51% of the total paid-up equity share capital of our Company, or if the credit rating of the Company downgrades;

(c) undertaking or permitting any amalgamations, demergers, mergers or corporate restructuring or reconstruction schemes that are prejudicial to the interests of the debenture holders;

(d) making any material change in the nature and scope of the business or operations of our Company;

(e) making material changes in the management or composition of the board of directors of our Company; and

(f) declaring dividend to shareholders in any year until our Company has paid or made satisfactory provision towards payment of principal and interest due on the Debentures.

9. ***Events of default:*** In terms of the DTDs, the following, among others, constitute events of default:

(a) default in redemption of debentures;

(b) default in payment of coupon/ principal amount, except in cases where such payments are subject to prior approval from IRDAI;

(c) initiation of proceedings involving our Company under bankruptcy or insolvency law;

(d) alteration in the provisions of the memorandum of association and/or articles of association, which might in the opinion of the debenture trustee detrimentally affect the interests of the debenture holders or beneficial owners, without the prior consent of the debenture trustee;

(e) reorganization of the capital structure of our Company, resulting in Bank of Baroda and Union Bank of India ceasing to have management control of the issuer, or if their equity shareholding in our Company falls below 51% of the total paid-up equity share capital of our Company, or if the credit rating of the Company downgrades, without the prior consent of the debenture trustee;

(f) failure to perform or comply with any obligations or terms and conditions under the DTDs; and

(g) the occurrence of any event or condition, which in the reasonable opinion of the debenture trustee or beneficial owners constitutes a material adverse effect under the DTDs.

10. ***Consequences of events of default:*** In terms of the DTDs, the following, among others, are the consequences of occurrence of events of default, whereby our debenture holders (or beneficial owners) and debenture trustee may:

(a) declare all debentures outstanding and all accrued interest thereon to be due and payable;

(b) require our Company to pay penal interest on default in payment of interest or redemption amount;

(c) appoint a nominee director on the board of directors of our Company;

(d) initiate action against our Company under the Insolvency and Bankruptcy Code, 2016; and

(e) exercise such other rights as the debenture holders may deem fit under applicable law.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the discussion and analysis of our financial condition and results of operations set forth below in conjunction with our Restated Financial Statements set forth in "Financial Information" on page 257, which have been prepared in accordance with Indian GAAP, the Companies Act, 2013, and the IRDAI Regulations. Our financial statements differ significantly from those of non-insurance companies. See "Risk Factors — 49. Our financial statements differ significantly from financial statements prepared by non-insurance companies" on page 61.

Some of the information in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 26 for a discussion of the risks and uncertainties related to those statements. Our actual results may differ from those expressed in or implied by these forward-looking statements.

We have, in this Draft Red Herring Prospectus, included various operational and financial performance indicators, including certain non-GAAP financial measures, some of which may not be derived from our Restated Financial Statements and may not have not been subjected to an audit or review by our Joint Statutory Auditors. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculation, may vary from that used by other insurance companies in India and other jurisdictions. In addition, we have in this Draft Red Herring Prospectus included the Embedded Value Report issued by the Independent Actuary which includes certain information relating to our Embedded Value as of March 31, 2022 calculated in accordance with the Indian Embedded Value Methodology, which may vary from that used by other life insurance companies in India and other jurisdictions. The Embedded Value as of March 31, 2022 and the operational and financial performance indicators included in this Draft Red Herring Prospectus may also vary from similar information we have calculated historically and presented publicly in compliance with applicable regulations in India. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision, and should consult their own advisors and evaluate such information in the context of the Restated Financial Statements and other information relating to our business and operations included in this Draft Red Herring Prospectus.

Unless otherwise indicated, the financial information included herein is based on our Restated Financial Statements for Fiscal 2020, 2021 and 2022 and for the three months ended June 30, 2022 included in this Draft Red Herring Prospectus. For further information, see "Financial Information" on page 257.

Overview

We were one of the fastest growing private life insurers in India in terms of New Business IRP in Fiscal 2022. (*Source: CRISIL Report*) We also recorded the highest growth in terms of New Business IRP amongst life insurers with PSU bank parentage, with a CAGR of 27.3%, for the five-year period ending Fiscal 2022. (*Source: CRISIL Report*) In the same period, the Indian private life insurance industry grew at a CAGR of 13.9% (*Source: CRISIL Report*). We reported a healthy Value of New Business ("**VNB**") Margin of 23.10%, in Fiscal 2022. We have achieved this growth on the back of a balanced product portfolio that has an increased focus on non-participating products, supported expansive bancassurance networks through one of our Promoters, Bank of Baroda ("**BOB**"), the third largest public sector bank in India as well as through our bancassurance relationship with Union Bank of India ("**UBI**"), the fifth largest public sector bank in India, each in terms of total assets as of March 31, 2022. (*Source: CRISIL Report*) We have also been aided by our improving persistency, fast growth of our emerging channels, as well as our digital first approach. Our long-standing commitment to customer centric operations has resulted in high Persistency Ratios in the three preceding years, reflected in the increase in our Embedded Value that has grown at a CAGR of 10.94% from Fiscal 2021 to Fiscal 2022, from ₹ 16,812.00 million in Fiscal 2021 to ₹ 18,651.00 million in Fiscal 2022, based on the Embedded Value Report issued by the Independent Actuary.

Commencing operations in 2009, we achieved profitability in the sixth year of operations, and were the third fastest private life insurer in India to achieve profitability for three consecutive years. (*Source: CRISIL Report*)

The table below sets forth certain key financial and operating parameters for the periods indicated:

Particulars	As at and for the year ended March 31,			As at and for the three months ended June 30, 2022
	2020	2021	2022	
New Business IRP (₹ in million)	8,499.36	8,940.65	13,450.72	2,958.42
Number of retail policies sold	187,896	197,564	265,471	58,610
Number of new group policies sold	168	201	290	49
Individual New Business Premium (₹ in million)	8,677.45	9,242.14	14,287.24	3,072.91
Group GWP (₹ in million)	9,990.43	11,264.73	13,375.96	1,938.37

Particulars	As at and for the year ended March 31,			As at and for the three months ended June 30, 2022
	2020	2021	2022	
Total GWP (₹ in million)	33,604.36	40,555.02	51,865.64	9,079.68
New Business Premium(1) (₹ in million)	18,667.88	20,505.70	27,662.12	5,010.47
VNB (₹ in million)	-	1,105.00*	3,565.00	-
VNB Margin (%)	-	10.50%*	23.10%	-
Persistency Ratio – 13th month (%)	75.76%	78.49%	81.16%	82.73%
AUM (₹ in million)	147,228.76	171,089.96	189,318.10	186,376.43
Renewal Premium (₹ in million)	14,936.48	20,049.32	24,203.52	4,069.21
Solvency Ratio (%)	172.25%	181.26%	165.06%	166.04%
Embedded Value (₹ in million)	-	16,812.00	18,651.00	-

** Note: Methodology and assumptions used to compute Fiscal 2021 VNB are consistent with APS10 principles. The assumptions and methodology underlying the determination of VNB for Fiscal 2021 have been determined following consistent principles as used for the determination of Embedded Value as at March 31, 2021 as set out in the Embedded Value Report. It should be noted that (i) reference rates are based on market information over Fiscal 2021. Economic assumptions are reset quarterly assuming that the reference rates at point of sale are equal to the central government bond yield curve available from CCIL, as at the beginning of the corresponding quarter; and (ii) expense assumptions have been determined using the expense data for the period of Fiscal 2021. Additionally, Willis Towers Watson Actuarial Advisory LLP has reviewed the walkthrough produced by our Company explaining the increase in VNB margin from 10.5% for March 31, 2021 to 23.1% for March 31, 2022 in the EV Report. Around 6.7% increase is attributable to operating efficiencies; parameters: improved business mix (3.7%) and higher expense efficiencies (3.0%). The remaining 5.9% can be attributed to economic assumptions change (4.2%) and price revision of PMJJBY scheme effective June 1, 2022 (1.7%) which was known at the time of producing VNB margin for March 31, 2022. For further information, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators – Value of New Business" on page 345.*

(1) As per our Restated Financial Information.

We derive a significant advantage from our bancassurance relationships with one of our Promoters, BOB (our largest shareholder), which is the third largest public sector bank in India in terms of total assets as of March 31, 2022. (*Source: CRISIL Report*) We also benefit from our bancassurance relationship with UBI, which is the fifth largest public sector bank in India in terms of total assets as of March 31, 2022. (*Source: CRISIL Report*) Bancassurance contributed 91.57%, 91.76%, 91.34% and 90.48% of our New Business IRP in Fiscal 2020, 2021 and 2022, and the three months ended June 30, 2022, respectively. We have an exclusive bancassurance arrangement with BOB, and a non-exclusive bancassurance arrangement with UBI. As of March 31, 2022, after rationalization of branches following its amalgamation, BOB had 8,425 branches with more than 140 million customers as of February 28, 2022, while UBI had 9,162 branches with over 120 million customers as of March 31, 2022. (*Source: CRISIL Report*) We also have access to the branch network of eight regional rural banks associated with BOB and UBI, with more than 5,132 branches across India as of March 31, 2022. As of March 31, 2022, we sourced 12 policies per bancassurance branch and our premium per bancassurance branch was ₹ 0.71 million, (*Source: CRISIL Report*) reflecting significant opportunity to grow our business through our bancassurance channels. We benefit from the expansive pan-India operations of our bancassurance partners, as well as their wide customer base, well-regulated operations, industry knowledge and brand equity built over several decades.

We have also increased distribution through our emerging channels. New Business IRP through our emerging channels increased at a CAGR of 27.51% from ₹ 716.66 million in Fiscal 2020 to ₹ 1,165.21 million in Fiscal 2022. As part of our emerging channels, we have developed a robust agent network focused on high-performing agents. As of June 30, 2022, we had 21 corporate agents and 1,634 individual agents. In addition, we support financial inclusion initiatives in India through Common Service Centres ("**CSC**") and microfinance institutions ("**MFI**"). We have also entered into distribution arrangements with various established brokers, fintech companies and other start-ups, including Bluechip Insurance Broking Private Limited, Policybazaar Insurance Brokers Private Limited, Integrated Insurance Broking Services Private Limited, Muthoot Insurance Brokers Private Limited and Bajaj Capital Insurance Broking Limited.

We have developed a comprehensive product portfolio addressing customer needs through various life stages and ranging across various individual and group product segments. As of June 30, 2022, our retail product portfolio includes nine participating products, six non-participating protection products, 11 non-participating savings products and four unit-linked products, along with two riders. The contribution of non-participating products increased from 15.52% of our New Business IRP in Fiscal 2020 to 49.55% in Fiscal 2022, and stood at 52.62% in the three months ended June 30, 2022. We have also introduced a range of products for groups and corporates to meet their requirements. As of June 30, 2022, we had introduced 17 group products, including group term life products, group credit life products and riders. We also offer corporate funds products as part of our group product portfolio. In addition, we offer policies under the Pradhan Mantri Jeevan Jyoti Bima Yojana ("**PMJJBY**") scheme.

Further, within non-participating products, protection products involve higher margins than savings products, and contribution of non-participating protection products increased from 0.31% of our New Business IRP in Fiscal 2020 to 4.31% in Fiscal 2022. Through factors such as optimizing the product suite that we distribute, we have been able to improve our VNB Margin from 10.50% in Fiscal 2021 to 23.10% in Fiscal 2022.

We have made significant technology investments to strengthen our sourcing channels, lead generation and operating processes, as well as continuously improve our customer experience through the customer life journey, from customer acquisition to processing of claims. We are led by a qualified, professional and highly experienced management team, supported by marquee investors, allowing us to leverage expertise across diverse sectors, which we believe enables us to capitalize on future growth opportunities. Our Board, including our experienced independent directors, along with the professional guidance from our shareholders, BOB, Carmel Point Investments India Private Limited (an affiliate of Warburg Pincus Group) and UBI, have assisted us in implementing robust corporate governance measures and rapidly expanding our business.

Key Factors Affecting our Results of Operations

The results of our operations and our financial condition are affected by a number of factors, many of which may be beyond our control, including the following:

Macroeconomic conditions in India

Our business and profitability are affected by general economic and demographic conditions in India. India's economic growth trends, household savings rate, consumer attitudes towards financial savings and demographic profile are some of the key factors affecting the performance of its life insurance industry. In the event of adverse macroeconomic conditions in India (whether due to conditions in India or as a result of deterioration of global macroeconomic conditions), characterized by higher unemployment, lower household income, lower corporate earnings, lower business investment and lower consumer spending, the demand for insurance and savings products could be adversely affected. Changes in the economic conditions can affect our financial results through their effect on market conditions and income from investments and through changes in consumer confidence in and demand for insurance products and services. Declining consumer confidence tends to cause both a decrease in new policy sales and an increase in policy surrenders, thereby adversely affecting our results of operations.

Further, events such as the COVID-19 pandemic and its impacts could affect our business and profitability. The COVID-19 pandemic sharply slowed the Indian economy in the first quarter of Fiscal 2021, but the huge economic costs that it extracted forced the economy to open up and get back on its feet in the second quarter of Fiscal 2021. (*Source: CRISIL Report*). The second wave of the COVID-19 pandemic exerted significant stress on the Indian healthcare ecosystem in the first quarter of Fiscal 2022, but it did not hit economic activity as hard as the first wave. (*Source: CRISIL Report*). Going forward, in the scenario of a significant rise in COVID-19 cases or any similar pandemic for a sustained period of time and a rise in mortality rates, the performance of the life insurance industry may be impacted, as witnessed by the industry during the second wave of COVID-19 in the first quarter of Fiscal 2022.

Several global economic developments may have an impact on the Indian economy, including the change in the global interest rates outlook, recent changes in United States fiscal and monetary policies, the medium term political outlook for globalization, China's ability to re-balance its financial systems and economy and hostilities in Ukraine. If the economic or demographic conditions in India deteriorate or are not in line with our expectations, or the impact on our business is different from what we expect, our financial condition and results of operations may be materially and adversely affected.

Growth and productivity of our multi-channel distribution network

Our business is dependent on our multi-channel distribution network, in particular, our bancassurance network. Accordingly, our financial condition and results of operation depend on the productivity of our distribution channels. We have an extensive multi-channel distribution network across India, and bancassurance represents our largest distribution channel. Bancassurance contributed 91.57%, 91.76%, 91.34% and 90.48% of our New Business IRP in Fiscal 2020, 2021 and 2022, and the three months ended June 30, 2022, respectively. Of this, Bank of Baroda contributed to 73.55%, 73.51%, 70.15% and 69.73% of our New Business IRP in Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022. In the same periods, Union Bank of India contributed 14.81% 14.50%, 16.43% and 15.58% to our New Business IRP. We have also entered into bancassurance partnerships with eight regional rural banks and with Union Bank of India, in order to help develop a pan-India bancassurance channel. If we are unable to enter into additional bancassurance arrangements, maintain our relationship with existing partners over competing life insurers with similar arrangements or fully capitalize on the bancassurance distribution channels, our product sales could be adversely affected. Our distribution arrangements with our bancassurance partners other than Bank of Baroda are non-exclusive and the level of sales of our products through these channels depends on the competitiveness of our products relative to those of our competitors. We have also developed our emerging channels, and as of June 30, 2022, we had 21 corporate agents and 1,634 individual agents. In addition, we have strategically focused on supporting financial inclusion initiatives in India through our arrangements with CSCs and MFIs to provide life insurance products for village level entrepreneurs. Our relationship with our emerging channels, the performance of our agents and our ability to enter into additional distribution channels has a significant impact on our business, results of operation and financial condition. We have increasingly focused on digital and online sales channels, including through the internet and mobile applications supported by dedicated call centres. Our ability to compete in direct sales, including online sales depends, among other factors, on our ability to retain employees and leverage data analytics, and our ability to be customer-centric, in comparison to our competitors. Any change in the regulatory framework may also affect the growth and productivity of our distribution network.

Regulatory and fiscal environment

The life insurance industry in India is regulated and involves significant compliance efforts and related costs. Any changes in the business environment resulting from regulatory or fiscal changes or more stringent adoption or implementation of the existing regulatory regime applicable to the Indian life insurance industry could have an impact on the nature of our existing products, our ability to launch new products, our business practices, distribution arrangements, target customer segments, and the value of our assets or our existing business. The regulatory framework governing the insurance industry in India has become increasingly stringent.

IRDAI Regulations

We are limited by IRDAI regulations in connection with *inter alia* (i) the investments we are permitted to make, including minimum investment requirements in life funds in the housing and infrastructure sectors, (ii) issuance of capital, (iii) transfer restrictions on our Equity Shares, (iv) solvency ratios that we are required to maintain, (v) restrictions on place of business, (vi) caps on commission or remuneration to agents and insurance intermediaries, (vii) obligations to rural and social sectors.

Further, the IRDAI Preparation of Financial Statements Regulations require insurance companies to prepare financial statements in a prescribed format.

Any new IRDAI policies relating to, among other matters, product guidelines, rules regarding insurance intermediaries, distribution or provisioning norms affecting our business, or the introduction of rural and other social welfare initiatives introduced at the initiative of other regulatory agencies that we are required to support, may result in increased operational expenses, including the cost of regulatory compliance, decreased profitability, or require us to modify our business strategy and focus on new markets and/or customer segments.

General Fiscal and Corporate Tax Laws

Any adverse development in fiscal laws applicable to insurance companies in India, discontinuance of tax exemptions in relation to pension income, tax free bonds, change in applicability of minimum alternate tax rates and any discontinuance of tax benefits to customers on the purchase of insurance products in India may materially and adversely affect our results of operations and financial condition.

With effect from April 2021, income earned on contributions beyond ₹0.25 million per annum in ULIPs are taxable. In case of ULIPs having an annual premium of more than ₹0.25 million, the income/return on maturity shall be treated as a capital gain and charged accordingly under Section 112A of the Income Tax Act, 1961. The cap of ₹ 0.25 million on the annual premium of ULIP is applicable only for the policies taken on or after February 1, 2021. In Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022, our New Business IRP from ULIPs was ₹ 2,605.16 million, ₹ 2,589.11 million, ₹ 3,827.47 million and ₹ 838.97 million, respectively, which represented 30.65%, 28.96%, 28.46% and 28.36% of our New Business IRP, respectively. One of our strategies is to enhance our product mix and benefit from economic of scale, through a focus on higher margin products for greater financial returns while maintaining a balanced product mix to hedge our dependence on specific policy segments and customer demographics. Our execution of such strategies is subject to regulations, such as the aforementioned laws. See "*Our Business – Business Strategies – Enhance our product mix and build economies of scale to further improve our profitability and cost efficiencies*" and "*Key Regulations and Policies*" on pages 174 and 204, respectively. In addition, any adverse development in fiscal laws, including discontinuance of existing tax exemptions or tax benefits available to insurance companies or those available to customers with respect to insurance products, could adversely impact our business prospects and results of operations.

Product mix and new business growth

We develop and distribute a range of participating, non-participating (including protection products and savings products) and unit-linked individual products as well as group products. Since capital requirements, pricing assumptions, level of reserves, profitability, and the profit period patterns vary from product to product, changes in the product mix for new business affect our financial condition and results of operations. While we have increasingly focused on non-participating policies as opposed to participating policies in order to improve our margins, and in particular on non-participating policies with protection for the policy holders, participating products contribute a substantial portion of our Company's revenue. We have also been focusing on group protection policies rather than corporate-funds based policies, with a strategic focus on group credit life which involves higher margins than other group products

The table below sets forth details of growth across our individual products:

Particulars	Fiscal 2020		Fiscal 2021		Fiscal 2022		CAGR between Fiscal 2020 – 2022 (%)	Three months ended June 30, 2022	
	New Business IRP (₹ in million)	Percentage of our total New Business IRP (%)	New Business IRP (₹ in million)	Percentage of our total New Business IRP (%)	New Business IRP (₹ in million)	Percentage of our total New Business IRP (%)		New Business IRP (₹ in million)	Percentage of our total New Business IRP (%)
Participating	4,575.08	53.83%	2,961.98	33.13%	2,958.44	21.99%	(19.59)%	562.65	19.02%
Non-Participating									
- Savings	1,292.53	15.21%	3,183.86	35.61%	6,085.28	45.24%	116.98%	1,435.81	48.53%
- Protection	26.58	0.31%	205.71	2.30%	579.54	4.31%	366.90%	121.00	4.09%
Unit-linked	2,605.16	30.65%	2,589.11	28.96%	3,827.47	28.46%	21.21%	838.97	28.36%
Total	**8,499.36**	**100.00%**	**8,940.65**	**100.00%**	**13,450.72**	**100.00%**	**25.80%**	**2,958.42**	**100.00%**

The table below sets forth details of growth of our Group New Business GWP, based on policy types:

Particulars	Fiscal 2020		Fiscal 2021		Fiscal 2022		CAGR between Fiscal 2020 - 2022 (%)	Three months ended June 30, 2022	
	Group New Business GWP (₹ in million)	Percentage of our Group New Business GWP (%)	Group New Business GWP (₹ in million)	Percentage of our Group New Business GWP (%)	Group New Business GWP (₹ in million)	Percentage of our Group New Business GWP (%)		Group New Business GWP (₹ in million)	Percentage of our Group New Business GWP (%)
Group Protection									
– Group Term Life	803.12	9.27%	1,391.52	14.19%	1,893.66	16.42%	53.55%	185.06	9.68%
– Group Credit Life	2,675.42	30.88%	2,378.01	24.25%	5,037.37	43.68%	37.22%	1,700.72	88.99%
Corporate Funds	5,184.98	59.85%	6,037.01	61.56%	4,602.47	39.91%	(5.78)%	25.41	1.33%
Total	**8,663.52**	**100.00%**	**9,806.54**	**100.00%**	**11,533.50**	**100.00%**	**15.38%**	**1,911.19**	**100.00%**

Regulatory changes or market developments or customer preferences affecting sales of our unit-linked products or non-participating products impact our business and results of operations. Our VNB and profitability depend on the growth of our non-participating products and our product mix. Our ability to market our non-participating products is dependent on our unit-linked funds to perform as per their respective benchmarks.

We continue to grow our product portfolio, focusing on relatively higher margin products and maintain our overall growth levels while developing additional products. Further, we attempt to anticipate market developments and design new products to develop market opportunities, in order to compete with more attractive products offered by our competitors in case of any such shift in customer preference or other market development. Changes in product categories that are currently significant for us or are likely to become significant to our business in the future could have a material impact on our business and financial performance. In addition, profit, if any, from life insurance contracts typically emerges over the life of the contract and we usually incur losses in the initial period after a policy is written. Any significant growth in new business may cause us to incur loss in the initial phases till demand increases, thereby affecting our results of operations temporarily.

Pricing and claims experience

Effective pricing of our products affects our business and results of operations. We believe we have put in place a robust pricing methodology and as of June 30, 2022, had three actuaries. Pricing of our products involves various assumptions based on analysis of historical data, application of appropriate pricing methodologies and ongoing monitoring to recognize changes in risk trends to accurately forecast future experience. The ability to accurately price insurance products is subject to a number of assumptions relating to factors outside our control, including availability of credible data, changes in regulatory standards and macro-economic conditions and ability to obtain applicable regulatory approvals. In addition, various assumptions related to future investment returns are used in pricing our products and setting of reserves. Actual investment returns that are lower than those projected could result in significant losses on particular products, thereby causing us to increase the price of our products, and consequently affecting our future business.

Our claims experience may also vary from the assumptions that we make both when we design and price our products and when we calculate our contractual policy liabilities. Claims experience varies over time and from one type of product to another, and may be impacted by specific events and changes in macroeconomic conditions, population demographics, mortality, morbidity and other factors. Our policy liabilities as of March 31, 2020, 2021, 2022 and as of June 30, 2022 were ₹ 99,165.21 million, ₹ 102,156.57 million, ₹ 108,243.14 million and ₹ 109,135.23 million, respectively. However, our policy liabilities do not, and will not in the future, represent any precise calculation of liability, but rather are estimates of the anticipated net future policy benefits and claims payments, and are consequently inherently uncertain. These assumptions and estimates are based on our management's assessment of the information available to us, historical data, probable forecast of future events that could affect our policyholders or the insurance industry in general, as well as anticipated estimates of future claims severity and frequency, loss trends in claim frequency and severity experienced by us, our loss history and loss history in the Indian life insurance industry. These assumptions and estimates are also affected by other factors beyond our control such as regulatory development or judicial determination relating to insurance claims and damages, any change in the political environment or general macroeconomic trends affecting the Indian economy, including inflation.

Persistency experience

Our financial are impacted by our Persistency Ratio and surrender experience, which may vary from the assumptions that we make both when we design and price our products and when we calculate our insurance contract liabilities. Maintaining a high level of persistency is important to our results of operations, as a large block of in-force policies provides us with regular revenues in the form of Renewal Premiums. In addition, our ability to convert first year premiums into renewal premiums – thereby increasing the number of in-force policies – is an important factor affecting our financial condition and results of operations, as well as the long-term growth of our revenues and profitability.

Persistency and surrender experience varies over time and from one type of product to another, and may be affected by events such as changes in macroeconomic conditions, changes in consumer sentiment or policyholder behavior, relative competitiveness of our products, claims experience, investment performance of our funds and other factors beyond our control, such as adverse macroeconomic conditions, significant regulatory changes, change in government policies impacting the economy in general or the insurance industry in particular, loss of customer confidence in the insurance industry due to actual or perceived weakening of the financial strength of one or more insurance companies, or increased volatility in the equity markets, could also result in unanticipated high levels of surrenders, withdrawals and lapses of insurance policies, thereby adversely affecting our Persistency Ratios.

Interest rate volatility

The profitability of many of our products and our investment returns are sensitive to interest rate fluctuations, and changes in interest rates could affect our investment returns, financial condition and results of operations. We are affected by fluctuations in market interest rates as a substantial portion of our investment portfolio is held in debt securities, particularly fixed income government securities. In general, the investment risk in respect of investments held to back unit-linked contracts is borne by policyholders of such products, whereas the investment risk associated with investments backing other products or shareholders' funds is either shared between our policyholders and us or completely borne by us. Interest rate risk generally originates from movements of interest rates and the mismatches between the durations of assets and liabilities.

Our products with guaranteed benefits carry the risk that interest income from the financial assets backing the liabilities are insufficient to fund the guaranteed benefits payable as interest rates fall. A substantial portion of the assets in the participating fund consist of fixed income securities, whose returns are affected by fluctuations in market interest rates. Since holders of our participating life insurance policies are credited with a portion of the investment returns earned by the invested assets, bonuses credit to their policies may be lower. Lower bonuses may lead to decreased new business sales or increased surrenders from these policies.

In addition, our insurance contracts' liabilities tend to have a longer duration than our investment assets, which may result in the re-investment returns of our maturing investments being lower than the average guaranteed pricing rate for our insurance policies in a declining interest rate environment.

Rising interest rates reduce fair value of investments and generate unrealized losses, which could adversely affect our shareholders' equity and results of operations. Rising interest rates could also lead to higher levels of surrenders and withdrawals of existing policies as policyholders seek to buy products with perceived higher returns. These surrenders and withdrawals may result in cash payments to policyholders requiring the sale of our debt securities at a time when the prices of those assets are adversely affected by the increase in market interest rates, potentially resulting in realized investment losses.

Fluctuations in Indian equity markets

Fluctuations in Indian equity markets may affect our investment returns, and thereby our financial condition and results of operations. In case of our unit-linked products, underlying investments are subject to fluctuations in equity markets, and is borne by policyholders of such products, whereas the investment risk associated with investments backing other products or shareholders' funds is either shared between our policyholders and us or completely borne by us.

Sale of unit-linked products typically decreases in periods of protracted or steep declines in equity markets and increase in periods of rising equity markets. In particular, customers may be reluctant to commit to new unit-linked policies in times of uncertainty or market volatility. In addition, lower investment returns for our unit-linked assets would also reduce the asset management and other fees we earn. Surrenders and withdrawals may increase at times of declining equity markets as customers shift to other products, although some customers may continue to hold on to the investments for future gains. Surrenders and withdrawals may increase with rising equity markets because customers may exit their policies to realize their gains.

A decline in the equity markets reduces our income from investments and also reduces the fair value of investments held towards non-linked policyholder funds and shareholders' funds, which in turn could adversely affect our results of operations. Lower equity returns could also lead to higher levels of surrenders of existing non-linked policies as policyholders seek to buy products with perceived higher returns. These surrenders and withdrawals may result in cash payments to policyholders requiring the sale of our equity investments at a time when the prices of those assets are adversely affected by market movements, potentially resulting in realized investment losses.

Competition

We compete with 23 private sector life insurance companies and one public sector life insurance company currently operating in India. (*Source: CRISIL Report*). Our competitors include private insurers such as SBI Life, HDFC Life, ICICI Prudential Life, Bajaj Allianz Life and Max Life, as well as life insurers with PSU parentage, namely Canara HSBC OBC Life, PNB Metlife, Star Union Dai-ichi Life and Ageas Federal Life. (*Source: CRISIL Report*) We also face competition from smaller life insurance companies that have been seeking to expand market share in recent years and may develop strong positions in certain customer segments. On April 1, 2021, the Insurance Laws (Amendment) Act, 2021 came into force, raising the limit of foreign investment in an Indian insurance company from 49% to 74%, subject to certain safeguards. We expect this to lead to new entrants in the industry, better capitalisation of existing competitors and generally increase the level of competition. Our Company's other competitors include non-life insurance companies (to the extent such companies offer health insurance products), standalone health insurance companies, pension funds, mutual funds companies, and other financial services providers offering a variety of financial investment products. For further information, see "*Our Business – Competition*" on page 201.

We compete for business on the basis of various factors, including product features, price, coverage offered, quality of customer service, distribution network, relationships with agents, bancassurance partners and other intermediaries, brand recognition, size of operations, operating efficiency, financial strength and credit ratings. In addition, life insurance products also compete with certain other financial services products. For example, in the area of savings-oriented insurance products, we compete with mutual fund companies, bank fixed deposits and Government small saving schemes. Some of our competitors may offer higher commissions or more attractive rewards to agents and other distribution intermediaries, or offer similar insurance products at lower pricing. We may also experience increase in consolidation in the life insurance sector in India, which could lead to our competitors attaining increased financial strength, management capabilities, resources, operational experience, market share, distribution channels and capabilities in pricing, underwriting and claims settlement. In addition, we potentially compete with commercial banks that are allowed to invest in, or form alliances with, insurance companies in order to offer insurance products and services. Closer alignment between the insurance and banking industries in India may incentivize our bancassurance partners to distribute insurance products of their affiliates rather than our products. In recent years, financial institutions in India have focused on developing new kinds of investment products in response to the increasing public demand for diversified financial investments, which has led to the availability of a variety of financial investment products. These products may be more attractive to customers for tax reasons, investment returns or otherwise, and may compete with our products that offer similar investment features.

Expense management

Our profitability is affected by our growth in new business and our ability to control costs. Our reported financial results are affected by our level of expenses, which may vary from the assumptions that we make, both when we design and price our products and when we calculate our insurance contract liabilities. Expenses may be impacted by specific events and changes in macroeconomic conditions including inflation, changes in regulations, competition, distribution costs, employee costs and other factors. Given the cap on charges on unit-linked products, the ability to absorb expenses in the pricing of our various products differs across products. A change in our product mix could impact our expense ratios and accordingly, our financial condition and results of operations. Finally, a decline in our new business premium and renewals, can also impact our expense ratios. We strive to effectively control operating expenses by improving our operational efficiencies, investing in information technology (including our digital sales channel) and undertaking various initiatives with our distribution partners and employees to increase productivity levels.

Key Performance Indicators

In evaluating our business, we consider and use the non-GAAP financial measures and key performance indicators that are presented below, as supplemental measures to review and assess our operating performance. The presentation of these non-GAAP financial measures and key performance indicators is not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with Indian GAAP. We present these non-GAAP financial measures and key performance indicators because they are used by our management to evaluate our operating performance and formulate business plans.

These non-GAAP financial measures are not defined under Indian GAAP, are not presented in accordance with Indian GAAP, and are unaudited. The non-GAAP financial measures and key performance indicators have limitations as analytical tools. Further, these non-GAAP financial measures and key performance indicators may differ from the similar information used by other companies, including peer companies, and therefore their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to profit before tax, surplus before tax, premiums earned - net, gross earned premiums or any other measure of performance or as an indicator of our operating performance, liquidity, profitability or results of operations.

The following table sets forth certain key performance indicators for the periods indicated:

Particulars	**Fiscal 2020**	**Fiscal 2021**	**Fiscal 2022**	**Three months ended June 30, 2022**
	(₹ in million, except percentages)			
New Business IRP	8,499.36	8,940.65	13,450.72	2,958.42
Solvency Ratio	172.25%	181.26%	165.06%	166.04%
Embedded Value	-	16,812.00	18,651.00	-
VNB	-	1,105.00*	3,565.00	-
VNB Margin	-	10.50%*	23.10%	-

** Note: Methodology and assumptions used to compute Fiscal 2021 VNB are consistent with APS10 principles. The assumptions and methodology underlying the determination of VNB for Fiscal 2021 have been determined following consistent principles as used for the determination of Embedded Value as at March 31, 2021 as set out in the Embedded Value Report. It should be noted that (i) reference rates are based on market information over Fiscal 2021. Economic assumptions are reset quarterly assuming that the reference rates at point of sale are equal to the central government bond yield curve available from CCIL, as at the beginning of the corresponding quarter; and (ii) expense assumptions have been determined using the expense data for the period of Fiscal 2021. Additionally, Willis Towers Watson Actuarial Advisory LLP has reviewed the walkthrough produced by our Company explaining the increase in VNB margin from 10.5% for March 31, 2021 to 23.1% for March 31, 2022 in the EV Report. Around 6.7% increase is attributable to operating efficiencies; parameters: improved business mix (3.7%) and higher expense efficiencies (3.0%). The remaining 5.9% can be attributed to economic assumptions change (4.2%) and price revision of PMJJBY scheme effective June 1, 2022 (1.7%) which was known at the time of producing VNB margin for March 31, 2022. For further information, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators – Value of New Business" on page 345.*

New Business Individual Rated Premium ("New Business IRP")

New Business IRP is the sum of premiums written by our Company under individual products and weighted at the rate of 10.00% for single premiums. New Business IRP does not include Renewal Premium. We use this metric for the measurement of sales performance and to keep track of our market share, due to the retail focus of our business.

Our New Business IRP increased by a CAGR of 25.80% from ₹ 8,499.36 million in Fiscal 2020 to ₹ 13,450.72 million in Fiscal 2022, driven primarily by an increase in New Business IRP from our bancassurance channel, and an increase in non-participating savings products.

Persistency Ratios

Persistency Ratio is the the ratio of life insurance policies remaining in force to all policies issued in a fixed period. Persistency can be measured in terms of number of policies or in terms of premium. Maintaining a high level of persistency is important to our results of operations, as a large block of in-force policies provides us with regular revenues in the form of Renewal Premiums. We believe that the 13th month persistency is an important metric to measure the quality of our sales because it is the first time that we can assess if payments are made beyond the first year after the completion of the sale, for regular premium products. In addition, we believe that the 49th month and 61st month Persistency Ratios are also important indicators for the assessment of performance of our unit-linked products, as a majority of these customers have a premium payment term of five years. For further information, see "*Our Business – Business Processes – Customer retention*" on page 187.

The following table sets forth our Persistency Ratios (by premium, excluding single premium) for our products, individual and group, in the periods indicated:

Particulars	**Fiscal**			**Three months ended June 30, 2022**
	2020	**2021**	**2022**	
13th month	75.76%	78.49%	81.16%	82.73%
25th month	66.87%	66.01%	70.32%	72.28%
37th month	62.74%	60.61%	61.93%	62.78%
49th month	57.15%	57.60%	57.51%	57.94%
61st month	38.40%	44.46%	43.98%	46.67%

We have introduced a number of initiatives to further improve persistency of our existing policies, including persistency as a key performance metric for rewards and recognition schemes for our sales force, use of data analytics to improve renewal collection follow ups, dedicated renewal business vertical, and ongoing customer engagement programs.

Solvency Ratio

Solvency Ratio is a regulatory measure of capital adequacy, calculated by dividing available solvency margin by required solvency margin, each as calculated in accordance with the guidelines of IRDAI. The available solvency margin represents the capital available to meet regulatory solvency capital and is the excess of admissible assets over liabilities. The required solvency margin is computed by using factors specified by IRDAI for different lines of business, the factors being applicable on the reserves and the sum at risk. The minimum Solvency Ratio required to be maintained is the control limit of 1.50x, as set by the IRDAI.

We have consistently maintained our Solvency Ratio in the last five fiscal years, compared to the IRDAI mandated solvency ratio of at least 1.50x. Our Solvency Ratio marginally decreased from 172.25% in Fiscal 2020 to 165.06% in Fiscal 2022. Our Solvency Ratio was 166.04% as of June 30, 2022.

Value of New Business

Value of New Business is the present value of expected future earnings from new policies written during a specified period and it reflects the additional value to shareholders expected to be generated through the activity of writing new policies during a specified period. Our Value of New Business was ₹ 3,565.00 million in Fiscal 2022.

Value of New Business Margin is the ratio of Value of New Business to Annualized Premium Equivalent (Annualized Premium Equivalent being 100% of annualised regular premium for new business plus 10% of single premium) for any given period and is a measure of the expected profitability of new business, our Value of New Business Margin in Fiscal 2021 and 2022 was 10.50% and 23.10%, respectively.

Embedded Value

Embedded Value is calculated as the sum of Adjusted Net Worth and Value of In-Force business.

Adjusted Net Worth is the sum of the Free Surplus and Required Capital. This is the value of all assets allocated to the covered business that are not required to back the liabilities of the covered business.

Value of In-Force business consists of the following components:

- Present Value of Future Profits expected to emerge from the covered business;
- Less Frictional Cost of Capital;
- Less Time Value of Financial Options and Guarantees;
- Less Cost of Residual Non-Hedgeable Risks.

We have included in this Draft Red Herring Prospectus information regarding our Embedded Value as discussed in the report of the Independent Actuary. There is significant technical complexity involved in and various assumptions and estimates used in calculation of Embedded Value. Embedded Value is derived from multiple assumptions on the future performance on parameters impacting earnings, including, among others, persistency, mortality, morbidity and external factors such as interest rates and equity market performance. These assumptions and estimates are also factors beyond our control such as regulatory development or judicial determination relating to insurance claims and damages, any change in the political environment or general macroeconomic trends affecting the Indian economy, including inflation. Accordingly, Embedded Value calculations may vary significantly if key assumptions or estimates are modified or if our actual experience is different from such assumptions and estimates.

In addition, the methodology for calculation of Embedded Value followed may itself be inaccurate, and any modification in such methodology may also result in variation in Embedded Value calculation even if similar assumptions and estimates are used. Accordingly, the Embedded Value information included in this Draft Red Herring Prospectus must be read in conjunction with the assumptions, estimates and limitations specified in the Embedded Value Report included in this Draft Red Herring Prospectus and care must be exercised in interpreting the Embedded Value results.

Our Embedded Value, based on the Embedded Value Report issued by the Independent Actuary, was ₹ 16,812.00 million as of March 31, 2021 and ₹ 18,651.00 million as of March 31, 2022.

For additional information, please refer to the Embedded Value Report on page 468.

Basis of Preparation

We have prepared our Restated Financial Statements for March 31, 2020, 2021 and 2022 and for the three months ended June 30, 2022 in accordance with Indian GAAP, the Insurance Act, the IRDA Act and the IRDAI Preparation of Financial Statements

Regulations. Our Restated Financial Statements have been examined by the Joint Statutory Auditors in accordance with the requirements of the relevant provisions of the SEBI ICDR Regulations and the IRDAI Issuance of Capital Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI, as amended from time to time.

The financial statements comprises of revenue account (policyholders' account), profit and loss account (shareholders' account), balance sheet, and receipts and payments account.

Significant Accounting Policies

Except as stated below, there have been no changes to our accounting policies in the three preceding Fiscals and the three months ended June 30, 2022:

Particulars	Previous Policy	Revised Policy
Income from investment	Dividend income, in respect of other than linked business, is recognised when the right to receive dividend is established. Dividend income, in respect of linked business, is recognised on the `ex-dividend date'.	Dividend income, in respect of other than linked business and in respect of linked business, is recognised on the `ex-dividend date'.
Funds for future appropriation	The funds for future appropriation set aside in the participating fund represent the surplus which is not allocated to the shareholder or policyholders at the balance sheet date. Transfers to and from the fund would arise as a result of excess or deficit of income over expenses and surplus/deficit due to other items of experience (mortality, lapses etc). The funds for future appropriation when allocated in the future to policyholders would give rise to a transfer to the shareholder's profit and loss account in the proportion stipulated by regulation. Amounts estimated by the Appointed Actuary as Funds for Future Appropriation (FFA) in respect of lapsed Unit Linked Policies are set- aside in the balance sheet and are not available for distribution to shareholders until expiry of the revival period.	The funds for future appropriation in the participating fund represent the surplus assets in excess of the liabilities set aside to meet Policyholder Reasonable Expectation (PRE). This amount is not allocated to the shareholders or policyholders at the balance sheet date. The funds for future appropriation when allocated in the future to policyholders would give rise to a transfer to the shareholder's profit and loss account in the proportion stipulated by regulation.

Critical Accounting Policies and Estimates

The preparation of our financial information requires selecting accounting policies and making estimates and assumptions that affect items reported in the revenue account, profit and loss account, Balance sheet, Receipts and Payments account and other primary statements and notes to the financial information. The determination of these accounting policies is fundamental to our results of operations and financial condition and requires management to make subjective and complex judgments about matters that are inherently uncertain based on information and data that may change in future periods. As a result, determinations regarding these items necessarily involve the use of assumptions and subjective judgments as to future events and are subject to change, and the use of different assumptions or data could produce materially different results. In addition, actual results could differ from estimates and may have a material adverse effect on our business, financial condition, results of operations or cash flows. For more information regarding our significant accounting policies, see "*Restated Financial Information – Annexure to Restated Financial Information – Notes to Financial Statements – 2. Summary of significant accounting policies*" on page 280.

Certain accounting estimates are particularly sensitive because of their significance to the financial information and because of the possibility that future events affecting the estimates may differ significantly from management's current judgments. For more information regarding the summary of critical accounting estimates and judgments, see "*Restated Financial Information – Annexure to Restated Financial Information – Notes to Financial Statements – 2.2 Use of estimates*" on page 280.

Revenue recognition

Premium income

Premium for non-linked policies is recognized as income when due from policyholders. For unit linked business, premium income is recognized when the associated units are created. For non-linked variable insurance business, premium is recognized as income on the date of receipt. Premium on lapsed policies is recognized as income when such policies are reinstated.

Premium is inclusive of Good and Service Tax applicable on charges.

In case of unit linked business, top up premiums paid by policyholders are considered as single premium and recognized as income when the associated units are created.

Income from unit linked policies

Income from unit linked policies, which include asset management fees and other charges, if any, are recovered from the unit linked funds in accordance with terms and conditions of policies and recognized when due.

Reinsurance premium ceded

Reinsurance premium ceded is accounted for at the time of recognition of the premium income in accordance with the terms and conditions of the relevant treaties with the reinsurers. Impact on account of subsequent revisions to or cancellations of premium are recognized in the year in which they occur.

Income from investment

Income from Investments are recognised on an accrual basis. Interest income on investments is recognised on accrual basis. Accretion of discount and amortisation of premium relating to debt securities is recognised over the holding / maturity period on a straight-line basis. Dividend income, in respect of other than linked business and in respect of linked business, is recognised on the 'ex-dividend date'. Realised gain / loss on debt securities for other than linked business is the difference between the sale consideration net of expenses and the weighted average amortised cost as on the date of sale. Realised gain / loss on debt securities for linked business is the difference between the sale consideration net of expenses and the weighted average book cost as on the date of sale. Profit or loss on sale of equity shares / mutual fund units is the difference between the sale consideration net of expenses and the weighted average book cost. In respect of other than unit linked business, the profit or loss includes the accumulated changes in the fair value previously recognised in Balance Sheet as 'Fair Value Change Account'.

Income from loans

Interest income on policy loans is recognised on accrual basis.

Benefits paid (including claims)

Deaths and rider claims are accounted for on receipt of intimation. Benefits paid consist of policy benefit amounts and claim settlement costs, where applicable.

Non-linked business

Annuity benefits, money back payments, survival benefit and maturity claims are accounted for when due. Surrender and withdrawals are accounted on the receipt of request.

Linked business

Maturity claims are accounted for on due basis when the associated units are cancelled. Surrenders and withdrawals are accounted for on receipt of intimation when associated units are cancelled.

Reinsurance recoverable thereon is accounted for in the same period as the related claim. Repudiated claims disputed before judicial authorities are provided for based on management prudence considering the facts and evidences available in respect of such claims.

Acquisition cost

Acquisition cost is expensed in the period in which they are incurred. Acquisition costs mainly consist of commission to insurance intermediaries, medical costs, policy printing expenses, stamp duty and other related expenses to source and issue the policy.

Clawback of the first year commission paid, if any, in future are accounted at the time of recovery.

Investments

Investments are made and accounted for in accordance with the Insurance Act, 1938, the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2000, Insurance Regulatory and Development Authority (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations, 2002, and various other circulars / notifications issued by the IRDAI in this context from time to time.

Investments are recorded at cost on the date of purchase, which includes brokerage and stamp duty, taxes, etc, if any, but excludes pre-acquisition interest accrued i.e. (from the previous coupon date to the transaction settlement date), if any, on purchase.

Bonus entitlements are recognized as investments on ‘ex-bonus date’. Right entitlements are recognized as investments on ‘ex-right date’. Any front end discount on investments is reduced from cost of investments.

Diminution in the value of investments as at the balance sheet date, other than temporary, is recognised as an expense in the Revenue / Profit and Loss account.

Broken period interest paid/received is debited/credited to Interest Receivable account and is not included in the cost of purchase/sale value.

Debt Securities, Money Market Instruments and Additional Tier-1 Bonds (AT1 Bonds)

Policyholders’ non-linked funds and shareholders’ investments:

All debt securities, including government securities, and money market instruments held under policyholders’ non-linked funds and shareholders’ investments are considered as ‘held to maturity’ and stated at historical cost subject to amortisation.

The discount or premium which is the difference between the purchase price and the redemption amount of fixed income securities and money market instruments is amortised and recognized in the revenue account or the profit and loss account, as the case may be, on a straight line basis over the remaining period to maturity of these securities.

AT1 Bonds, under policyholder’s non-linked funds are valued using CRISIL Bond Valuer.

Policyholders’ linked funds:

All debt securities, including government securities and AT1 Bonds, under policyholders’ linked funds are valued using CRISIL Bond Valuer/ CRISIL Gilt Prices, as applicable.

The discount or premium on fixed income securities / money market instruments which is the difference between the purchase price and the redemption amount is amortised and recognized in the revenue account on a straight line basis over the remaining period to maturity of these securities.

Unrealised gains or losses arising on valuation of debt securities including Government Securities are accounted for in the Revenue Account.

Realised gain / loss on Debt securities and Additional Tier 1 Bonds (AT1 Bonds)

The realised gain or loss on debt securities for other than linked business is the difference between the net sale consideration and the amortised cost in the books of the company.

The realised gain or loss on debt securities held for linked business and AT1 bonds for linked as well as other than linked business is the difference between the net sale consideration and weighted average cost.

Equity shares and Equity Exchange Traded Funds (“ETFs”) - Non Linked & Linked Business

Listed equity shares and equity ETFs are valued and stated at fair value, using the last quoted closing prices on the NSE, at the balance sheet date. If the equity shares and equity ETFs are not traded on the NSE, then closing prices of the BSE is considered.

Unlisted equity shares are stated at historical cost. A provision is made for diminution, if any, in the value of these shares to the extent that such diminution is other than temporary.

Equity shares acquired through primary markets and awaiting listing are valued at their issue price.

Mutual Funds and Alternate Investment Fund (AIF) - Non Linked & Linked Business

Mutual fund units are valued at previous day’s Net Asset Value. AIF units are valued at the latest available net asset value of the respective fund.

Infrastructure Investment Trust (InvITs) - Non Linked Business

For InvIT, All traded InvIT shall be valued at the last quoted closing price on the NSE on valuation day. In case on any particular valuation day the scrip is not traded on NSE then the value at which it is traded on BSE will be considered. In case it is not traded on either of the exchanges, the closing price on NSE/BSE on the earliest previous day will be used, provided such previous day is not more than thirty days prior to the valuation day.

Gain / loss on equity and mutual funds

The realised gain / loss is the difference between the net sale consideration and weighted average cost.

In case of linked funds, unrealised gains / losses are recognised in the respective fund's revenue account as fair value change.

For other than linked business, unrealized gain / loss on changes in fair value of listed equity shares and mutual funds are taken to the Fair Value Change account and are carried to the balance sheet.

Classification of Long term and short term investments

All investments maturing within twelve months from the balance sheet date are classified as short-term investments. All other investments are classified as long-term investments.

Investment transfer

Transfers of Investments from Shareholders' funds to the Policyholders' funds to meet the deficit in the policyholders' account are effected at the lower of amortised cost / book cost or market value in respect of all debt securities including money market instruments and at the market value in case of other securities.

In case of linked funds, inter-fund transfer of debt securities relating to Policyholders' Funds is effected at current market value. Inter fund transfer of equity, preference share, ETFs and government securities are effected during market hours at the market price of the latest trade.

Transfer of investments between non linked Policyholders' funds

No transfers of investments are made between non linked Policyholders' funds.

Purchase and sale transactions between unit linked funds

The purchase and sale of equity, preference shares, ETFs, InvITs and Government Securities between unit linked funds is accounted for at the prevailing market price on the date of purchase or sale of investments, if prevailing market price of any security is not available on the date of transfer of investment, then the last available price is considered.

In case of debt securities other than Government Securities, transfer of investments is accounted at prevailing yield.

Impairment of Investment

The carrying amounts of investments are reviewed at each balance sheet date, whether there is any indicator of impairment based on internal / external factors. An impairment loss is recognised as an expense and disclosed under the head 'Provision for diminution in the value of investment (net)' in the Revenue/ Profit or Loss account, to the extent of difference between the re-measured fair value and the acquisition cost as reduced by any previous impairment loss recognised as expense in Revenue/ Profit and Loss Account. Any reversal of impairment loss, earlier recognised in the Revenue /Profit and Loss Account shall be recognised in Revenue/ Profit and Loss Account respectively.

Provision for Non-Performing Assets (NPA)

In accordance with regulations on "Prudential norms for income recognition, asset classification, provisioning and other related matters in respect of debt portfolio", adequate provisions are made to cover amounts outstanding in respect of all NPA's. All assets where the interest and / or instalment of principal repayment remain overdue for more than 90 days at the Balance Sheet date are classified as NPA.

Securities with call and put options

Securities with call option are valued at the lower of the value as obtained by valuing the security upto final maturity date or the call option date. In case there are multiple call options, the security is valued at the lowest value obtained by valuing the security at various call dates or upto the final maturity date.

Securities with put option are valued at the higher of the value as obtained by valuing the security upto final maturity date or the put option date. In case there are multiple put options, the security is valued at the highest value obtained by valuing the security at various put dates or upto the final maturity date.

The securities with both put and call option on the same day would be deemed to mature on the put/call date and would be valued on a yield to maturity basis, by using spreads over the benchmark rate based on the matrix released by CRISIL.

Instruments bought on 'reverse repo' basis are valued at cost plus interest accrued on reverse repo rate.

Loans

Loans are valued at the aggregate of book values (net of repayments) plus capitalised interest subject to provision for impairment, if any.

Loan are classified as short term in case the maturity is less than 12 months. Loans other than short term are classified as long term.

Operating leases

The Company classifies leases where the lessor effectively retains substantially all the risks and benefits of ownership over the lease term, as operating leases. Operating lease rentals are recognized as an expense over the lease period.

Taxation

Direct Taxes

The Income-tax Act, 1961 prescribes that profits and gains of life insurance companies will be the surplus or deficit disclosed by the actuarial valuation made in accordance with the Insurance Act, 1938.

The deferred income tax is recognized for future tax consequences attributable to timing differences between income as determined by the financial statements and the recognition for tax purposes. The effect on deferred tax assets and liabilities of a change in tax rates is recognized using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

The deferred tax assets are recognized only to the extent there is timing difference due to unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is virtual certainty backed by convincing evidence that such deferred assets can be realized. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably or virtually certain to be realized.

Indirect Taxes

The company claims credit of Good and Service Tax on input services, which is set off against tax on output services. Unutilised credits, if any, are carried forward for future set-off, where there is reasonable certainty of utilisation.

Fixed assets and depreciation

Fixed assets including intangible assets are stated at cost less accumulated depreciation and impairment, if any. Cost includes the purchase price and any cost directly attributable to bring the asset to its working condition for its intended use. Fixed assets including intangible assets individually costing less than Rs 20,000 are fully depreciated in the month of purchase.

Depreciation on fixed assets including intangible assets is provided using the straight-line method based on the economic useful life of assets as estimated by the management, which is not greater than the period underlying computed with reference to the rates prescribed in Schedule II to the Companies Act, 2013. Management's estimates of the economic useful life of the various fixed assets is as follows:

Asset Type	Management's estimate of useful life (In years)
i) Furniture & fittings	5
ii) Information Technology Equipment	3
iii) Office Equipment	3
iv) Intangible Assets (Software)	3
v) Motor Vehicle	4

Leasehold improvements are amortised over the lease period of the leased premises subject to maximum of five years.

Any additions to the original fixed assets including intangible assets are depreciated over the remaining useful life of the original asset.

For above class of assets, based on internal assessment and independent technical evaluation carried out by external valuers the management believes that the useful lives as given above best represent the period over which management expects to use these assets. Hence the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013.

Assets not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost and related incidental expenses.

Impairment of Assets

The carrying amounts are reviewed at each balance sheet date, if there is any indicator of impairment based on internal / external factors. An impairment loss is recognised, wherever the carrying amount of an asset exceeds its recoverable amount.

Employee benefits

Short term employee benefits

Employee benefits payable within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, bonuses, short term compensated absences and other non-monetary benefits are recognised in the period in which the employee renders the related service. All short-term employee benefits are accounted on undiscounted basis.

Long-term employee benefits: Post-employment

The Company has both defined contribution and defined benefit plans.

Defined contribution plan

The Company has established defined contribution scheme for provident fund to provide retirement benefits to its employees. Contributions to the provident fund is made on a monthly basis, when due, and charged to Revenue and Profit and Loss account, as applicable. The Company has established defined contribution scheme for superannuation scheme to provide retirement benefits to its employees. Contributions to the superannuation scheme is made on a monthly basis, when due, and is charged to revenue account and Profit and Loss Account, as applicable. The Company has no further obligation beyond the monthly contribution. The scheme is managed by IndiaFirst Life Insurance Company Limited Superannuation Scheme.

Further the Company for certain employees contributes to National Pension Scheme which is managed and administered by pension fund management companies licensed by the Pension Funds Regulatory and Development Authority. Contribution made to National Pension Scheme is charged to Revenue Account and Profit and Loss Account as applicable

Defined benefit plans

The gratuity plan of the company is the defined benefit obligation which is a funded plan. The gratuity benefit payable to the employees of the Company is in compliance with the provisions of The Payment of Gratuity Act, 1972. The Company accounts for liability for future gratuity benefits based on independent actuarial valuation under revised Accounting Standard 15.

Other long term employee benefits

Compensated absences are entitled to be carried forward for future encashment or availment, at the option of the employee during the tenure of the employment, subject to the rules framed by the company in this regard. Accumulated compensated absences entitlements outstanding at the close of the year are accounted on the basis of an independent actuarial valuation under revised Accounting Standard 15. Accumulated entitlements at the time of separation are entitled to be encashed.

Employee stock option scheme: Cash Settled scheme

The cost of cash-settled transactions (stock appreciation rights) is measured initially using intrinsic value method at the grant date taking into account the terms and conditions upon which the instruments were granted. This intrinsic value is amortised on a straight-line basis over the vesting period with a recognition of corresponding liability. This liability is remeasured at each balance sheet date up to and including the settlement date with changes in intrinsic value recognised in the Revenue / Profit and Loss Account in ‘Employees’ remuneration and welfare benefits’.

Foreign Currency Transactions

Initial recognition: Transactions in foreign currency are recorded at the rate of exchange prevailing on the date of the transaction.

Conversion: Current assets and liabilities are translated at the rates existing as at the balance sheet date.

Exchange differences: Exchange difference are recognized in the revenue account or the profit and loss account, as the case may be, as income or expense in the period in which they arise.

Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations.

Provisions and Contingencies

A provision is recognised when the Company has a present legal obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding employee benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised but disclosed by way of notes. A contingent asset is neither recognised nor disclosed.

Borrowings Cost

Borrowing costs are charged to the Profit and Loss account in the period in which they are incurred.

Segment reporting

As per Accounting Standard 17 on 'Segment Reporting' read with the IRDAI Financial Statements Regulations, the Company has classified and disclosed segmental information into par, non par, linked and non linked business which are further segmented into individual life, group, variable, annuity and pension. Accordingly, the Company has prepared the revenue account and balance sheet for these primary business segments separately. Since the business operation of the Company is in India only, the same is considered as one geographical segment.

The following bases have been used for allocation of revenue, expenses, assets and liabilities to the business segments:

- Revenues and expenses, assets and liabilities, which are directly attributable and identifiable to the business segments, are allocated on actual basis; and
- Other expenses, assets and liabilities which are not directly identifiable though attributable to a business segment and other indirect expenses, are allocated on the following bases, as considered appropriate by the management:
  - Weighted received premium income;
  - Cost centres identified by the management;
  - Fund value; and
  - Number of policies

The accounting policies, used in segment reporting, are the same as those used in the preparation of the financial statements.

Funds for Future Appropriation

The funds for future appropriation in the participating fund represent the surplus assets in excess of the liabilities set aside to meet Policyholder Reasonable Expectation. This amount is not allocated to the shareholders or policyholders at the balance sheet date. The funds for future appropriation when allocated in the future to policyholders would give rise to a transfer to the shareholder's profit and loss account in the proportion stipulated by regulation.

Provision for doubtful debts

The Company regularly evaluates the probability of recovery and provides for doubtful deposits, advances and other receivables.

Results of Operations

The following table shows a breakdown of our results of operations from our Restated Statement of Revenue Account (Policyholders' Account) and our Restated Consolidated Statement of Profit and Loss Account (Shareholders' Account) for the periods indicated:

Revenue Account (Policyholders' Account/ Technical Account)	Fiscal 2020	Fiscal 2021	Fiscal 2022	Three months ended June 30, 2022
	(₹ in million)			
Income				
Premiums earned - net				
Premium	33,604.36	40,555.02	51,865.64	9,079.68
Reinsurance ceded	(1,151.40)	(1,545.62)	(2,013.59)	(344.52)

Revenue Account (Policyholders' Account/ Technical Account)	Fiscal 2020	Fiscal 2021	Fiscal 2022	Three months ended June 30, 2022
	(₹ in million)			
Reinsurance accepted	-	-	-	-
Sub-total	**32,452.96**	**39,009.40**	**49,852.05**	**8,735.16**
Income from Investments				
(a) Interest, Dividend and Rent - Gross	8,294.49	8,783.06	9,240.92	2,455.77
(b) Profit on sale/ redemption	3,457.52	6,412.76	7,774.07	1,103.19
(c) (Loss on sale/ redemption of investments)	(1,138.28)	(2,489.99)	(994.57)	(1,041.08)
(d) Transfer/ Gain on revaluation/ change in fair value(1)	(8,778.88)	11,775.02	1,367.79	(4,662.88)
(e) Amortisation of premium/ discount on investments	474.53	(106.91)	(96.77)	107.09
Income from Investments	**2,309.38**	**24,373.94**	**17,291.44**	**(2,037.91)**
Other Income				
(a) Miscellaneous Income	27.39	115.61	65.89	17.09
(b) Contribution from Shareholder's Account	1,054.45	1,679.09	4,839.00	611.69
(c) Contribution from Shareholder's Account towards Excess EOM	153.89	12.80	4.71	-
Total (A)	**35,998.07**	**65,190.84**	**72,053.09**	**7,326.03**
Expenses				
Commissions	1,506.23	1,713.68	2,537.13	519.01
Operating expenses relating to insurance business(1)	4,917.88	5,614.68	7,042.78	1,988.32
Provision for doubtful debts	-	-	-	-
Bad debts written off	-	-	-	-
Provision for Tax	-	-	-	-
Provisions (other than taxation)				
(a) For diminution in the value of investments (net)	638.78	(23.31)	(11.09)	(2.93)
(b) Others	-	-	-	-
GST/ Service tax charge on linked charges	295.01	317.94	374.09	93.39
Total (B)	**7,357.90**	**7,622.99**	**9,942.91**	**2,597.79**
Benefits Paid (Net)	30,939.10	33,270.92	40,087.65	7,812.65
Interim Bonuses Paid	-	-	-	-
Change in valuation of liability in respect of life policies	-	-	-	-
(a) Gross	(321.87)	2,991.36	6,086.56	892.10
(b) Fund Reserve(2)	(3,485.85)	18,452.16	11,706.81	(4,620.09)
(c) Discontinued Fund	584.39	1,043.63	1,012.99	409.46
(d) Amount ceded in Reinsurance	-	-	-	-
(e) Amount accepted in Reinsurance	-	-	-	-
Total (C)	**27,715.77**	**55,758.07**	**58,894.01**	**4,494.12**
Surplus/(deficit) (D) = (A) – (B) – (C)	**924.40**	**1,809.78**	**3,216.17**	**234.12**
Appropriations				
Transfer to Shareholders' Account	894.59	1,467.82	1,608.44	138.59
Transfer to Balance sheet being "Deficit in Revenue Account (Policyholders' Account)"	-	-	-	(131.25)
Transfer to other reserves	-	-	-	-
Funds for Future Appropriation - Provision for Linked Policies unlikely to be revived	-	-	-	-
Balance being funds for future appropriations	29.81	341.96	1,607.73	226.78
Total (E)	**924.40**	**1,809.78**	**3,216.17**	**234.12**
Total surplus in the period				
(a) Interim Bonuses paid	-	-	-	-
(b) Allocation of Bonus to Policyholders	2,923.89	2,683.22	2,895.66	-
(c) Surplus shown in the Revenue Account	924.40	1,809.78	3,216.17	234.12
Total (F)	**3,848.29**	**4,493.00**	**6,111.83**	**234.12**

(1) Represents the deemed realised gain as per norms specified.
(2) Represents the mathematical reserves after allocation of bonus.

Profit and Loss Account (Shareholders' Account/ Non-Technical Account)	Fiscal 2020	Fiscal 2021	Fiscal 2022	Three months ended June 30, 2022
	(₹ in million)			
Amounts transferred from Policyholders' Account (Technical Account)	894.59	1,467.82	1,608.44	138.59

Profit and Loss Account (Shareholders' Account/ Non-Technical Account)	Fiscal 2020	Fiscal 2021	Fiscal 2022	Three months ended June 30, 2022
	(₹ in million)			
Income from Investments				
(a) Interest, Dividend and Rent - Gross	462.17	509.56	447.49	83.36
(b) Profit on sale/redemption of investments	9.27	26.25	39.27	4.20
(c) (Loss on sale/ redemption of investments)	-	(5.59)	(5.89)	-
(d) (Amortisation of premium) / discount on investments	13.80	(10.62)	2.52	6.42
Income from Investments	485.24	519.60	483.39	93.98
Other Income	12.83	128.43	69.44	23.29
Total (A)	**1,392.66**	**2,115.85**	**2,161.27**	**255.86**
Expenses other than those directly related to the insurance business	154.99	108.72	127.13	54.36
Contribution towards the Remuneration of MD/CEOs/WTDs	22.02	32.03	42.10	6.72
Contribution from Shareholders Account towards Excess EOM	153.89	12.80	4.71	-
Bad debts written off	-	-	0.17	-
Provisions (other than taxation)				
(a) For diminution in the value of investments (net)	975.29	(27.49)	(33.00)	-
(b) Provision for doubtful debts	6.17	8.81	(2.64)	1.36
(c) Others	-	-	-	-
Amount transferred to the Policyholders' Account	1,054.45	1,679.09	4,839.00	611.69
Total (B)	**2,366.81**	**1,813.96**	**4,977.47**	**674.13**
Profit/ (Loss) before Tax	(974.15)	301.89	(2,816.20)	(418.27)
Provision for taxation	-	-	-	-
Profit/ (Loss) after Tax	(974.15)	301.89	(2,816.20)	(418.27)
Appropriations				
(a) Balance at the beginning of the year/ period	(1,018.66)	(1,992.81)	(1,690.92)	(4,507.12)
(b) Interim dividends paid during the year/ period	-	-	-	-
(c) Proposed final dividend	-	-	-	-
(d) Dividend distribution tax	-	-	-	-
(e) Transfer to reserves/ other accounts – Debenture Redemption Reserve	-	-	-	-
Loss carried to the Balance Sheet	**(1,992.81)**	**(1,690.92)**	**(4,507.12)**	**(4,925.39)**

Principal components of our Revenue Account - Policyholders' Account (Technical Account)

Premium

Premium income includes premiums received by us on all individual and group business and is classified into first year, renewal and single premium. First year premium refers to premiums received during the first year of the policy. Renewal Premium refers to premiums received during the years after the first year of the policy, until premium payment term is over or the policy lapses, whichever is earlier. Single premium refers to premiums received on single premium policies and also includes top-up premiums, which are additional amounts of premiums that can be paid over and above basic premiums for unit-linked policies.

Reinsurance Ceded

Reinsurance ceded refers to the amount of reinsurance premium paid/payable to reinsurers in respect of the risk underwritten by them. Reinsurance ceded is shown as a deduction from premium.

Income from Investments

Income from investments refers to the income from investments earned by policyholders' funds on investments made in the Policyholders' Account in accordance with IRDAI regulations and includes interest and dividend income, profit/loss on sale of investments, amortisation of premium on investments and income on unclaimed amounts of policyholders. Any changes in the fair value of unit-linked investments during the relevant Fiscal/period are reflected in our income from investments.

Income from investments from unit-linked policyholder investments is linked to market changes and can be quite volatile. The income from investments from unit-linked policyholder investments is directly attributable to policyholders and is reflected as a corresponding change in the unit reserves. Income from investments from non-participating and participating policyholder investments is relatively stable as it is mainly based on income of debt securities, which are not market-linked. Realisation of gains/losses in equity investments from participating policyholder investments can affect income from investments. For both non-participating and participating policyholder investments, income from investments is reflected in an increase in policy liabilities.

Other Income

Other income mainly comprises interest and charges collected on revival of policies for the period during which the policy has lapsed, and other miscellaneous charges.

Commissions

This includes commission paid to intermediaries and our distributions partners for the purposes of sourcing new business. As with premiums, commissions are classified into first year, renewal and single premium commissions.

Operating Expenses Related to Insurance Business

Operating expenses related to insurance business includes all expenses that are incurred for the purposes of sourcing new business and expenses incurred for policy servicing (which are known as maintenance costs). Our operating expenses include employee-related costs, marketing, professional and infrastructure costs, as well as variable costs based on our volume of new business, including sales staff incentives, stamp duty, policy printing and medical fees.

Three months ended June 30, 2022

Premiums earned - net (Revenue Account)

Premiums earned - net represents gross premium earned as adjusted for reinsurance ceded (or accepted).

Premiums earned - net was ₹ 8,735.16 million for the three months ended June 30, 2022, which comprised of gross premium of ₹ 9,079.68 million, net of reinsurance ceded of ₹ (344.52) million. The gross premium includes first year premium of ₹ 2,946.85 million, renewal premium of ₹ 4,069.21 million and single premium of ₹ 2,063.62 million.

The following table sets forth our segmental gross premium (net of GST) for the three months ended June 30, 2022:

Segments	Three months ended June 30, 2022		
	First Year Premium	Renewal Premium	Single Premium
	(₹ in million)		
Non Par Linked Individual	831.59	1,706.98	73.82
Non Par Linked Individual Pension	-	16.37	-
Non Par Linked Group	-	-	10.56
Non Par Linked Group Pension	-	-	-
Non Par Non Linked Individual	1,186.02	1,158.96	2.59
Non Par Non Linked Individual Variable	0.03	2.77	-
Non Par Non Linked Health	-	-	-
Non Par Non Linked Annuity	366.08	-	49.42
Non Par Non Linked Group Pension	-	-	1.28
Non Par Non Linked Group	0.24	0.82	1,910.63
Non Par Non Linked Group Health	-	-	1.27
Non Par Non Linked Group Variable	-	-	-
Non Par Linked Group Variable Pension	-	-	-
Par Non Linked Individual	566.64	912.66	-
Par Non Linked Individual Pension	(3.75)	270.66	0.48
Par Non Linked Group Pension	-	-	1.00
Par Non Linked Group Pension Variable	-	-	1.65
Par Non Linked Group Non Pension Variable	-	-	10.93
Par Non Linked Group Non Pension Non Variable	-	-	-
Total	**2,946.85**	**4,069.22**	**2,063.62**

The following table sets forth certain information relating to our various product categories for the three months ended June 30, 2022:

Segments	Three months ended June 30, 2022		
	Net Premium	Income from Investments	Miscellaneous Income
	(₹ in million)		
Non Par Linked Individual	2,605.75	(3,844.06)	8.99
Non Par Linked Individual Pension	16.37	(139.01)	-
Non Par Linked Group	10.56	(20.25)	-
Non Par Linked Group Pension	-	(0.07)	-
Non Par Non Linked Individual	2,304.31	352.93	3.26

Segments	Three months ended June 30, 2022		
	Net Premium	Income from Investments	Miscellaneous Income
	(₹ in million)		
Non Par Non Linked Individual Variable	2.80	1.84	-
Non Par Non Linked Health	-	-	-
Non Par Non Linked Annuity	415.50	6.87	-
Non Par Non Linked Group Pension	1.28	182.50	-
Non Par Non Linked Group	1,621.27	199.50	-
Non Par Non Linked Group Health	1.27	0.09	-
Non Par Non Linked Group Variable	-	34.20	-
Non Par Linked Group Variable Pension	-	36.98	-
Par Non Linked Individual	1,475.09	483.30	3.55
Par Non Linked Individual Pension	267.39	263.63	1.30
Par Non Linked Group Pension	1.00	113.92	-
Par Non Linked Group Pension Variable	1.65	167.93	-
Par Non Linked Group Non Pension Variable	10.93	119.90	-
Par Non Linked Group Non Pension Non Variable	-	1.88	-
Shareholders	-	93.98	23.29
Total	**8,735.17**	**(1,943.94)**	**40.39**

Reinsurance Ceded (Revenue Account)

Our reinsurance ceded was ₹ (344.52) million for the three months ended June 30, 2022.

Income from Investments (Revenue Account)

The following table sets forth our income from investments for the period indicated:

Particulars	Three months ended June 30, 2022
	(₹ in million)
Interest, dividend and rent (gross)	2,455.77
Profit on sale/ redemption of investments	1,103.19
(Loss) on sale/ redemption of investments	(1,041.08)
Transfer/ gain on revaluation/change in fair value	(4,662.88)
Amortisation of premium/ discount on investments	107.09
Income from investments	**(2,037.91)**

Income from investments was ₹ (2,037.91) million for the three months ended June 30, 2022, primarily due to transfer/ gain on revaluation/ change in fair value of ₹ (4,662.88) million and loss on sale/ redemption of investments of ₹ (1,041.08) million. This was on account of market to market movement of securities held in the unit-linked policy funds, which is accounted in the transfer/gain on revaluation/change in fair value account. This was offset to an extent by interest and dividend income of ₹ 2,455.77 million, and profit on sale/ redemption of investments of ₹ 1,103.19 million, on account of performance of equity and debt securities.

Other Income (Revenue Account)

Other income was ₹ 628.78 million for the three months ended June 30, 2022.

Contribution from the Shareholders' Account

Contribution from the Shareholders' Account represents the funding from the Profit and Loss Account (Shareholders' Account) to various lines of business in case of a deficit in any line of business.

The transfer from the Shareholder's Account to the Policyholder's Account for the deficit reflected in the Policyholder's Account during the period ended June 30, 2022 will be considered while preparing the financial statements of the Company for Fiscal 2023.

Commission (Revenue Account)

Commissions represent commissions paid to our bancassurance channel partners, agents and other distribution channels. Commissions paid primarily relate to our individual products, and to a limited extent to our group products.

Commissions were ₹ 519.01 million for the three months ended June 30, 2022 and included commission on first year premium of ₹ 387.02 million, commission on Renewal Premium of ₹ 87.33 million and commission on single premium of ₹ 44.66 million.

Operating Expenses relating to Insurance Business (Revenue Account)

Operating expenses relating to insurance business includes provisions for doubtful debts and bad debts written off.

Operating expenses relating to insurance business were ₹ 1,988.32 million for the three months ended June 30, 2022 mainly due to employees' remuneration and welfare benefits expenses of ₹ 810.43 million, advertisement and publicity expenses of ₹ 697.24 million and other expenses of ₹ 181.38 million that include administrative support expenses, information technology expenses, outsourcing expenses and policy stamps.

Provisions (other than taxation) (Revenue Account)

Provisions (other than taxation) include provisions made for diminution in the value of investments, and other provisions. Provision (other than taxation) stood at ₹ (2.93) million for the three months ended June 30, 2022.

GST/ Service Tax Charge on Linked Charges (Revenue Account)

GST/ Service tax charge on linked charges represents the goods and service tax on the charges collected from policyholders on our unit-linked products and variable insurance products.

GST/ Service tax charge on linked charges stood at ₹ 93.39 million for the three months ended June 30, 2022.

Benefits Paid (Net) (Revenue Account)

Benefits paid (net) consists of the net benefits paid to all our policyholders. The following table sets forth the benefits paid (net) in the three months ended June 30, 2022:

Particulars			Three months ended June 30, 2022 (₹ in million)
1.	**Insurance claims:**		
	(a)	Claims by death	2,030.84
	(b)	Claims by maturity	256.98
	(c)	Annuities/ Pension payment	3.83
	(d)	Other benefits	
		- Health claim	1.53
		- Survival benefit	201.94
		- Critical illness rider	-
		- Claims investigation	3.70
	(e)	Surrenders/ Withdrawals	5,950.57
2.	**Amount ceded in reinsurance:**		
	(a)	Claims by death	(636.36)
	(b)	Claims by maturity	-
	(c)	Annuities/ Pension payment	-
	(d)	Other benefits	
		- Health claim	(0.38)
3.	**Amount accepted in reinsurance:**		
	(a)	Claims by death	-
	(b)	Claims by maturity	-
	(c)	Annuities/ Pension payment	-
	(d)	Other benefits	
		- Health claim	-
Total			**7,812.65**

Benefits paid (net) stood at ₹ 7,812.65 million for the three months ended June 30, 2022. This was primarily due to surrender/ withdrawal payouts of ₹ 5,950.57 million and claims by death payouts as per policy terms and conditions of ₹ 2,030.84 million. Surrender/ withdrawal claims are in the ordinary course of business and primarily on account of withdrawal by policyholders from corporate fund products and surrender of ULIP policies.

Change in Valuation of Liability in respect of Life Policies (Revenue Account)

The following table provides information relating to the change in valuation of liability in respect of life policies for the three months ended June 30, 2022:

Particulars	Three months ended June 30, 2022
	(₹ in million)
Gross	892.10
Fund Reserve (represents the mathematical reserves after allocation of bonus)	(4,620.09)
Discontinued Fund	409.46
Amount ceded in Reinsurance	-
Amount accepted in Reinsurance	-
Total change in valuation of liability in respect of life policies	**(3,318.53)**

Change in valuation of liability in respect of life policies represents the change in our policy liabilities, net of the amount ceded in reinsurance and changes in our fund reserves and funds for discontinued policies. Change in valuation of policy liability was ₹ (3,318.53) million for the three months ended June 30, 2022.

Surplus (Revenue Account)

As a result of the above, there was a surplus after tax of ₹ 234.12 million for the three months ended June 30, 2022. This surplus can be attributed to surpluses in our participating individual life, non-participating individual life, non-participating group life and unit-linked individual life.

Transfer to Shareholders' Account

Transfer to Shareholders' Account represents the amount transferred from the revenue account (policyholders' account) to the profit and loss account (Shareholders' Account).

Transfer to Shareholders' Account was ₹ 138.59 million for the three months ended June 30, 2022. The remaining surplus was retained in the revenue account as funds for future appropriations.

Income from Investments (Profit and Loss Account)

Income from investments includes income from investments of our shareholders' assets.

Income from investments was ₹ 93.98 million for the three months ended June 30, 2022, primarily due to interest income on debt instruments.

Other Income (Profit and Loss Account)

Other income was ₹ 23.29 million for the three months ended June 30, 2022.

Expenses other than those directly related to the Insurance Business (Profit and Loss Account)

Expenses other than those directly related to the insurance business were ₹ 54.36 million for the three months ended June 30, 2022, primarily comprising expenses incurred towards interest on non-convertible debenture issued by our Company.

Contribution towards Remuneration of MD/ CEOs/ WTDs

Contribution towards remuneration of MD/ CEOs/ WTDs was ₹ 6.72 million for the three months ended June 30, 2022.

Profit/ Loss (Profit and Loss Account)

As a result of the above, loss before tax and loss after tax was ₹ 418.27 million for the three months ended June 30, 2022.

Fiscal 2022 Compared to Fiscal 2021

Premiums earned - net (Revenue Account)

Premiums earned - net increased by 27.80 from ₹ 39,009.40 million in Fiscal 2021 to ₹ 49,852.05 million in Fiscal 2022, primarily due to an increase in first year premiums, Renewal Premiums and single premiums, marginally offset by an increase in reinsurance ceded.

Gross premium increased by 27.89% from ₹ 40,555.02 million in Fiscal 2021 to ₹ 51,865.64 million in Fiscal 2022. This increase was primarily due to an increase in New Business Premium and Renewal Premium.

Reinsurance ceded increased from ₹ 1,545.62 million in Fiscal 2021 to ₹ 2,013.59 million in Fiscal 2022, an increase of 30.28%. This increase was primarily due to an increase in reinsurance of pure protection policies.

The following table sets forth our segmental gross premium (net of GST) in Fiscal 2021 and Fiscal 2022:

Segments	Fiscal					
	2021			2022		
	First Year Premium	Renewal Premium	Single Premium	First Year Premium	Renewal Premium	Single Premium
	(₹ in million)					
Non Par Linked Individual	2,563.11	8,397.17	261.67	3,760.55	8,936.61	669.25
Non Par Linked Individual Pension	-	84.71	-	-	72.31	-
Non Par Linked Group	-	-	43.91	-	-	75.70
Non Par Linked Group Pension	-	-	-	-	-	2.50
Non Par Non Linked Individual	3,383.33	3,332.36	5.55	6,639.65	5,605.41	8.98
Non Par Non Linked Individual Variable	0.79	14.64	-	0.28	13.53	-
Non Par Non Linked Health	(0.01)	0.18	-	0.01	0.06	-
Non Par Non Linked Annuity	-	-	51.39	-	-	240.86
Non Par Non Linked Group Pension	-	-	468.30	-	-	229.97
Non Par Non Linked Group	4.93	1.17	5,219.59	4.86	1.08	8,758.35
Non Par Non Linked Group Health	-	-	2.02	-	-	9.20
Non Par Non Linked Group Variable	-	-	245.53	-	-	24.83
Group Variable Pension	-	-	280.00	-	-	154.85
Par Non Linked Individual	2,751.40	5,683.73	-	2,967.59	7,342.39	-
Par Non Linked Individual Pension	210.96	2,535.37	13.97	(10.42)	2,232.14	10.48
Par Non Linked Group Pension	-	-	3,174.40	-	-	920.08
Par Non Linked Group Pension Variable	-	-	1,375.44	-	-	2,756.50
Par Non Linked Group Non Pension Variable	-	-	375.14	-	-	390.70
Par Non Linked Group Non Pension Non Variable	-	-	74.29	-	-	47.33
Total	**8,914.50**	**20,049.32**	**11,591.20**	**13,362.53**	**24,203.52**	**14,299.60**

The following table sets forth certain information relating to our various product categories for Fiscal 2021 and Fiscal 2022:

Segments	Fiscal 2021			Fiscal 2022		
	Net Premium	Income from Investments	Miscellaneous Income	Net Premium	Income from Investments	Miscellaneous Income
	(₹ in million)					
Non Par Linked Individual	11,197.93	15,693.63	95.00	13,348.23	8,861.75	38.77
Non Par Linked Individual Pension	84.71	789.62	-	72.31	340.96	-
Non Par Linked Group	43.91	164.60	-	75.70	55.43	-
Non Par Linked Group Pension	-	-	-	2.50	-	-
Non Par Non Linked Individual	6,656.40	654.22	7.43	12,131.22	1,062.02	8.44
Non Par Non Linked Individual Variable	15.43	5.27	-	13.81	6.49	-
Non Par Non Linked Health	0.16	0.08	-	0.07	-	0.01
Non Par Non Linked Annuity	51.39	2.70	-	240.86	10.79	-
Non Par Non Linked Group Pension	468.30	2,382.82	-	229.97	1,505.34	-
Non Par Non Linked Group	3,780.38	526.11	-	6,914.15	633.19	-
Non Par Non Linked Group Health	2.02	0.03	-	9.20	0.17	-
Non Par Non Linked Group Variable	245.53	121.48	-	24.83	136.39	-
Group Variable Pension	280.00	117.02	-	154.85	141.03	-
Par Non Linked Individual	8,423.74	1,192.87	9.51	10,287.44	1,652.21	11.87
Par Non Linked Individual Pension	2,760.23	734.47	3.67	2,232.28	952.50	6.80
Par Non Linked Group Pension	3,174.40	553.60	-	920.08	535.62	-

Segments	Fiscal 2021			Fiscal 2022		
	Net Premium	Income from Investments	Miscellaneous Income	Net Premium	Income from Investments	Miscellaneous Income
	(₹ in million)					
Par Non Linked Group Pension Variable	1,375.44	855.48	-	2,756.50	859.23	-
Par Non Linked Group Non Pension Variable	375.14	579.53	-	390.70	532.40	-
Par Non Linked Group Non Pension Non Variable	74.29	0.41	-	47.33	5.94	-
Total	**39,009.40**	**24,373.94**	**115.61**	**49,852.03**	**17,291.46**	**65.89**

Income from Investments (Revenue Account)

Particulars	Fiscal 2021	Fiscal 2022
	(₹ in million)	
Interest, Dividend and Rent - Gross	8,783.06	9,240.92
Of which:		
Interest	8,260.82	8,678.93
Dividend	522.24	561.99
Profit on sale/ redemption	6,412.76	7,774.07
(Loss on sale/ redemption of investments)	(2,489.99)	(994.57)
Transfer/ Gain on revaluation/ change in fair value	11,775.02	1,367.79
Amortisation of premium/ discount on investments	(106.91)	(96.77)
Income from investments	**24,373.94**	**17,291.44**

Income from investments decreased by 29.06% from ₹ 24,373.94 million in Fiscal 2021 to ₹ 17,291.44 million in Fiscal 2022. This decrease was primarily due to a decrease in income from transfer/gain on revaluation/change in fair value from ₹ 11,775.02 million in Fiscal 2021 to ₹ 1,367.79 million in Fiscal 2022.

Other Income (Revenue Account)

Other income increased by 171.62% from ₹ 1,807.50 million in Fiscal 2021 to ₹ 4,909.60 million in Fiscal 2022. The increase is mainly due to increase in contribution from shareholders' account by 188.19%, from ₹ 1,679.09 million in Fiscal 2021 to ₹ 4,839.00 million in Fiscal 2022, owing to higher deficit in certain lines of business compared to Fiscal 2021.

Commissions (Revenue Account)

Commissions increased by 48.05% from ₹ 1,713.68 million in Fiscal 2021 to ₹ 2,537.13 million in Fiscal 2022. This increase was primarily due to an increase in pay out of first year premium commission by 54.40%, from ₹ 1,212.90 million in Fiscal 2021 to ₹ 1,872.69 million in Fiscal 2022, in line with increase in first year premium income.

Operating Expenses relating to Insurance Business (Revenue Account)

Operating expenses relating to insurance business increased by 25.44%, from ₹ 5,614.68 million in Fiscal 2021 to ₹ 7,042.78 million in Fiscal 2022. This increase was primarily due to an increase in employees' remuneration and welfare benefits expenses and advertisement and publicity expenses. Employees' remuneration and welfare benefits expenses increased from ₹ 2,814.47 million in Fiscal 2021 to ₹ 3,132.77 million in Fiscal 2022 due to increase in number of employees from 3,102 as of March 31, 2021 to 3,272 as of March 31, 2022 to support an increase in the size of our business operations. Advertisement and publicity expenses increased from ₹ 1,160.83 million in Fiscal 2021 to ₹ 1,947.32 million in Fiscal 2022 primarily attributable to increase in New Business Premium.

Provisions (other than taxation) (Revenue Account)

Provisions (other than taxation) decreased from ₹ (23.31) million in Fiscal 2021 to ₹ (11.09) million in Fiscal 2022.

GST/ Service Tax Charge on Linked Charges (Revenue Account)

GST/ Service tax charge on linked charges increased by 17.66% from ₹ 317.94 million in Fiscal 2021 to ₹ 374.09 million in Fiscal 2022, primarily due to increase in the business of our unit linked portfolio.

Benefits Paid (Net) (Revenue Account)

The following table sets forth the benefits paid (net) for the years indicated:

Particulars				Fiscal 2021	Fiscal 2022
				(₹ in million)	
1.	**Insurance claims:**				
	(a)	Claims by death		5,333.05	11,202.30
	(b)	Claims by maturity		1,091.76	1,318.49
	(c)	Annuities/ Pension payment		2.11	7.92
	(d)	Other benefits			
		-	Health claim	16.01	16.51
		-	Survival benefit	868.69	1,103.48
		-	Critical illness rider	-	-
		-	Claims investigation	7.23	11.45
	(e)	Surrenders/ Withdrawals		27,423.50	29,799.52
2.	**Amount ceded in reinsurance:**				
	(a)	Claims by death		(1,463.70)	(3,365.11)
	(b)	Claims by maturity		-	-
	(c)	Annuities/ Pension payment		-	-
	(d)	Other benefits			
		-	Health claim	(7.73)	(6.90)
3.	**Amount accepted in reinsurance:**				
	(a)	Claims by death		-	-
	(b)	Claims by maturity		-	-
	(c)	Annuities/ Pension payment		-	-
	(d)	Other benefits			
		-	Health claim	-	-
Total				**33,270.92**	**40,087.65**

Benefits paid (net) paid increased by 20.49% from ₹ 33,270.92 million in Fiscal 2021 to ₹ 40,087.65 million in Fiscal 2022. This increase was primarily due to an increase in death benefits paid as per policy terms and conditions from ₹ 5,333.05 million in Fiscal 2021 to ₹ 11,202.30 million in Fiscal 2022, and an increase in surrender/ withdrawal payouts from ₹ 27,423.50 million in Fiscal 2021 to ₹ 29,799.52 million in Fiscal 2022. The increase in death benefits paid during Fiscal 2022 is largely owing to our increased protection business as well as the impact of COVID-19 related claims. The increase in surrender/withdrawal claims is primarily on account of withdrawal by customers from our corporate funds offerings.

Change in Valuation of Liability in respect of Life Policies (Revenue Account)

The following table provides information relating to the change in valuation of liability in respect of life policies in Fiscal 2021 and Fiscal 2022:

Particulars	Fiscal 2021	Fiscal 2022
	(₹ in million)	
Gross	2,991.36	6,086.56
Fund Reserve (Represents the mathematical reserves after allocation of bonus)	18,452.16	11,706.81
Discontinued Fund	1,043.63	1,012.99
Amount ceded in Reinsurance	-	-
Amount accepted in Reinsurance	-	-
Total change in valuation of liability in respect of life policies	**22,487.15**	**18,806.36**

Change in valuation of liability in respect of life policies represents the change in our policy liabilities, net of the amount ceded in reinsurance and changes in our fund reserves and funds for discontinued policies. Change in valuation of policy liability decreased from ₹ 22,487.15 million in Fiscal 2021 to ₹ 18,806.36 million in Fiscal 2022. This decrease was primarily due to decrease in fund reserve on account of surrender/withdrawal and movement in ULIP investment income.

Surplus (Revenue Account)

As a result of the above, there was an increase in surplus after tax from ₹ 1,809.78 million in Fiscal 2021 to ₹ 3,216.17 million in Fiscal 2022. This increase can be attributed to an increase in surpluses in our non-participating non-linked individual products, non-participating non-linked group products, participating non-linked group pension variable products, offset to an extent by a decrease in surplus in our non-participating linked individual products.

The table below provides our segmental surplus/ (deficit) in Fiscal 2021 and Fiscal 2022:

Segment Results	Fiscal 2021	Fiscal 2022
	(₹ in million)	
Non Par Linked Individual	176.01	573.79
Non Par Linked Individual Pension	22.03	36.64
Non Par Linked Group Pension	(7.24)	(10.12)
Non Par Linked Group	-	(0.31)
Non Par Non Linked Individual	(146.10)	(531.03)
Non Par Non Linked Individual Variable	(6.57)	(13.04)
Non Par Non Linked Health	(0.32)	0.14
Non Par Non Linked Annuity	(2.36)	(38.14)
Non Par Non Linked Group Pension	496.26	452.80
Non Par Non Linked Group	(901.12)	(3,778.75)
Non Par Non Linked Group Health	(2.07)	0.83
Non Par Non Linked Group Variable	(21.83)	(5.90)
Non Par Non Linked Group Variable Pension	(0.10)	(4.80)
Par Non Linked Individual	61.01	76.41
Par Non Linked Individual Pension	40.17	52.39
Par Non Linked Group Pension	12.54	41.48
Par Non Linked Group Pension Variable	50.15	(49.12)
Par Non Linked Group Non Pension Variable	8.42	(34.11)
Par Non Linked Group Non Pension Non Variable	(2.95)	(4.44)
Total Segmental surplus (Net of Contribution from Shareholders' Account)	**(24.07)**	**(3,235.25)**
Add: Contribution from Shareholders' Account	1,691.88	4,843.71
Surplus after tax	**1,809.78**	**3,216.17**

Transfer to Shareholders' Account

Transfer to Shareholders' Account increased marginally from ₹ 1,467.82 million in Fiscal 2021 to ₹ 1,608.44 million in Fiscal 2022. The remaining surplus was retained in the revenue account as funds for future appropriations, in line with regulatory requirements.

Income from Investments (Profit and Loss Account)

Income from investments decreased by 6.97% from ₹ 519.60 million in Fiscal 2021 to ₹ 483.39 million in Fiscal 2022, primarily due to a lower realization of interest income.

Other Income (Profit and Loss Account)

Other income decreased by 45.93% from ₹ 128.43 million in Fiscal 2021 to ₹ 69.44 million in Fiscal 2022.

Expenses other than those directly related to the Insurance Business (Profit and Loss Account)

Expenses other than those directly related to the insurance business increased by 16.93% from ₹ 108.72 million in Fiscal 2021 to ₹ 127.13 million in Fiscal 2022.

Contribution towards Remuneration of MD/ CEOs/ WTDs

Contribution towards remuneration of the Managing Director, Chief Executive Officer and Whole Time Directors increased from ₹ 32.03 million in Fiscal 2021 to ₹ 42.10 million in Fiscal 2022.

Profit/ Loss (Profit and Loss Account)

As a result of the above, from profit before tax and profit after tax of ₹ 301.89 million in Fiscal 2021, we incurred loss before tax and loss after tax of ₹ 2,816.20 million in Fiscal 2022.

Fiscal 2021 Compared to Fiscal 2020

Premiums earned - net (Revenue Account)

Premiums earned - net increased by 20.20% from ₹ 32,452.96 million in Fiscal 2020 to ₹ 39,009.40 million in Fiscal 2021, primarily due to an increase in Renewal Premium.

Gross premium increased by 20.68% from ₹ 33,604.36 million in Fiscal 2020 to ₹ 40,555.02 million in Fiscal 2021. This increase was primarily due to an increase in New Business Premium and Renewal Premium.

Reinsurance ceded increased from ₹ 1,151.40 million in Fiscal 2020, to ₹ 1,545.62 million in Fiscal 2021, an increase of 34.24%. This increase was primarily due to an increase in reinsurance of pure protection business.

The following table sets forth our segmental gross premium (net of service tax) in Fiscal 2021 and Fiscal 2022:

Segments	Fiscal					
	2020			2021		
	First Year Premium	Renewal Premium	Single Premium	First Year Premium	Renewal Premium	Single Premium
	(₹ in million)					
Non Par Linked Individual	2,589.24	6,965.61	159.28	2,563.11	8,397.17	261.67
Non Par Linked Individual Pension	-	85.79	0.11	-	84.71	-
Non Par Linked Group	-	-	304.85	-	-	43.91
Non Par Linked Group Pension	-	-	-	-	-	-
Non Par Non Linked Individual	1,315.40	2,696.80	11.58	3,383.33	3,332.36	5.55
Non Par Non Linked Individual Variable	1.21	15.28	-	0.79	14.64	-
Non Par Non Linked Health	-	1.03	-	(0.01)	0.18	-
Non Par Non Linked Annuity	-	-	15.96	-	-	51.39
Non Par Non Linked Group Pension	-	-	98.62	-	-	468.30
Non Par Non Linked Group	5.79	-	4,798.36	4.93	1.17	5,219.59
Non Par Non Linked Group Health	-	-	1.30	-	-	2.02
Non Par Non Linked Group Variable	-	-	534.90	-	-	245.53
Group Variable Pension	-	-	1,350.00	-	-	280.00
Par Non Linked Individual	3,926.34	2,889.30	0.00	2,751.40	5,683.73	0.00
Par Non Linked Individual Pension	647.79	2,282.68	10.55	210.96	2,535.37	13.97
Par Non Linked Group Pension	-	-	150.00	-	-	3,174.40
Par Non Linked Group Pension Variable	-	-	2,281.57	-	-	1,375.44
Par Non Linked Group Non Pension Variable	-	-	465.06	-	-	375.14
Par Non Linked Group Non Pension Non Variable	-	-	-	-	-	74.29
Total	**8,485.77**	**14,936.48**	**10,182.11**	**8,914.50**	**20,049.32**	**11,591.20**

The following table sets forth certain information relating to our various product categories for Fiscal 2020 and Fiscal 2021:

Segments	Fiscal 2020			Fiscal 2021		
	Net Premium	Income from Investments	Miscellaneous Income	Net Premium	Income from Investments	Miscellaneous Income
	(₹ in million)					
Non Par Linked Individual	9,687.39	(5,051.32)	0.09	11,197.93	15,693.63	95.00
Non Par Linked Individual Pension	85.87	(260.45)	-	84.71	789.62	-
Non Par Linked Group	304.85	14.35	-	43.91	164.60	-
Non Par Linked Group Pension	-	-	-	-	-	-
Non Par Non Linked Individual	3,990.08	461.80	9.51	6,656.40	654.22	7.43
Non Par Non Linked Individual Variable	16.48	4.19	0.08	15.43	5.27	-
Non Par Non Linked Health	1.03	0.83	-	0.16	0.08	-
Non Par Non Linked Annuity	15.96	1.07	-	51.39	2.70	-
Non Par Non Linked Group Pension	98.62	2,895.00	-	468.30	2,382.82	-
Non Par Non Linked Group	3,721.01	423.81	-	3,780.38	526.11	-
Non Par Non Linked Group Health	1.30	0.01	-	2.02	0.03	-
Non Par Non Linked Group Variable	534.90	89.44	-	245.53	121.48	-
Group Variable Pension	1,349.99	73.25	-	280.00	117.02	-
Par Non Linked Individual	6,807.84	744.07	12.04	8,423.74	1,192.87	9.51

Segments	Fiscal 2020			Fiscal 2021		
	Net Premium	Income from Investments	Miscellaneous Income	Net Premium	Income from Investments	Miscellaneous Income
	(₹ in million)					
Par Non Linked Individual Pension	2,941.02	484.52	5.68	2,760.23	734.47	3.67
Par Non Linked Group Pension	149.99	569.13	-	3,174.40	553.60	-
Par Non Linked Group Pension Variable	2,281.57	1,203.84	-	1,375.44	855.48	-
Par Non Linked Group Non Pension Variable	465.06	655.82	-	375.14	579.53	-
Par Non Linked Group Non Pension Non Variable	-	-	-	74.29	0.41	-
Total	**32,452.96**	**2,309.37**	**27.38**	**39,009.40**	**24,373.94**	**115.61**

Income from Investments (Revenue Account)

Particulars	Fiscal 2020	Fiscal 2021
	(₹ in million)	
Interest, Dividend and Rent – Gross	8,294.49	8,783.06
Of which:		
Interest	7,910.97	8,260.82
Dividend	383.52	522.24
Profit on sale/ redemption	3,457.52	6,412.76
(Loss on sale/ redemption of investments)	(1,138.28)	(2,489.99)
Transfer/ Gain on revaluation/ change in fair value	(8,778.88)	11,775.02
Amortisation of premium/ discount on investments	474.53	(106.91)
Income from Investment	**2,309.38**	**24,373.94**

Income from investments increased from ₹ 2,309.38 million in Fiscal 2020 to ₹ 24,373.94 million in Fiscal 2021. This increase was primarily due to increase in income from transfer/gain on revaluation/change in fair value from a loss of ₹ (8,778.88) million in Fiscal 2020 to a gain of ₹ 11,775.02 million in Fiscal 2021 owing to MTM movement in equity investment.

Other Income (Revenue Account)

Other income increased by 46.27% from ₹ 1,235.73 million in Fiscal 2020 to ₹ 1,807.50 million in Fiscal 2021. This increase is primarily due to increase in miscellaneous income from ₹ 27.39 million in Fiscal 2020 to ₹ 115.61 million in Fiscal 2021 and increase in contribution from shareholders' account from ₹ 1,054.45 million in Fiscal 2020 to ₹ 1,679.09 million in Fiscal 2021, owing to higher deficit in certain lines of business compared to Fiscal 2020.

Commission (Revenue Account)

Commissions increased by 13.77% from ₹ 1,506.23 million in Fiscal 2020 to ₹ 1,713.68 million in Fiscal 2021. This increase was primarily due to an increase in first year premium commission from ₹ 1,061.78 million in Fiscal 2020 to ₹ 1,212.90 million in Fiscal 2021, and an increase in Renewal Premium commission from ₹ 343.98 million in Fiscal 2020 to ₹ 411.08 million in Fiscal 2021. These increases were owing to increase in first year premium income.

Operating Expenses relating to Insurance Business (Revenue Account)

Operating expenses relating to insurance business increased by 14.17% from ₹ 4,917.88 million in Fiscal 2020 to ₹ 5,614.68 million in Fiscal 2021. This increase was primarily due to an increase in employees' remuneration and welfare benefits expenses and advertisement and publicity expenses. Employees' remuneration and welfare benefits expenses increased from ₹ 2,254.00 million in Fiscal 2020 to ₹ 2,814.47 million in Fiscal 2021 due to increase in number of employees from 2,772 as of March 31, 2020 to 3,102 as of March 31, 2021 to support an increase in the size of our business operations. Advertisement and publicity expenses increased from ₹ 985.84 million in Fiscal 2020 to ₹ 1,160.83 million in Fiscal 2021 primarily attributable to the growth of New Business Premium.

Provisions (other than taxation) (Revenue Account)

Provisions (other than taxation) decreased from ₹ 638.78 million in Fiscal 2020 to ₹ (23.31) million in Fiscal 2021 owing to provisions that we created to account for losses accrued in connection with investments in a company that subsequently defaulted in its obligations.

GST/ Service Tax Charge on Linked Charges (Revenue Account)

GST/ Service tax charge on linked charges increased marginally from ₹ 295.01 million in Fiscal 2020 and ₹ 317.94 million in Fiscal 2021, primarily due to growth in unit linked portfolio.

Benefits Paid (Net) (Revenue Account)

The following table sets forth the benefits paid (net) for the years indicated:

Particulars				Fiscal 2020	Fiscal 2021
				(₹ in million)	
1.	**Insurance claims:**				
	(a)	Claims by death		3,507.64	5,333.05
	(b)	Claims by maturity		981.92	1,091.76
	(c)	Annuities/ Pension payment		1.12	2.11
	(d)	Other benefits			
		-	Health claim	15.74	16.01
		-	Survival benefit	462.21	868.69
		-	Critical illness rider	-	-
		-	Claims investigation	5.10	7.23
	(e)	Surrenders/ Withdrawals		26,968.35	27,423.50
2.	**Amount ceded in reinsurance:**				
	(a)	Claims by death		(995.99)	(1,463.70)
	(b)	Claims by maturity		-	-
	(c)	Annuities/ Pension payment		-	-
	(d)	Other benefits			
		-	Health claim	(6.98)	(7.73)
3.	**Amount accepted in reinsurance:**				
	(a)	Claims by death		-	-
	(b)	Claims by maturity		-	-
	(c)	Annuities/ Pension payment		-	-
	(d)	Other benefits			
		-	Health claim	-	-
Total				**30,939.10**	**33,270.92**

Benefits paid (net) increased by 7.54% from ₹ 30,939.11 million in Fiscal 2020 to ₹ 33,270.92 million in Fiscal 2021. This increase was primarily due to (i) an increase in death benefits paid as per policy terms and conditions from ₹ 3,507.64 million in Fiscal 2020 to ₹ 5,333.05 million in Fiscal 2021, (ii) an increase in survival benefits paid out from ₹ 462.21 million in Fiscal 2020 to ₹ 868.69 million in Fiscal 2021; and (iii) an increase in surrender/ withdrawal payouts from ₹ 26,968.35 million in Fiscal 2020 to ₹ 27,423.50 million in Fiscal 2021. These were on account of withdrawal from corporate fund business.

Change in Valuation of Liability in respect of Life Policies (Revenue Account)

The following table provides information relating to the change in valuation of liabilities in respect of life policies in Fiscal 2020 and Fiscal 2021:

Particulars	Fiscal 2020	Fiscal 2021
	(₹ in million)	
Gross	(321.87)	2,991.36
Fund Reserve (Represents the mathematical reserves after allocation of bonus)	(3,485.85)	18,452.16
Discontinued Fund	584.39	1,043.63
Amount ceded in Reinsurance	-	-
Amount accepted in Reinsurance	-	-
Total change in valuation of liability in respect of life policies	**(3,223.33)**	**22,487.15**

Change in valuation of policy liability increased from ₹ (3,223.33) million in Fiscal 2020 to ₹ 22,487.15 million in Fiscal 2021. This increase was primarily due to movement in investment income owing to favourable market movement.

Surplus (Revenue Account)

As a result of the above, there was an increase of 95.78% in surplus after tax from ₹ 924.40 million in Fiscal 2020 to ₹ 1,809.78 million in Fiscal 2021. This increase can be attributed to an increase in surpluses in our non-participating, non-linked individual and group products, partly offset by a decrease in surplus in our non-participating linked individual products, non-participating non-linked group pension products and participating non-linked individual and individual pension products.

The table below provides our segmental surplus/ (deficit) in Fiscal 2020 and Fiscal 2021:

Segment Results	Fiscal 2020	Fiscal 2021
	(₹ in million)	
Non Par Linked Individual	(42.81)	176.01
Non Par Linked Individual Pension	14.87	22.03
Non Par Linked Group	-	-
Non Par Linked Group Pension	6.84	(7.24)
Non Par Non Linked Individual	156.00	(146.10)
Non Par Non Linked Individual Variable	(13.79)	(6.57)
Non Par Non Linked Health	1.39	(0.32)
Non Par Non Linked Annuity	(5.78)	(2.36)
Non Par Non Linked Group Pension	(6.99)	496.26
Non Par Non Linked Group	(65.36)	(901.12)
Non Par Non Linked Group Health	0.96	(2.07)
Non Par Non Linked Group Variable	7.21	(21.83)
Group Variable Pension	(21.10)	(0.10)
Par Non Linked Individual	(282.88)	61.01
Par Non Linked Individual Pension	(98.70)	40.17
Par Non Linked Group Pension	(2.50)	12.54
Par Non Linked Group Pension Variable	81.45	50.15
Par Non Linked Group Non Pension Variable	(28.89)	8.42
Par Non Linked Group Non Pension Non Variable	-	(2.95)
Total Segmental surplus (Net of Contribution from Shareholders' account)	**313.76**	**224.07**
Add: Contribution from Shareholders' account	**1,208.36**	**1,691.88**
Surplus after tax	**924.40**	**1,809.78**

Transfer to Shareholders' Account

Transfer to Shareholders' Account increased by 64.08% from ₹ 894.59 million in Fiscal 2020 to ₹ 1,467.82 million in Fiscal 2021. The remaining surplus after tax was retained in the revenue account as funds for future appropriations.

Income from Investments (Profit and Loss Account)

Income from investments increased by 7.08% from ₹ 485.24 million in Fiscal 2020 to ₹ 519.60 million in Fiscal 2021, primarily due to an increase in interest and dividend income in our investment portfolio.

Other Income (Profit and Loss Account)

Other income increased from ₹ 12.83 million in Fiscal 2020 to ₹ 128.43 million in Fiscal 2021, primarily due to delayed receipt of certain amounts on an overdue account concerning an investee company that was in default.

Expenses other than those directly related to the Insurance Business (Profit and Loss Account)

Expenses other than those directly related to the insurance business decreased by 29.85% from ₹ 154.99 million in Fiscal 2020 to ₹ 108.72 million in Fiscal 2021.

Contribution towards Remuneration of MD/ CEOs/ WTDs

Contribution towards remuneration of MD/ CEOs/ WTDs increased from ₹ 22.02 million in Fiscal 2020 to ₹ 32.03 million in Fiscal 2021.

Profit/ Loss (Profit and Loss Account)

As a result of the above, from loss before tax and loss after tax of ₹ 974.15 million in Fiscal 2020, we incurred profit before tax and profit after tax of ₹ 301.89 million in Fiscal 2021.

Financial Position

The following table sets forth, at the dates indicated, our summary balance sheet, which is based on our financial statements set forth in "*Financial Information—Restated Financial Information*" on page 257:

Balance sheet	As of March 31,			As of June 30, 2022
	2020	2021	2022	
	(₹ in million)			
Sources of funds:				
Shareholders' funds				

Balance sheet	As of March 31,			As of June 30, 2022
	2020	2021	2022	
	(₹ in million)			
Share Capital	6,350.00	6,634.62	6,634.62	6,634.62
Share Application Money	-	-	-	-
Reserves and Surplus	2,800.00	2,800.00	2,800.00	2,800.00
Credit/ (Debit) Fair Value Change Account	12.17	11.56	5.20	0.52
Sub-total (A)	**9,162.17**	**9,446.18**	**9,439.82**	**9,435.14**
Borrowings	1,000.00	1,000.00	2,250.00	2,250.00
Sub-total (B)	**1,000.00**	**1,000.00**	**2,250.00**	**2,250.00**
Policyholders' funds				
Credit/ (Debit) fair value change account	(243.58)	161.86	62.70	(123.13)
Policy liabilities	99,165.21	102,156.57	108,243.14	109,135.23
Insurance reserves	-	-	-	-
Provision for linked liabilities	37,158.73	55,610.90	67,317.71	62,697.61
Fund for discontinued policies				
Discontinued on account of non-payment of premium	2,402.47	3,446.11	4,459.09	4,868.56
Other discontinuance	-	-	-	-
Sub-total (C)	**138,482.83**	**161,375.44**	**180,082.64**	**176,578.27**
Funds for Future Appropriation – Provision for Linked Policies unlikely to be revives	-	-	-	-
Funds for Future Appropriation	792.75	1,134.71	2,742.44	2,969.22
Sub-total (D)	**792.75**	**1,134.71**	**2,742.44**	**2,969.22**
Total (E) = (A)+(B)+(C)+(D)	**149,437.75**	**172,956.33**	**194,514.90**	**191,232.63**
Application of funds:				
Investments				
Shareholders'	6,556.23	6,202.46	5,756.90	5,041.71
Policyholders'	98,252.32	103,659.12	109,629.87	111,771.16
Assets held to cover linked liabilities	39,561.23	59,057.01	71,776.80	67,566.17
Loans	86.56	143.48	232.20	253.61
Fixed Assets	425.51	274.14	191.64	169.93
Sub-total (F)	**144,881.85**	**169,336.21**	**187,587.41**	**184,802.58**
Current Assets				
Cash and bank balances	1,424.91	1,964.83	2,559.70	3,501.90
Advances and other assets	6,426.19	5,225.12	7,506.73	5,528.93
Sub-total (G)	**7,851.10**	**7,189.95**	**10,066.43**	**9,030.83**
Current Liabilities	5,255.89	5,250.23	7,624.05	7,606.45
Provisions	32.12	10.52	22.01	50.97
Sub-total (H)	**5,288.01**	**5,260.75**	**7,646.06**	**7,657.42**
Net current assets / (liabilities) (I) = (G)-(H)	**2,563.09**	**1,929.20**	**2,420.37**	**1,373.41**
Miscellaneous Expenditure (To the extent not written off or adjusted)	-	-	-	-
Debit Balance in Profit and Loss Account (Shareholders' account)	1,992.81	1,690.92	4,507.12	4,925.39
Deficit in the Revenue Account (Policyholders' Account)	-	-	-	131.25
Sub-total (J)	**1,992.81**	**1,690.92**	**4,507.12**	**5,056.64**
Total (K) = (F)+(I)+(J)	**149,437.75**	**172,956.33**	**194,514.90**	**191,232.63**

Total assets increased from ₹ 149,437.75 million as of March 31, 2020 to ₹ 172,956.33 million as of March 31, 2021, an increase of 15.74%. This increase was primarily due to an increase in assets held to cover linked liabilities and an increase in investments held in our policyholders' accounts. Total assets increased from ₹ 172,956.33 million as of March 31, 2021 to ₹ 194,514.90 million as of March 31, 2022, an increase of 12.46%. This increase was primarily due to an increase in the assets held to cover linked liabilities and an increase in investments held in our policyholders' accounts, as well as an increase in advances and other assets. Total assets decreased from ₹ 194,514.90 million as of March 31, 2022 to ₹ 191,232.63 million as of June 30, 2022, a decrease of 1.69%. This decrease was primarily due to a decrease in the assets held to cover linked liabilities, a decrease in investments held in our policyholders' accounts and a decrease in net current assets.

Total liabilities increased from ₹ 149,437.75 million as of March 31, 2020 to ₹ 172,956.33 million as of March 31, 2021, an increase of 15.74%. This increase was primarily due to increase in provision for linked liabilities and our policy liabilities. Total liabilities increased from ₹ 172,956.33 million as of March 31, 2021 to ₹ 194,514.90 million as of March 31, 2022, an increase of 12.46%. This increase was primarily due to increases in borrowings, policy liabilities and provision for linked liabilities. Total assets decreased from ₹ 194,514.90 million as of March 31, 2022 to ₹ 191,232.63 million as of June 30, 2022, a decrease of 1.69%. This decrease was primarily due to a decrease in provisions for linked liabilities and decrease in linked liabilities.

Liquidity and Capital Resources

The following table sets forth, for the periods indicated, a summary of our cash flows:

Receipts and Payments Accounts	Fiscal 2020	Fiscal 2021	Fiscal 2022	Three months ended June 30, 2022
	(₹ in million)			
Net cash flow generated from/(used in) operating activities	(5,698.00)	(473.67)	(20.70)	136.10
Net cash flow generated from/(used in) investing activities	4,346.40	822.88	(555.70)	804.66
Net cash flow generated from/(used in) financing activities	1,414.30	198.92	1,164.30	0.00

Operating Activities

Three months ended June 30, 2022

Net cash flows generated from operating activities was ₹ 136.10 million for the three months ended June 30, 2022. This was primarily due to premium collection, along with low claims paid.

Fiscal 2022

Net cash flows used in operating activities increased from ₹ 473.67 million in Fiscal 2021 to ₹ 20.70 million in Fiscal 2022. This increase was primarily due to an increase in premium collection, and an increase in the reinsurance premium (net of claims) ceded, which was partially offset by increase in claims paid.

Fiscal 2021

Net cash flows used in operating activities decreased from ₹ 5,698.00 million in Fiscal 2020 to ₹ 473.67 million in Fiscal 2021. This decrease was primarily due to an increase in premium collection.

Fiscal 2020

Net cash flows used in operating activities was ₹ 5,698.00 million in Fiscal 2020, primarily due to claims paid and payments made to employees and for expenses.

Investing Activities

Three months ended June 30, 2022

Net cash flows from investing activities was ₹ 804.66 million for the three months ended June 30, 2022. This was primarily due to an increase in sales of investments, which was partially offset by an increase in purchase of investments.

Fiscal 2022

Net cash flows from investing activities decreased from ₹ 822.88 million in Fiscal 2021 to ₹ (555.70) million in Fiscal 2022. This decrease was primarily due to an increase in purchase of investments, which was partially offset by an increase in sales of investments.

Fiscal 2021

Net cash flows from investing activities decreased from ₹ 4,346.40 million in Fiscal 2020 to ₹ 822.88 million in Fiscal 2021. This increase was primarily due to a decrease in sales of investments.

Fiscal 2020

Net cash flows from investing activities was ₹ 4,346.40 million in Fiscal 2020 primarily due to sale of investments, which was partially offset by purchase of investments.

Financing Activities

Three months ended June 30, 2022

Net cash flows from financing activities was ₹ 0.00 million for the three months ended June 30, 2022 on account of there being no financing transactions in this period.

Fiscal 2022

Net cash flows from financing activities increased from ₹ 198.92 million in Fiscal 2021 to ₹ 1,164.30 million in Fiscal 2022. This increase was due to an issue of debentures of ₹ 1,250.00 million in Fiscal 2022.

Fiscal 2021

Net cash flows from financing activities decreased from ₹ 1,414.30 million in Fiscal 2020 to ₹ 198.92 million in Fiscal 2021. This increase was due to a decrease in share premium.

Fiscal 2020

Net cash flows from financing activities was ₹ 1,414.30 million in Fiscal 2020 primarily due to share premium.

Related party transactions

We enter into transactions with related parties in the ordinary course of business. These transactions principally include commission paid, borrowings, interest on borrowings, investment in bonds and interest received on investments. Related parties with whom transactions have taken place during the relevant periods include Bank of Baroda, Union Bank of India, our Key Managerial Personnel, among others.

In Fiscal 2020, 2021, 2022 and the three months ended June 30, 2022, we entered into related party transactions aggregating to ₹ 3,080.48 million, ₹ 2,003.23 million, ₹ 3,815.15 million and ₹ 453.45 million, respectively, which represented 8.56%, 3.07%, 5.29% and 6.19% of our total income (Policyholders' Account), respectively. For further information on our related party transactions, see "*Restated Financial Information – Notes to Restated Financial Information – Notes to Accounts – 21. Related Party Disclosure*" and "*Summary of Offer Document – Summary of Related Party Transactions*" on pages 305 and 19, respectively.

Seasonality

We are subject to seasonal fluctuations in our results of operations and cash flow. Insurance volumes typically increase significantly in the last quarter of each fiscal year, which coincides with the end of the tax year in India, due to customers availing themselves of income tax advantages that life insurance products offer. For the same reason, we typically experience slower sequential revenue growth in the first quarter of each fiscal year.

Segment Information

As per Accounting Standard 17 on 'Segment Reporting' read with the IRDA Financial Statements Regulations, our Company is required to report segment results separately for linked, non-linked and pension businesses. For further information, see "*Restated Financial Information – Annexure to Restated Financial Information – Notes to Financial Statements – 2.17 Segment reporting*" on page 289.

Contractual Obligations and Commitments

As of June 30, 2022, we had the following material contractual obligations or commercial commitments:

(₹ in million)

Particulars	Fiscal 2020	Fiscal 2021	Fiscal 2022	Three months ended June 30, 2022
Total lease rentals charged to Revenue Account	101.21	131.65	128.26	34.39
Lease obligations for non-cancellable leases*				
- Within one year of the balance sheet date	135.23	135.93	147.79	140.81
- Due in a period between one year and five years	480.01	374.28	231.86	194.73
- Due after five years	29.92	10.90	12.27	9.60

** Our Company has disclosed all lease obligations including non-cancellable leases.*

Capital Expenditure

We make capital expenditures to expand our operations, primarily through making leasehold improvements and intangible assets, primarily consisting of computer software. We have historically funded our capital expenditures through internal accruals. The following table sets forth our capital expenditure, by category of expenditure, for each of the periods and years indicated below.

(₹ in million)

Particulars	Fiscal 2020	Fiscal 2021	Fiscal 2022	Three months ended June 30, 2022
Furniture and Fittings	12.55	0.84	0.63	-
Leasehold Improvements	116.73	3.71	0.43	-
IT Equipment	109.32	26.14	53.27	0.32
Intangibles (software)	85.78	63.01	20.27	-
Vehicles	6.47	5.29	7.72	6.99
Office Equipment	23.50	1.00	0.91	0.41
Capital Work in progress	355.90	81.93	79.65	11.93
Total	**710.25**	**181.92**	**162.89**	**19.65**

Contingent Liabilities and Off-Balance Sheet Transactions

The following table sets forth certain information relating to our contingent liabilities, as of June 30, 2022:

Particulars	As of June 30, 2022 (₹ in million)
Contingent Liabilities	
Partly paid-up investments	63.05
Claims, other than against policies, not acknowledged as debts by the Company	-
Underwriting commitments outstanding	-
Guarantees given by or on behalf of the Company	-
Statutory demands/ liabilities in dispute, not provided for	797.89
Reinsurance obligations to the extent not provided for in the accounts	-
Policy related claims under litigation	638.91
Total	**1,499.85**
Commitments	
Commitments made and outstanding for loans and investments	0
Estimated amount of contracts remaining to be executed on fixed assets, to the extent not provided for (net of advances)	4.59
Total	**4.59**

Notes:

(a) *Statutory demands and liabilities in dispute, not provided for relate to the show cause cum demand notice received by the company from the tax authority. Our Company has filed an appeal against the show cause cum demand notice with the appellate authority and has been advised by the experts that our grounds of appeal are well supported by law in view of which the company does not expect any liability to arise in this regard.*

(b) *In respect of pending litigations related to repudiated claims, where the management assessment of a financial outflow is probable, the Company has made a provision basis past experience which is as below:*

(₹ in million)

Particulars	As at March 31, 2020	As at March 31, 2021	As at March 31, 2022	As at June 30, 2022
Provision in respect of pending litigation where management assessment of financial outflow is probable	45.37	51.65	58.05	55.68

For further information, see "*Financial Information*" on page 257.

Except as disclosed in our Restated Financial Statements or elsewhere in this Draft Red Herring Prospectus, there are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors.

Indebtedness

As of June 30, 2022, we had outstanding indebtedness of ₹ 2,250.00 million, including 8.57% non-convertible debentures of face value of ₹ 1,000.00 each and 8.40% non-convertible debentures of face value of ₹ 1,250.00 each. For further information, see "*Financial Indebtedness*" on page 335.

Known Trends or Uncertainties

Our business has been impacted, and we expect will continue to be impacted, by the trends identified above and the uncertainties described in "*Risk Factors*" beginning on page 28.

Unusual or Infrequent Events or Transactions

To our knowledge, except as disclosed in this Draft Red Herring Prospectus, there are no events or transactions relating to our Company which, in our judgment, would be considered unusual or infrequent.

Significant Dependence on Single or Few Customers

Due to the nature of our operations, our revenue is not dependent on a few customers or suppliers.

Significant Economic Changes that Materially Affected or are Likely to Affect Income from Continuing Operations

See "*Risk Factors— 7. Interest rate fluctuations may materially and adversely affect our profitability. In addition, there are limited amounts and types of long-term fixed income products in the Indian capital markets. The legal and regulatory requirements on the types of investment and amount of investment assets that insurance entities are permitted to make could limit our ability to closely match the duration of our assets and liabilities*" on page 36.

New Products or Business Segments

Except as set out in this Draft Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new business segments.

Competitive Conditions

We operate in a competitive environment. See "*Our Business*", "*Industry Overview*" and "*Risk Factors*" on pages 167, 125 and 28, respectively, for further details on competitive conditions that we face across our various business segments.

Significant Developments after June 30, 2022

Other than as disclosed in this Draft Red Herring Prospectus, there have not arisen any circumstances since June 30, 2022 which materially and adversely affect or are likely to affect the trading of our Company's Equity Shares, our profitability, the value of our assets, or our ability to pay our liabilities within the next 12 months.

1. *Our Company has undertaken a rights issue of 90,909,091 Equity Shares at a price of ₹55 per Equity Share. For further details, see "Capital Structure – Notes to the Capital Structure – 1. Equity share capital history of our Company" on page 92.*

2. *Pursuant to the SEBI Listing Regulations, our Company, as a debt listed entity will be required to publish quarterly financial results within 45 days of end of each quarter, and therefore we expect to publish our results as of and for the quarter and six months ended September 30, 2022 on or prior to November 14, 2022.*

3. ***New Business IRP Performance**: Our growth in the quarter ended September 30, 2022 is likely to be less robust compared to the quarter ended June 30, 2022, similar to overall industry trends. We estimate that our persistency ratio for the quarter ended September 30, 2022 will remain relatively consistent with that in the quarter ended June 30, 2022.*

4. ***Group GWP Performance**: For the quarter ended September 30, 2022, our group GWP grew, year-on-year, primarily on account of PMJJBY. The revision in premium rates for PMJJBY which became effective from June 1, 2022, led to changes in our bancassurance partner's procedures for collecting premium from policyholders' account and sharing details with our Company for booking premium. This resulted in the booking of a significant part of our PMJJBY business in the quarter ended September 30, 2022 as compared to the quarter ended June 30, 2022.*

5. ***Death Claims**: Death claims booked in the Indian life insurance industry increased by 25% year-on-year in Fiscal 2022 primarily on account of the rise in death claims due to second-wave of COVID-19 in the first quarter of Fiscal 2022, and the amount of COVID death claims paid over and above the normal death claims have impacted the balance sheet of companies to some extent. (Source: CRISIL Report), and our Company also experienced a surge in death claims in the first half of Fiscal 2022. Whilst the experience for individual death claims returned to normal or near expected levels over the second half of Fiscal 2022 and thereafter, the pattern of claims incurred but not reported is still evolving for group GWP and has impacted our claims experience for the quarter ended September 30, 2022. Correspondingly, this is also likely to impact our profit (accounting surplus) for the quarter ended September 30, 2022.*

   Our results of operations in this quarter may not accurately reflect the trends for the entire financial year and may not be comparable with our results of operations for other quarters.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no outstanding (i) criminal proceedings; (ii) actions taken by statutory or regulatory authorities; (iii) claims related to direct and indirect taxes; and (iv) pending material litigation, in each case involving our Company, Directors and one of our Promoters, Carmel Point Investments India Private Limited ("**Relevant Parties**") and one of our Promoters, Bank of Baroda. Further, there are no disciplinary actions including penalty imposed by the SEBI or stock exchanges against our Promoters in the last five Fiscals including any outstanding action.*

*For the purpose of (iv) above, our Board in its meeting held on October 18, 2022, has considered and adopted a policy of materiality for identification of material litigation involving the Relevant Parties and Bank of Baroda ("**Materiality Policy**"). In terms of the Materiality Policy, any outstanding litigation involving the Relevant Parties which exceeds the amount equivalent to 0.5% of the net worth of our Company as per the Restated Financial Information of our Company for Fiscal 2022, would be considered 'material' for disclosure in this Draft Red Herring Prospectus. Based on above, ₹24.66 million, which is 0.5% of the net worth of our Company as per the Restated Financial Information of our Company for Fiscal 2022, has been considered as the materiality threshold for identification of material litigation involving the Relevant Parties. Any outstanding litigation involving Bank of Baroda, one of our Promoters, which exceeds ₹ 10,000 million, which is the lower of ₹ 10,000 million or 10% of the annual consolidated turnover of Bank of Baroda for the last financial year as per latest audited annual financial statements of Bank of Baroda for Fiscal 2022 (10% of the annual consolidated turnover of Bank of Baroda for the last financial year as per the latest audited financial statements for Fiscal 2022 being ₹ 87,780.18 million), has been considered as the materiality threshold for identification of material litigation involving Bank of Baroda. Accordingly, disclosures of the following types of litigation have been included:*

(a) where such matters involve the Relevant Parties, the aggregate amount involved in such individual litigation exceeds ₹24.66 million, which is 0.5% of the net worth of our Company as per the Restated Financial Information for Fiscal 2022;

(b) where such matters involve Bank of Baroda, the aggregate amount involved in such individual litigation by or against the Bank of Baroda in any such pending proceeding is in excess of ₹ 10,000 million;

(c) where the monetary liability is not quantifiable, but where the outcome of such legal proceedings could have a material adverse effect on the business, operations, financial position, or reputation of our Company;

(d) other than the litigations covered in (a) above where our Directors are party to such litigation and (b) above where our Promoters is party to such litigation, all outstanding civil litigation, where an adverse outcome would materially and adversely affect our Company.

Further, (i) awards given by the Insurance Ombudsman against our Company during the last three Fiscals; (ii) claims outstanding for the last five Fiscals and the three-month period ended June 30, 2022 against our Company; and (iii) pending policyholder complaints during the last five Fiscals and the three-month period ended June 30, 2022 have been disclosed in this section.

*Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board in its meeting held on October 18, 2022, has considered and adopted a policy of materiality for identification of material outstanding dues to creditors. In terms of our Materiality Policy, outstanding dues to any creditor of our Company having monetary value exceeding 5% of trade payables of our Company shall be considered as 'material'. Accordingly, any outstanding dues exceeding ₹1.43 million, which is 5% of the total trade payable of our Company as at June 30, 2022, have been considered as material outstanding dues for the purposes of disclosure in this section. Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("**MSME**"), the disclosure will be based on information available with our Company regarding status of the creditor under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended.*

For the purposes of the above, pre-litigation notices received by our Company, its Promoters or Directors from third parties (excluding those notices issued by statutory or regulatory or taxation authorities or notices threatening criminal action) shall not, unless otherwise decided by the board of directors of our Company, be considered material until such time that our Company, its Promoters or Directors, as the case may be, is impleaded as a defendant in litigation before any judicial or arbitral forum. Further, our Company is also involved in two matters involving re-instatement of employment of our former employees which are non-quantifiable and are pending at different stages. For further details, see "Risk Factors – 34. There are outstanding actions and litigation proceedings against our Company, Promoters and Directors. Any adverse outcome in such proceedings may have an adverse impact on our reputation, business, financial condition, results of operations and cash flows." on page 54.

We have disclosed matters relating to direct and indirect taxes involving our Company, Directors and Promoters (as applicable) in a consolidated manner giving details of number of cases and total amount involved in such claims.

All terms defined in a particular litigation disclosure below correspond to that particular litigation only.

Litigation involving our Company

Litigation against our Company

Civil Litigation above the Materiality Threshold

Mayank Goyal ("**Applicant**") has filed a complaint dated May 17, 2014 against our Company before the National Consumer Disputes Redressal Commission (the "**Commission**") alleging, *inter alia*, the wrongful repudiation of a policy claim made by the Applicant and claiming an amount of up to ₹42 million as compensation. Our Company filed a response dated November 5, 2014 refuting the claims made by the Applicant, contending, *inter alia*, that the father of the Applicant ("**Beneficiary**") intentionally did not declare his medical conditions correctly and did not give truthful replies during the course of his medical examination, on the basis of which the group insurance policy was issued. Thereafter, the Applicant filed an Interim Application dated January 6, 2016 (the "**Interim Application**") further alleging, *inter alia*, that our Company had suppressed evidence in the form of e-mail communication and requested the disclosure of such e-mail communication. Our Company filed its response on August 4, 2016 to the Interim Application. The Commission directed our Company to file an affidavit to confirm whether such e-mail communication exists and, if so, to provide copies of the email communication. Our Company, pursuant to affidavit dated May 15, 2017 confirmed the existence of such e-mail communication, further providing the e-mail communications in question. Our Company has further filed its response pursuant to affidavit dated November 6, 2018, wherein our Company rejected the claims made by the Applicant and requested for the matter to be dismissed. This matter is currently pending.

Criminal Litigation

1. Mohd. Nadeem ("**Complainant**") filed an FIR dated December 21, 2018 against our Company alleging, *inter alia*, the conduct of fraudulent activity by our Company and managing director at the D.M. Niwas, Bareilly branch for accepting fake documents, diverting and misusing the amount paid by the Complainant to our Company towards the policy. As per our Company's records, another person by the same name living in the same vicinity as the Complainant had fraudulently applied for surrender of the actual customer's policy and received the policy amount. Our Company has settled with the Complainant by paying him the amount due under the policy, pursuant to which the Complainant, by way of an affidavit dated February 13, 2019, submitted to the Senior Police Superintendent, Bareilly and more recently, by way of an affidavit dated August 3, 2022, submitted to the Additional Chief Judicial Magistrate (III), Bareilly, requested that the case be disposed. This matter is currently pending.

2. Satya Narayan Agrawal ("**Complainant**") filed an FIR dated December 27, 2021 against, *inter alia*, our Company and its claims investigator alleging, *inter alia,* the conduct of fraud amounting to ₹ 0.4 million by the claims investigator by allegedly conspiring to extract money from the Complainant for processing a death claim in the name of the Complainant's wife. This matter is currently pending.

Actions Taken by Regulatory and Statutory Authorities

Nil

While there have been no adverse regulatory actions or penalties imposed by IRDAI on our Company during the last five years. IRDAI has issued a show cause notice dated May 6, 2021 in relation to on-site inspection conducted by the IRDAI between September 16, 2019 and September 27, 2019. The IRDAI *inter alia* alleged that our Company had violated Regulation 8(6) of IRDAI (Protection of Policyholders' Interests) Regulations, 2017, by classifying certain premium deposits pending proposals as 'unallocated premium' instead of 'unclaimed amount'. The IRDAI directed our Company to show cause as to why appropriate proceedings should not be initiated against it on account of the aforesaid violation. Our Company, replied to the show cause notice on May 26, 2021 and stated that our Company had inadvertently misclassified a minor proportion of the concerned amount and refunded the same with interest. Further, the major portion of unallocated premium was on account of corporate policyholders continuing to have excess funds deposited with our Company to accommodate for new additions of employees in such policyholder. Our Company has undertaken to implement a framework of reclassification of such amounts as 'unclaimed amount' with immediate effect in case refunds are not processed. This matter is currently pending.

In addition to the above, the IRDAI conducted a remote inspection between June 14, 2021 and June 18, 2021. The scope of the inspection was '*Underwriting, AML, Grievances and Fraud Monitoring*' pursuant to which, IRDAI issued report bearing reference no. IRA/RI/OTW/I/2020-21/133, *inter alia* alleging violations in relation to: (a) lack of general procedural controls to ensure compliance with regulatory requirements in contravention of Clause 6 of the Corporate Governance Guidelines and Regulations 5 and 8(6) of the Protection of Policyholders' Interests Regulations; (b) failure to provide information to inspection team in accordance with circular on 'Data Submission for onsite inspections conducted by Authority' dated September 19, 2018; and (c) back-dation of policies in contravention of clause 10 of board approved underwriting guideline 'Version 13' and earlier versions and conditions for approved file & use in accordance with 'File & Use Procedure' for life insurers dated December 12, 2001. Our Company has responded to the report vide letter dated September 14, 2021 and we are currently awaiting the IRDAI observation report.

Civil Litigation that is Non-Quantifiable but Deemed Material

Nil

Litigation by our Company

Civil Litigation above the Materiality Threshold

In relation to a scheme and a specialized card ("**Scheme**") conceptualised by our Company to simplify the claims process for its customers, our Company had appointed E-Meditek (TPA) Services Limited ("**Petitioner**") as a third-party administrator and entered into service level agreements dated July 26, 2011 and October 19, 2012 (together, the "**Agreements**"). Under the Agreements, the Petitioner was to provide the customers of our Company with healthcare and ancillary services. During the term of the Agreements, certain information relating to the Scheme shared by our Company with the Petitioner was used by the Petitioner in order to launch a card similar to the Scheme. Our Company approached the High Court of Bombay ("**High Court**") *inter alia* to seek interim injunction against the Petitioner from launching and marketing cards similar to the Scheme. The High Court passed an order dated July 5, 2013 restraining the Petitioner from directly or indirectly breaching the terms of the Agreements, and divulging, sharing, marketing contents, features and specifications of the Scheme to/with third parties, and otherwise releasing the confidential information of our Company ("**Interim Stay**"). The Interim Stay was extended by the arbitral order dated December 26, 2013 ("**Arbitral Order**"). Pursuant to an appeal by the Petitioner, the Arbitral Order was set aside by an order of the High Court dated May 9, 2014. Our Company initiated arbitration proceedings against the Petitioner, claiming, inter alia, a total sum of ₹236.63 million, including damages and an injunction on the launch of the similar card. The Petitioner made counter claims for, inter alia, an aggregate sum of ₹5,218.87 million due to loss of business, reputation and goodwill stemming from the Interim Stay. The Arbitral Tribunal passed its award dated October 17, 2018 ("**Arbitral Award**") whereby it dismissed the claims made by our Company as well as the counter claims made by the Petitioner and directed our Company to pay the Petitioner a substantial part of the costs, being ₹2.50 million which was paid by our Company. Subsequently, the Petitioner filed a petition on February 15, 2019 under Section 34 of the Arbitration and Conciliation Act, 1966 before the High Court, challenging the Arbitral Award and dismissal of the Petitioner's counter claims. The Petitioner also filed an application in the Petition. This matter is pending as on date.

Criminal Litigation

1. Our Company has, under section 156(3) of the Code of Criminal Procedure, 1973, filed an FIR dated February 28, 2017 against Anuj Kumar Tiwari, a former employee of our Company ("**Accused**"), before the court of Additional Judicial Chief Magistrate, Kashipur, Udham Singh Nagar, Uttarakhand alleging, *inter alia*, fraud amounting to ₹0.4 million from a customer of our Company. This matter is currently pending.

2. Our Company has filed an FIR dated July 15, 2021 against Praveen Saxena, a former employee of our Company and others ("**Accused**") alleging, *inter alia*, misappropriation of the claim money of the policy holders of our Company. This matter is currently pending.

3. Our Company has, under section 156(3) of the Code of Criminal Procedure, 1973, filed an FIR dated April 10, 2021 against Mahesh Kumar ("**Accused**"), before the court of Chief Judicial Magistrate, Sultanpur, Uttar Pradesh, alleging, *inter alia*, misappropriation of the claim amount of ₹0.31 million of one of the policy holders of our Company. This matter is currently pending.

4. Our Company has filed an FIR dated December 1, 2019 against Dhruv Shah and other former agents of Star Health Insurance and Allied Insurance Company Limited ("**Accused**") at the Crime Investigation Department, Crime Branch, Gandhinagar, Gujarat, alleging *inter alia* fraudulent issuance of life insurance policies and attempts to misappropriate claim amounts of our Company's policy holders. The matter is currently pending.

5. Our Company has filed an FIR dated January 13, 2021 against Mukesh Kanaiyalal Shah and others ("**Accused**") at the Crime Investigation Department, Crime Branch, Gandhinagar, Gujarat, alleging that the Accused had used the agency code held by an agent of Star Health Insurance and Allied Insurance Company Limited to purchase policies in the name of deceased policy holders and thereafter, fraudulently claimed the amount under these policies. This matter is currently pending.

6. Our Company has filed an FIR dated June 21, 2019 against Kanubhai Amrabhai Talpada and others ("**Accused**"), before the Deputy Commissioner of Police, Crime Branch, Ahmedabad, Gujarat, alleging, *inter alia,* fraud of ₹5.12 million resulting from submission of forged documents and false information for getting insurance policies issued and thereafter, fraudulently claiming the amount under these policies. This matter is currently pending.

Civil Litigation that is Non-Quantifiable but Deemed Material

Nil

Awards given by the Insurance Ombudsman against our Company

The Insurance Ombudsman passed 579 awards against our Company in the past three Financial Years all of which have been closed and complied with by our Company (this is inclusive of ten awards wherein the customers have not been cooperative and therefore, our Company considers the status of these as closed).

Claims outstanding

Details of claims outstanding for three-month period ended June 30, 2022 and Fiscals 2022, 2021, 2020, 2019 and 2018 are as follows:

1. Three-month period ended June 30, 2022

Sr. No.	Particulars	No. of Claims	Claim amount (₹ in million)
1	Claims outstanding at the start of the period	16	53.48
2	Claims intimated/booked during the period	7,237	2,112.37
3	Claims settled during the period	6,239	1,592.43
4	Claims repudiated during the period	114	86.46
5	Claims outstanding at end of the period	900	486.96
	Age-wise details of outstanding claims		
	0-3 months	892	458.38
	3-6 months	0	0.00
	6-12 months	2	11.43
	1 year to 3 years	3	6.76
	3 years to 5 years	3	10.39
	5 years and above	0	0.00
	Total	**900**	**486.96**

2. Fiscal 2022

Sr. No.	Particulars	No. of Claims	Claim amount (₹ in million)
1	Claims outstanding at the start of the year	9	39.42
2	Claims intimated/booked during the year	31,969	11,458.77
3	Claims settled during the year	31,603	11,127.66
4	Claims repudiated during the year	359	345.27
5	Claims outstanding at end of the year	16	53.48
	Age-wise details of outstanding claims		
	0-3 months	7	13.18
	3-6 months	3	20.30
	6-12 months	0	0.00
	1 year to 3 years	3	9.10
	3 years to 5 years	3	10.90
	5 years and above	0	0.00
	Total	**16**	**53.48**

3. Fiscal 2021

Sr. No.	Particulars	No. of Claims	Claim amount (₹ in million)
1	Claims outstanding at the start of the year	9	25.31
2	Claims intimated/booked during the year	17,969	5,481.77
3	Claims settled during the year	17,744	5,297.64
4	Claims repudiated during the year	219	169.96
5	Claims outstanding at end of the year	15	39.49
	Age-wise details of outstanding claims		
	0-3 months	5	17.24
	3-6 months	2	0.49
	6-12 months	1	0.69
	1 year to 3 years	6	11.07
	3 years to 5 years	1	10.00
	5 years and above	0	0.00
	Total	15	39.49

4. Fiscal 2020

Sr. No.	Particulars	No. of Claims	Claim amount (₹ in million)
1	Claims outstanding at the start of the year	10	22.68
2	Claims intimated/booked during the year	14,066	3,594.37

Sr. No.	Particulars	No. of Claims	Claim amount (₹ in million)
3	Claims settled during the year	13,874	3,465.38
4	Claims repudiated during the year	193	126.17
5	Claims outstanding at end of the year	9	25.31
	Age-wise details of outstanding claims		
	0-3 months	3	5.74
	3-6 months	2	8.50
	6-12 months	0	0.00
	1 year to 3 years	4	11.08
	3 years to 5 years	0	0.00
	5 years and above	0	0.00
	Total	9	25.31

5. Fiscal 2019

Sr. No.	Particulars	No. of Claims	Claim amount (₹ in million)
1	Claims outstanding at the start of the year	6	36.80
2	Claims intimated/booked during the year	11,447	3,171.74
3	Claims settled during the year	10,792	2,984.76
4	Claims repudiated during the year	409	163.09
5	Claims outstanding at end of the year	10	22.68
	Age-wise details of outstanding claims		
	0-3 months	6	11.65
	3-6 months	1	0.18
	6-12 months	2	0.86
	1 year to 3 years	1	10.00
	3 years to 5 years	0	0.00
	5 years and above	0	0.00
	Total	10	22.68

6. Fiscal 2018

Sr. No.	Particulars	No. of Claims	Claim amount (₹ in million)
1	Claims outstanding at the start of the year	35	22.58
2	Claims intimated/booked during the year	11,067	2,612.35
3	Claims settled during the year	10,205	2,332.19
4	Claims repudiated during the year	473	265.99
5	Claims outstanding at end of the year	6	36.80
	Age-wise details of outstanding claims		
	0-3 months	1	10.00
	3-6 months	2	25.90
	6-12 months	0	0.00
	1 year to 3 years	3	0.90
	3 years to 5 years	0	0.00
	5 years and above	0	0.00
	Total	6	36.80

Policyholder complaints

Details of Company's record of policyholders' protection and the pendency of the policyholder complaints for the three-month period ended June 30, 2022 and Fiscals 2022, 2021, 2020, 2019 and 2018 are as follows:

1. Details of Company's record of policyholders' protection and the pendency of the policyholder complaints for the three-month period ended June 30, 2022 are set out below:

Sr. No.	Particulars on Complaints made by customers	Opening balance as on April 1, 2022	Additions	Fully accepted	Partially accepted	Rejected	Complaints pending as on June 30, 2022
1.	Sales related	63	611	157	0	464	53
2.	New business related	1	7	3	0	4	1
3.	Policy servicing related	0	6	3	0	3	0
4.	Claims servicing related	2	29	1	0	27	3
5.	Others	9	87	34	0	54	8
	Total complaints in	75	740	198	0	552	65

Sr. No.	Particulars on Complaints made by customers	Opening balance as on April 1, 2022	Additions	Fully accepted	Partially accepted	Rejected	Complaints pending as on June 30, 2022
	system						

No complaints were made by intermediaries against our Company in the three-month period ended June 30, 2022.

Sr. No.	Duration wise pending status	Complaints made by customer	Complaints made by intermediaries	Total
1.	Less than 15 days	65	0	65
2.	Greater than 15 days	0	0	0
	Total	**65**	**0**	**65**

2. Details of Company's record of policyholders' protection and the pendency of the policyholder complaints for Fiscal 2022 are set out below:

Sr. No.	Particulars on Complaints made by customers	Opening balance as on April 1, 2021	Additions	Fully accepted	Partially accepted	Rejected	Complaints pending as on March 31, 2022
1.	Sales related	63	2,094	398	2	1,693	63
2.	New business related	2	62	37	0	26	1
3.	Policy servicing related	1	46	29	0	18	0
4.	Claims servicing related	1	87	26	0	60	2
5.	Others	8	273	111	0	161	9
	Total complaints in system	**75**	**2,562**	**601**	**2**	**1,958**	**75**

No complaints were made by intermediaries against our Company in the Fiscal 2022.

Sr. No.	Duration wise pending status	Complaints made by customer	Complaints made by intermediaries	Total
1.	Less than 15 days	75	0	75
2.	Greater than 15 days	0	0	0
	Total	**75**	**0**	**75**

3. Fiscal Details of Company's record of policyholders' protection and the pendency of the policyholder complaints for Fiscal 2021 are set out below:

Sr. No.	Particulars on Complaints made by customers	Opening balance as on April 1, 2020	Additions	Fully accepted	Partially accepted	Rejected	Complaints pending as on March 31, 2021
1.	Sales related	32	2,339	373	0	1,811	63
2.	New Business Related	1	34	19	0	13	2
3.	Policy servicing related	0	62	35	0	24	1
4.	Claims servicing related	0	24	3	0	20	1
5.	Others	0	197	52	0	102	8
	Total complaints in system	**33**	**2,656**	**482**	**0**	**1,970**	**75**

No complaints were made by intermediaries against our Company in the Fiscal 2021.

Sr. No.	Duration wise pending status	Complaints made by customer	Complaints made by intermediaries	Total
1.	Less than 15 days	75	0	75

Sr. No.	Duration wise pending status	Complaints made by customer	Complaints made by intermediaries	Total
2.	Greater than 15 days	0	0	0
	Total	**75**	**0**	**75**

4. Details of Company's record of policyholders' protection and the pendency of the policyholder complaints for Fiscal 2020 are set out below:

Sr. No.	Particulars on Complaints made by customers	Opening balance as on April 1, 2019	Additions	Fully accepted	Partially accepted	Rejected	Complaints pending as on March 31, 2020
1.	Sales related	67	2,273	601	1	1,681	32
2.	New Business Related	0	36	19	0	16	1
3.	Policy servicing related	3	47	29	0	21	0
4.	Claims servicing related	0	28	5	0	21	0
5.	Others	2	128	39	0	83	0
	Total complaints in system	**72**	**2,512**	**693**	**1**	**1,822**	**33**

No complaints were made by intermediaries against our Company in the Fiscal 2020.

Sr. No.	Duration wise pending status	Complaints made by customer	Complaints made by intermediaries	Total
1.	Less than 15 days	33	0	33
2.	Greater than 15 days	0	0	0
	Total	**33**	**0**	**33**

5. Fiscal Details of Company's record of policyholders' protection and the pendency of the policyholder complaints for Fiscal 2019 are set out below:

Sr. No.	Particulars on Complaints made by customers	Opening balance as on April 1, 2018	Additions	Fully accepted	Partially accepted	Rejected	Complaints pending as on March 31, 2019
1.	Sales related	93	2,787	1,381	1	1,354	67
2.	New Business Related	2	50	32	0	17	0
3.	Policy servicing related	7	144	98	0	48	3
4.	Claims servicing related	2	55	10	0	41	0
5.	Others	5	132	56	0	75	2
	Total complaints in system	**109**	**3,168**	**1,577**	**1**	**1,535**	**72**

No complaints were made by intermediaries against our Company in the Fiscal 2019.

Sr. No.	Duration wise pending status	Complaints made by customer	Complaints made by intermediaries	Total
1.	Less than 15 days	72	0	72
2.	Greater than 15 days	0	0	0
	Total	**72**	**0**	**72**

6. Fiscal Details of Company's record of policyholders' protection and the pendency of the policyholder complaints for Fiscal 2018 are set out below:

Sr. No.	Particulars on Complaints made by customers	Opening balance as on April 1, 2017	Additions	Fully accepted	Partially accepted	Rejected	Complaints pending as on March 31, 2018
1.	Sales related	46	2,709	1,446	6	1,131	93
2.	New Business Related	0	71	38	0	26	2
3.	Policy servicing related	11	223	155	0	64	7
4.	Claims servicing related	7	142	53	0	90	2
5.	Others	2	172	76	0	84	5
	Total complaints in system	**66**	**3,317**	**1,768**	**6**	**1,395**	**109**

No complaints were made by intermediaries against the Company in the Fiscal 2018.

Sr. No.	Duration wise pending status	Complaints made by customer	Complaints made by intermediaries	Total
1.	Less than 15 days	109	0	109
2.	Greater than 15 days	0	0	0
	Total	**109**	**0**	**109**

Litigation involving our Directors

Litigation against our Directors

Criminal Litigation

Nil

Civil Litigation

Nil

Actions Taken by Regulatory and Statutory Authorities

Nil

Litigation by our Directors

Criminal Litigation

Nil

Civil Litigation

Nil

Litigation involving our Promoters

Litigation against our Promoters

Criminal Litigation

Bank of Baroda

1. A complaint dated December 9, 2009 was filed against Bank of Baroda before the Chief Metropolitan Magistrate, Kanpur by the State of Uttar Pradesh (the "**Complainant**") alleging, *inter alia*, cheating and forgery punishable under sections 420, 468, 472, 380 among others of the Indian Penal Code, 1860. The complaint has been filed pursuant to the FIR filed by Santosh Singh Bhadauriya alleging wrongful initiation of recovery measures by Bank of Baroda under the SARFAESI Act, 2002 whereunder the mortgaged properties of Santosh Singh Bhadauriya and another were auctioned. This matter is currently pending.

2. A complaint dated May 30, 2015 was filed against the Pilibhit main branch of Bank of Baroda before the Chief Judicial Magistrate, Pilibhit by Ehatsham Ahmad (the "**Complainant**") alleging, *inter alia*, cheating and criminal breach of trust under sections 420 and 406 of the Indian Penal Code, 1860. The complaint has been filed pursuant to a recovery action initiated by Bank of Baroda against the Complainant. No summons have been issued to Bank of Baroda and the matter is currently pending for deposition of statement by the Complainant.

3. An FIR dated January 10, 2019 was filed against the Gajraula branch of Bank of Baroda before the Chief Judicial Magistrate, Pilibhit by Shanti Swaroop (the "**Complainant**") alleging, *inter alia*, cheating and criminal conspiracy punishable under sections 420 and 120B of the Indian Penal Code, 1860. The complaint has been filed pursuant to recovery proceedings initiated by Bank of Baroda against the Complainant. No summons have been issued by the Court to Bank of Baroda and the matter is currently pending for deposition of statement by the Complainant.

4. An FIR dated August 3, 2015 was filed against the bank manager of Pilibhit main branch of Bank of Baroda before the Chief Judicial Magistrate, Pilibhit by Nabi Ahmad (the "**Complainant**") alleging, *inter alia*, cheating, criminal breach of trust, intimation among others by Bank of Baroda punishable under sections 406, 420, 506 and 324 of the Indian Penal Code, 1860. The complaint has been filed pursuant to recovery action that was initiated by Bank of Baroda against the Complainant. This matter is currently pending.

5. An FIR was filed by Vijay Kushwaha (the "**Complainant**") against Bank of Baroda pertaining to its non-performing asset account – Uttarakhand IT Dehradun, alleging wrongful encashment of cheque. Based on directions issued by the Chief Judicial Magistrate, Haridwar ("**CJM, Haridwar**"), the police conducted an investigation and submitted their report stating no prima facie case to have been found against Bank of Baroda, based on which the CJM, Haridwar passed an order to register the matter as a regular complaint. The Complainant challenged this order and filed a criminal revision petition before the Additional District Judge, Haridwar ("**ADJ**") which was dismissed. An appeal before the High Court of Nainital has been made by the Complainant against the ADJ's order. This matter is currently pending.

6. Vijay Kushwaha ("**Complainant**") filed an application in April 2015 under section 156 of the Criminal Procedure Code, 1973 as his FIR was dismissed on prima facie investigation by the police. The Complainant alleged that certain officials of the Chandra Chowk branch of Bank of Baroda fraudulent encashed a cheque submitted by the Complainant punishable under sections 420, 120 B of the Indian Penal Code, 1860. This application was dismissed pursuant to an order and the Complainant challenged this order and filed a criminal revision petition which was dismissed pursuant to order dated May 8, 2019. Subsequently, the Complainant filed an application before the High Court of Uttarakhand. This matter is currently pending.

7. An FIR dated August 17, 2016 was filed against the Khair branch of Bank of Baroda under sections 406, 420 and 120B of the Indian Penal Code, 1860 before the Chief Judicial Magistrate by Charan Singh (the "**Complainant**") alleging, *inter alia*, fraudulent misappropriation of funds by Bank of Baroda. The Complainant alleged that he, being illiterate was defrauded by an employee of Bank of Baroda who took the Complainant's thumb impression for cash withdrawal. This matter is currently pending.

8. A complaint dated March 28, 2019 was filed against the Khurja branch of Bank of Baroda before the Chief Judicial Magistrate by Brijesh Yadav (the "**Complainant**") alleging, *inter alia*, theft and criminal conspiracy by Bank of Baroda punishable under sections 120B, 380 and 457B of the Indian Penal Code, 1860. The complaint has been filed pursuant to alleged wrongful confiscation of Complainant's property and relevant property documents following the mortgage created over the property under the credit facilities taken by the Complainant under the Credit Guarantee Fund Trust for Micro and Small Enterprises scheme. This matter is currently pending.

9. An FIR dated June 5, 2017 was filed against the Regional Head of the Bareilly branch of Bank of Baroda before the Chief Judicial Magistrate, Bareilly by Satey Prakash (the "**Complainant**") alleging, *inter alia*, criminal breach of trust, cheating and conspiracy by Bank of Baroda punishable under sections 406, 420 and 120B of the Indian Penal Code, 1860. The complaint was filed pursuant to a loan that was not granted to the Complainant under a government sponsored scheme after all documents were collected by Bank of Baroda. No summons have been issued to Bank of Baroda. This matter is currently pending.

10. A complaint dated April 7, 2021 was filed against the Rosarb branch of Bank of Baroda before the Additional Chief Judicial Magistrate, Bareilly by Ram Gopal Shukla and another (the "**Complainant**") for offences punishable under section 380 of the Indian Penal Code, 1860. The complaint has been filed pursuant to alleged forcible possession of the education institution of the Complainant which was mortgaged in favour of Bank of Baroda under the Maa Welfare Educational Trust Account wherein the authorised officer of Bank of Baroda and others had taken possession of the institution under the SARFAESI Act. This matter is currently pending.

11. A complaint dated October 25, 2021 was filed against the Patel Chowk branch of Bank of Baroda under sections 420 and 120B of the Indian Penal Code, 1860 before the District and Sessions Judge, Nainital by Sajid (the "**Complainant**") alleging, *inter alia*, cheating and criminal conspiracy pursuant to unauthorised withdrawal of money from his account. The complaint has been dismissed pursuant to which the Complainant filed has a revision application. This matter is currently pending.

12. A criminal revision petition dated May 20, 2016 was filed against the Hesag branch of Bank of Baroda in Singhmore, Ranchi and others, under section 357(3) of the Indian Penal Code, 1860 before the Jharkhand High Court by Tara Kant Pandey (the "**Complainant**") alleging non-supply of goods after receipt of payment by Raj Kumar Prop Raj Traders. Bank of Baroda has been made a pro-forma defendant in this matter on grounds of the Complainant being a borrower of the Bank of Baroda. The matter is currently pending.

13. Bank of Baroda and Central Bureau of Investigation, Crime Branch, Lucknow filed an FIR dated September 23, 2014 against Manoj Sharma, Amitabh Sharma, Dinesh Sharma, Sunil Gupta and M/s Bhole Flour Mill, a partnership firm in which Manoj Sharma is a partner (together the "**Respondents**") under sections 13 of the Prevention of Corruption Act, 1988 alleging, *inter alia*, that the Respondents had availed a loan from Bank of Baroda by submitted fake KYC and mortgage documents and are using the loan money for purposes other than what it was disbursed for. The Central Bureau of Investigation, Crime Branch, Lucknow filed the charge sheet in the matter which was taken on record by the Court of Special Judge, Anti-Corruption (CCBI) court pursuant to its order dated January 2, 2018 ("**Order**"). Subsequently, the Respondents filed separate appeals against the Order before the High Court of Allahabad to which were dismissed pursuant to orders dated April 16, 2018, February 7, 2018, February 12, 2018 and February 12, 2018. The Respondents filed separate special leave petitions before the Supreme Court of India against the order of the High Court of Allahabad. The Supreme Court of India has, pursuant to its order dated August 24, 2018 ruled that all the four special leave petitions will be heard together as the facts are the same. This matter is currently pending.

14. A complaint dated January 10, 2019 was filed against the Kakan branch of Bank of Baroda under sections 420 and 379 of the Indian Penal Code, 1860 before the Chief Judicial Magistrate, Araria by Mohammed Zalil (the "**Complainant**") alleging, *inter alia*, cheating and theft pursuant to wrongful withdrawal of money from the Complainant's account through an electronic transaction. The matter is currently pending.

15. A complaint dated January 17, 2019 was filed against Taran branch of Bank of Baroda under sections 406, 409, 420, 379 and 34 of the Indian Penal Code, 1860 before the Chief Judicial Magistrate, Araria by Mohammed Mojib (the "**Complainant**") alleging, *inter alia*, wrongful withdrawal of cash through electronic mode of transaction from the Complainant's account. This matter is currently pending.

16. Further to an order dated August 13, 2018 (the "**Order**") passed by the Special Judge of the Sessions Court, Mumbai, Sunil Ramji Singh ("**Applicant**") has filed a petition dated October 31, 2018 before the High Court of Bombay to quash the Order. This matter is currently pending. Bank of Baroda filed a recovery suit against the Applicant in the year 1999, which was later settled amicably outside the court. The Sessions Court of Mumbai passed the Order rejecting the Applicant's plea for discharge of the recovery suit. The High Court of Bombay pursuant to its order dated November 30, 2018 ordered the Applicant to make Bank of Baroda a respondent to the application. This matter is currently pending.

17. A FIR dated April 5, 2006 ("**FIR**") was filed before the Vanchiyoor police station by Indulekha (the "**Complainant**") against the Vanchiyoor branch of Bank of Baroda ("**Branch**") and Anil Kumar (together with the Branch, the "**Accused**") under various sections of the Indian Penal Code, 1860 in relation to a banker's cheque for ₹ 0.20 million which was issued by State Bank of Travancore as loan disbursement in the name of the Complainant as the proprietor of Essco Automobiles. Anil Kumar opened a current account at the Branch (as the proprietor of Essco Automobiles), deposited and encashed the above cheque. The Ombudsman dismissed the complaint. The Complainant thereafter filed the FIR. This matter is currently pending.

18. A revision petition dated August 12, 2021 was filed against the Alwaye branch of Bank of Baroda before the Additional District Court, Ernakulam by Ajay Kumar (the "**Complainant**") alleging, *inter alia*, criminal conspiracy by intentionally denying a working capital facility of ₹1.65 million and thereby committing breach of trust. The petition has been filed pursuant to the dismissal of the complaint for being a civil matter by the Chief Judicial Magistrate, Ernakulam pursuant to order dated November 18, 2020. This matter is currently pending.

19. Philip Josef (the "**Complainant**") filed a complaint dated April 25, 2017 with the Sukher police station against the branch manager of the Sukher branch of Bank of Baroda (the "**Accused**"), alleging, *inter alia*, that the Accused had wrongfully sold the Complainant's property under value in an auction conducted pursuant to the SARFAESI Act. The Chief Judicial Magistrate, Udaipur dismissed the complaint pursuant to order dated January 25, 2017. The Complainant has filed a criminal revision petition dated April 25, 2017 before the Additional District Magistrate, Udaipur. This matter is currently pending.

20. Philip Josef (the "**Complainant**") filed a complaint dated April 29, 2017 with the Sukher police station against the branch manager of the Sukher branch of Bank of Baroda (the "**Accused**"), alleging, *inter alia*, that the Accused had misused multiple cheques given by the Complainant as security against a loan. The Chief Judicial Magistrate, Udaipur dismissed the complaint pursuant to order dated January 25, 2017. The Complainant filed a criminal revision petition dated January 25, 2017 before the Additional District Magistrate, Udaipur. This matter is currently pending.

21. Sh. Tek Chand is a mortgagor (the "**Mortgagor**") and guarantor in loan account of M/s Apriz Overseas. The Mortgagor mortgaged their property by depositing the title deed. The property was mortgaged with Bank of Baroda, Ballabgarh Branch. Bank of Baroda proceeded to take physical possession of the mortgaged property. In an attempt to sell the property through e-auction, it was discovered that the property has been already sold to Babita Rani (the "**Complainant**") on March 22, 2019. This matter is currently pending.

22. A criminal review petition was filed against order dated April 10, 2019 against the Defence Colony branch of Bank of Baroda before the District Court, Saket ("**District Court**") by Gambro Nexim (the "**Complainant**") alleging, *inter alia*, non-payment of the demand draft dated August 31, 2018 that was given by Bank of Baroda for payment as per the judgment dated March 21, 2006 but was dishonoured on grounds of the current account not being traceable. The review petition has been filed pursuant to a complaint before the Metropolitan Magistrate against Bank of Baroda under sections 138 and 142 of the Negotiable Instruments Act, 1881 for dishonour of the demand draft which was dismissed by the District Court on grounds that payment has already been made to the Complainant. This matter is currently pending.

23. Rajveer Tayal (the "**Complainant**"), an ex-employee of Bank of Baroda has filed a complaint against Bank of Baroda before the Chief Judicial Magistrate, Bulandshahar ("**CJM**") pursuant to the disciplinary proceedings initiated against him by Bank of Baroda. The CJM issued non-bailable warrants against certain officials of Bank of Baroda. Bank of Baroda has filed a criminal miscellaneous writ application before the High Court of Allahabad against the CJM order and for a stay to be granted on the proceedings of the CJM court. Additionally, a writ petition has been filed by the Complainant against Bank of Baroda in the High Court of Allahabad. The matter is currently pending.

24. Khurja branch of Bank of Baroda ("**Complainant**") initiated disciplinary proceedings against Rajveer Tayal ("**Respondent**"), an ex-employee of the branch, in relation to non-compliance with the Bank of Baroda guidelines with respect to accounting leading to financial losses incurred by Bank of Baroda. The Respondent was penalised and terminated. Subsequently, the Respondent filed criminal complaint in the before Chief Judivial Magistrate, Bulandshahar against certain officials of Bank of Baroda as well as a writ petition dated May 28, 2019 before the High Court of Uttar Pradesh. This matter is currently pending.

25. A complaint dated September 4, 2010, was filed against Bank of Baroda before the Additional Metropolitan Magistrate, Girgaon, Mumbai by Pankaj Aluminium Industries Private Limited (the "**Complainant**"), who was a guarontor for a credit facility extended by Bank of Baroda to Anish Metal Private Limited, alleging, inter alia, cheating under Section 420 of the Indian Penal Code, 1860. Bank of Baroda has filed a discharge application in 2018. The matter is currently pending.

26. A complaint was filed against Bank of Baroda in 2014 before the Chief Judicial Magistrate, Behraich, by Mr. Ajay Agarwal (the "**Complainant**"), alleging, inter alia, defamation under Section 500 of the Indian Penal Code, 1860. The complaint was filed after Bank of Baroda initiated recovery proceedings against the Complainant for an amount of Rs. 432.32 and accrued interest with effect from April 1, 2012. The matter is currently pending.

27. Writ Petition No. 618 of 2021 was filed before the Bombay High Court by Ms. Manjula Bhatia for removal of her name from a first information report lodged by Bank of Baroda against PSL Limited and its directors. The matter is currently pending.

28. A complaint was filed by the Labour Enforcement Officer before the Judicial Magistrate First Class, Kalol on January 16, 2009, against an officer of Bank of Baroda, under Sections 23 and 24 of the Contract Labour (Regulation and Abolition) Act, 1970 and the corresponding provisions of the Contract Labour (Regulation and Abolition) Central Rules 1971, alleging irregularities pursuant to an inspection of the premises. Bank of Baroda has initiated quashing pproceedings before the High Court of Gujarat on November 14, 2016. The High Court of Gujarat has stayed the proceedings before the Judicial Magistrate on February 3, 2017. The matter was transfrred to the Labour Court, Kalol pursuant to order dated December 3, 2019. The matter is currently pending.

29. A complaint was filed against Bank of Baroda on February 22, 2014 before the Session Court, Ludhiana, by Mr. Gautam Mahajan (the "**Complainant**"), alleging, inter alia, cheating under Section 420 and 468 of the Indian Penal Code, 1860. Bank of Baroda has filed a discharge application which was dismissed by the Session Court on May 9, 2022. The matter is currently pending.

30. A complaint was filed against Bank of Baroda on February 8, 2022 before the Judicial Magistrate First Class Bijolia, by Mr. Mahendra Kumar Jain (the "**Complainant**"), alleging, inter alia, wrongful initiation of recovery proceedings by Bank of Baroda under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2022. A petition has been filed under Section 482 of the Criminal Procedure Code before the High Court of Rajasthan at Jodhpur challenging the final report issued pursuant to the first information report. The matter is currently pending.

31. A complaint dated October 05, 2018 was filed against Bank of Baroda and others, Jamshedpur Main branch Branch before the Chief Judicial Magistrate, Jamshedpur by Krishna Ghosh Roy (the "**Complainant**")under section 120B, 304, 323, 406 and 420 of the Indian Penal Code, 1860 alleging, *inter alia*, cheating and criminal conspiracy by the defendants in connection with the renewal of a health insurance policy of the Complainant's husband. This matter is currently pending.

32. A complaint dated April 24, 2016 was filed against Bank of Baroda, Jamshedpur Main Branch e-Vijaya Bank Jamshedpur Branch before the Chief Judicial Magistrate, Jamshedpur by Geeta Devi (the "**Complainant**") under section 120B, 406, 409 and 420 of the Indian Penal Code, 1860 alleging, *inter alia*, cheating and criminal breach of trust in connection with a loan disbursal. The Complainant alleged that the branch manager disbursed an amount lower than the sanctioned amount and wrongfully reversed the subsidy that the Complainant was entitled to under the Kisan Vikas Yojana. This matter is currently pending.

33. A complaint dated September 12, 2013 was filed by Bank of Baroda, Vijaynagari Branch before the Kasarwadavali Police Station against Anil Gade (the "**Complainant**") alleging *inter alia*, cheating and criminal breach of trust by the Complainant punishable under section 420 of the Indian Penal Code, 1860. However, the Complainant has filed a complaint against Bank of Baroda alleging their innocence against the claims made by Bank of Baroda. Subsequently, a complaint dated February 16, 2015 has also being filed before the Civil Judge-cum-Judicial Magistrate First Class, Thane. This matter is at the verification stage and summons are yet to be issued to Bank of Baroda. This matter is currently pending.

34. The proprietor of Femina Garments was sanctioned a credit facility by the Kuruppanthara branch of Bank of Baroda ("**Branch**"). Molly Sebastian (the wife of the proprietor of Femina Garments) (the "**Complainant**") had delivered ₹0.14 million in cash to the Branch Manager of the Branch (the "**Accused**") to be deposited in the loan account which was never credited. A complaint dated July 22, 2021 was filed against Accused before the Civil Judge-cum-Judicial Magistrate First Class, Ettumanoor ("**Complaint**") by Complainant alleging, *inter alia*, cheating and criminal activity by the Accused in punishable under section 406 and 420 of the Indian Penal Code, 1860. The Accused filed a petition to quash the complaint before the High Court of Kerala. The High Court of Kerala stayed the Complaint pursuant to its order dated October 4, 2021. This matter is currently pending.

35. The DCP Inspector of Crime Branch, Nagercoil (the "**Complainant**") filed a complaint dated July 15, 2013 against Nagercoil branch of Bank of Baroda before the Chief Judicial Magistrate Court, Nagercoil, Kanyakumari alleging, *inter alia*, cheating and criminal breach of trust by Bank of Baroda and N. Kumarasamy (the "**Accused**") by way of collusion by way of collusion between the Accused, punishable under sections 120(b), 406 and 420 of the Indian Penal Code, 1860. The officers of Bank of Baroda have obtained anticipatory bail on August 14, 2013. This matter is currently pending.

36. An FIR dated December 28, 2020 was filed against Bank of Baroda, Haribhau Upadhyay Nagar, Pushkar Road Branch before the Ganj Police Station, Ajmer by Umesh Soni (the "**Complainant**") alleging, *inter alia*, that the gold and silver jewellery belonging to him was misappropriated by the authorities of Bank of Baroda in course of taking possession of the Complainant's mortgaged property. The Complainant has alleged the commission of offences punishable under section 120, 379, 409 and 427 of the Indian Penal Code, 1860. This matter is currently pending.

37. An FIR dated December 11, 2020 was filed against Bank of Baroda, SSI Bewar Branch before the Beawar City Police Station, Ajmer by Giris Baduni (the "**Complainant**") alleging, *inter alia*, that the household goods and jewellery belonging to him were misappropriated by the authorities of Bank of Baroda in course of taking possession of the Complainant's mortgaged property. The Complainant has alleged the commission of offences punishable under section 380, 406 and 448 of the Indian Penal Code, 1860. This matter is currently pending.

38. An FIR dated July 18, 2020 was filed against Bank of Baroda, Bijay Nagar Branch before the Bijay Nagar Police Station, Ajmer by Radha Gupta (the "**Complainant**") alleging, *inter alia*, that an unauthorized person debited certain amount from her savings account by way of cheque after forging her signatures on it in connivance with the officials of the Bank. The Complainant has alleged the commission of offences punishable under section 420, 468,471 of the Indian Penal Code, 1860. This matter is currently pending.

39. A petition dated December 15, 2012 was filed against Bank of Baroda, Ambabar Branch before the Rajasthan High Court, Jaipur by Ratan Lal and others (the "**Complainant**") for quashing an FIR filed by Bank of Baroda against the Complainant for committing fraud. The Complainant has challenged the FIR that accused them of fraudulently obtaining loan against property which had already been sold to a third person. This matter is currently pending.

40. A petition dated March 22, 2022 was filed against Bank of Baroda, Bidar Branch before the High Court of Karnataka by Khalid Mohammed Baig (the "**Complainant**") for quashing a complaint filed by Bank of Baroda against the Complainant for committing fraud. The Complainant has challenged the complaint that accused him of fraudulently presenting a cheque and drawing an amount dishonestly. This matter is currently pending.

41. An FIR dated February 22, 2021 was filed against branch manager of PCMC premises branch of the Bank of Baroda ("**Branch**") before the Sanghavi police station, Pune by Tejas Bapu Sapkal (the "**Complainant**") under sections 34 and 409 of the Indian Penal Code, 1860 alleging, *inter alia*, criminal breach of trust by Bank of Baroda as a cheque dropped into the drop box of the Branch was stolen and fraudulently encashed using a fake identity of the Complainant. This matter is currently pending.

42. A complaint dated March 10, 2017 was filed against an authorised officer of Bank of Baroda, Sanjay Place Branch, Agra before the Chief Judicial Magistrate, Agra by G.D Sharma (the "**Complainant**") under sections 120B, 406, 420, 467, 468 and 471 of the Indian Penal Code, 1860 alleging, *inter alia*, cheating and criminal breach of trust by the authorised officer of Bank of Baroda in recovering excessive legal charges in connection with the Complainant's non-performing assets account. This matter is currently pending.

43. A complaint dated January 22, 2014 was filed against Gajrola branch of Bank of Baroda before the Chief Judicial Magistrate, Pilibhit by Urmila Devi (the "**Complainant**") under sections 406 and 420 of the Indian Penal Code, 1860 alleging, *inter alia*, cheating, forgery and criminal breach of trust by Bank of Baroda. The Complainant alleged that she has not taken loan from Bank of Baroda and the bank officials have fraudulently sanctioned the loan on her name. This matter is currently pending.

44. A complaint dated January 22, 2014 was filed against Bank of Baroda, Bisalpur Branch before the Chief Judicial Magistrate, Pilibhit by Shyam Biharilal (the "**Complainant**") under sections 406 and 420 of the Indian Penal Code, 1860 alleging, *inter alia*, cheating and criminal breach of trust by Bank of Baroda in fraudulently misusing funds deposited by the Complainant for repayment of loan. The Complainant alleged that the said deposited funds did not reflect in his account. The final report was filed in the matter which exonerated Bank of Baroda from any wrongdoing. This matter is currently pending.

45. A complaint dated October 12, 2011 was filed against Bank of Baroda, Amaria Branch before the Chief Judicial Magistrate, Pilibhit by Zahid Khan (the "**Complainant**") under sections 405, 406 and 409 of the Indian Penal Code, 1860 alleging, *inter alia*, misappropriation of funds and criminal breach of trust by Bank of Baroda. The Complainant alleged that he has not taken any loan from Bank of Baroda and bank officials fraudulently sanctioned the loan on his name. This matter is currently pending.

46. A complaint dated July 24, 2018 was filed against Bank of Baroda, Amaria Branch before the Chief Judicial Magistrate, Pilibhit by Rahul (the "**Complainant**") under sections 467, 468, 471 and 420 of the Indian Penal Code, 1860 alleging, *inter alia*, cheating and forgery by Bank of Baroda in fraudulently misusing funds deposited by the Complainant for repayment of loan. The Complainant alleged that the said deposited funds did not reflect in his account. The final report was filed in the matter which exonerated Bank of Baroda from any wrongdoing. This matter is currently pending

47. A complaint dated November 22, 2018 was filed against Bank of Baroda, Pilibhai Branch before the Chief Judicial Magistrate, Pilibhit by Pyarelal Verma (the "**Complainant**") under sections 379 and 420 of the Indian Penal Code, 1860 alleging, *inter alia*, cheating and theft by Bank of Baroda. The Complainant alleged that the branch has taken possession illegally of his house in his absence. This matter is currently pending.

48. An FIR dated March 4, 2020 was filed against certain officials of Bank of Baroda, Amroha Branch before the Amroha Dehaat Police Station, Amroha by Uma Verma (the "**Complainant**") under sections 420, 467, 468, 471 and 506 of the Indian Penal Code, 1860 alleging, *inter alia*, cheating, forgery and criminal intimidation by Bank of Baroda employees. The complainant alleged that Bank of Baroda sold the Complainant a mortgaged property. This matter is currently pending.

49. An FIR dated July 29, 2016 was filed against certain bank officials of Bank of Baroda, Halwani Chowk Branch before the Kotwali Police Station, Badaun by Manoj Kumar Modi (the "**Complainant**") under sections 420 and 120B of the Indian Penal Code, 1860 alleging, *inter alia*, cheating and criminal conspiracy by the bank officials of Bank of Baroda. The Complainant has alleged that a property mortgaged in a non-performing asset account was sold to him through an auction by the branch and was simultaneously sold to another person by another bank. This matter is currently pending.

50. A complaint dated July 15, 2017 was filed against Bank of Baroda, Civil Lines, Bareilly branch ("**Branch**") before the Chief Judicial Magistrate, Bareilly by Rukhsar (the "**Complainant**") under sections 120B, 406, 420, 467, 468, 504 and 506 of the Indian Penal Code, 1860 alleging, *inter alia*, forgery, cheating and criminal conspiracy by the branch head of the Branch in illegally withdrawing the subsidy amount which was to be credited to the Complainant's account. This matter is currently pending.

51. An FIR dated December 23, 2020 was filed against certain employees of the Tanda Sahabad branch of Bank of Baroda ("**Accused**") before the Shahabad Police Station, Rampur by Ram Mohan (the "**Complainant**") alleging, *inter alia*, culpable homicide not amounting to murder by Bank of Baroda employees punishable under section 304 of the Indian Penal Code, 1860. A stay on arrest was granted by the Hon'ble High Court at Allahabad for the Accused. The chargesheet filed by the investigation officer is pending for acceptance of trial court.

52. Sitpay Sazzad (the "**Petitioner**") filed a criminal writ petition against the Nagina branch of Bank of Baroda before the High Court of Allahabad in relation to an FIR dated February 5, 2021 wherein the Petitioner's account in the Nagina branch of Bank of Baroda was frozen as a result of directions issued by the station house officer of Cyber Crime, Thiruvanantvaram, due to fraudulent activity detected in the Petitioner's account. The Petitioner has filed this criminal writ petition before the High Court of Allahabad to direct Bank of Baroda to re-open the Petitioner's account. The High Court of Allahabad pursuant to its order dated February 23, 2021 ruled that the matter should be heard before the bench dealing with criminal writ petitions. This matter is currently pending.

53. Phoenix (India) ("**Complainant**") filed a criminal complaints before the Additional Chief Metropolitan Magistrate, Mumbai and JMFC, Bhiwandi under sections 499, 500 and 501 of the Indian Penal Code, 1860 against certain officials of Bank of Baroda ("**Respondent**") alleging, *inter alia*, that the Bank falsely issued and published a notice under SARFAESI Act for possession of certain premises of the Complainant to recover certain dues from the Complainant and attaching the said notice on the premises. Bank of Baroda approached the High Court of Bombay to quash the complaints. The High Court of Bombay, pursuant to its order dated December 3, 2010 ("**Order**"), ruled in favour of the Complainant and held Bank of Baroda. The Respondents filed a special leave petition against the Order. This matter is currently pending.

54. An FIR dated December 23, 2020 was filed against certain employees of the Tanda Sahabad branch of Bank of Baroda ("**Accused**") before the Shahabad Police Station, Rampur by Ram Mohan (the "**Complainant**") alleging, *inter alia*, culpable homicide not amounting to murder by Bank of Baroda employees punishable under section 304 of the Indian Penal Code, 1860 on the premises of the branch due to an altercation. A stay on arrest was granted by the Hon'ble High Court at Allahabad for the Accused. The chargesheet filed by the investigation officer is pending for acceptance of trial court

55. An incident of robbery was registered in relation to the Juinagar branch of Bank of Baroda ("**Branch**") on November 13, 2017, resulting in loss of valuables kept by the customers in the lockers of the Branch. 29 customers of the Branch have filed applications for return of property with respect to their valuables stored at the Branch before the District and Sessions Court, Thane, under sections 451, 452 and 457 of the Code of Criminal Procedure, 1973 involving an approximate amount of ₹ 2.98 million. These matters are currently pending.

Carmel Point Investments India Private Limited

Nil

Civil Litigation

Bank of Baroda

Nil

Carmel Point Investments India Private Limited

Nil

Actions Taken by Regulatory and Statutory Authorities

Bank of Baroda

1. B.L. Seth Group mortgaged certain of its properties (the "**Properties**") with the Bank of Baroda. The Enforcement Directorate in their order dated May 18, 2020, proceeded to provisionally attach the Properties as "Proceeds of Crime" in terms of Section 2(1) (u) of the Prevention of Money Laundering Act, 2002 (the "**PMLA 2002**"). This was confirmed by order dated December 28, 2021 ("**Order**") of the Prevention of Money Laundering, Delhi. Bank of Baroda has filed an appeal dated April 29, 2022 before the Appellate Tribunal, New Delhi against the Order. Bank of Baroda has also filed an application for early listing of this appeal. This matter is currently pending.

2. Bank of Baroda was amongst one of the respondents who received a notice dated July 11, 2019 from Collector (Stamps) Jaipur-First alleging, inter alia, non-payment of stamp duty/ registration fees consequent upon the amalgamation of Vijaya Bank and Dena Bank with Bank of Baroda. This matter has been reserved by the Court of Collector (Stamp) Jaipur-First pursuant to order dated June 25, 2021. This matter is currently pending.

3. Bank of Baroda was amongst one of the respondents who received a notice dated December 9, 2019 from Collector (Stamps) Jaipur-First alleging, inter alia, non-payment of stamp duty/ registration fees consequent upon the amalgamation of Vijaya Bank and Dena Bank with Bank of Baroda. This matter has been reserved by the Court of Collector (Stamp) Jaipur-First pursuant to order dated June 25, 2021. This matter is currently pending.

4. Pune Municipal Corporation (the "**PMC**") issued notices dated September 11, 2009, October 6, 2009, October 14, 2009 and October 15, 2009 demanding payment of ₹ 9.42 million from Bank of Baroda as penalty (the "**Penalty**") under the provisions of the Pune Municipal Corporation (Octroi) Rules, 2008. Bank of Baroda filed a writ petition before the High Court of Bombay alleging, inter alia, that the Penalty is contrary to the provisions of the Bombay Provincial Municipal Corporation Act, 1949. The High Court of Bombay, pursuant to its order dated November 17, 2009 held that the PMC did not have the power to impose the Penalty without following the due process of law. The PMC has appealed by way of a special leave petition before the Supreme Court of India. This matter is currently pending.

5. A complaint dated February 12, 2019 was filed against Golmuri Branch of Bank of Baroda (the "**Defendant**") before the Chief Judicial Magistrate, Jamshedpur, by the State of Jharkhand's Labour Enforcement Officer alleging, inter alia, that the Defendant had failed to comply with the requirements under the Minimum Wages Act, 1948 when making payments towards its daily wages staff. This matter is currently pending.

6. Dakshin Haryana Bijli Vitran Nigam (the "**Plaintiff**") filed a case against Vijaya Bank ("**Defendant No. 1**", which was amalgamated with Bank of Baroda) and Red Square Market Hisar ("**Defendant No. 2**" and together with Defendant No. 1, the "**Defendants**") in relation to an arrangement dated November 2, 2005 entered into between the Plaintiff and Defendant No. 2, whereby the Defendant No. 1 would handle the cash collection of payment of the energy bills from the consumers of the Plaintiff falling under the jurisdiction of Faridabad. The Plaintiff filed a complaint dated June 30, 2020 alleging, *inter alia*, embezzlement of public money by the Defendants as an amount of ₹17.32 million has not been credited into the account of the Plaintiff by the Defendants for the period between January 2011 to November 2013. This matter is currently pending.

7. As of July 2019, Bank of Baroda had shareholding in Baroda Mutual Fund sponsored by Baroda Asset Management Company Limited and UTI Mutual Fund sponsored by UTI Asset Management Company Limited ("**Companies**"). On July 19, 2019, SEBI issued a show cause notice to Bank of Baroda under Regulation 7B of the SEBI (Mutual Funds) Regulations, 1996 ("**MF Regulations**") followed by an order dated December 6, 2019 directing Bank of Baroda to *inter alia*, reduce its shareholding and voting rights in the Companies, ensure compliance with Regulation 7B of the MF Regulations and submit a compliance report for action and compliance of the aforesaid directions in a period of one month, otherwise which action might be initiated by SEBI against Bank of Baroda. Subsequently, pursuant to another show cause notice dated March 12, 2020, an order was passed by SEBI on August 14, 2020 imposing penalty of ₹ 1 million on Bank of Baroda. This order was challenged before the Security Appellate Tribunal, Mumbai ("**SAT**") by Bank of Baroda whereunder through an order dated January 7, 2021 the monetary penalty of ₹ 1 million was substituted into a "warning". This order has been challenged by SEBI before the Supreme Court of India through a civil appeal. The matter was last listed on July 2, 2021 for admission of hearing and is currently pending.

Carmel Point Investments India Private Limited

Nil

Litigation by our Promoters

Civil Litigation

Bank of Baroda

1. Bank of Baroda filed an application dated March 18, 2020 (the "**Application**") against Sterling Global Oil Resources Private Limited and others (the "**Respondents**") under Section 19 of the Recovery of Debts Due to Banks and Financial Institutions Act, 1993 before the Debt Recovery Tribunal - Ahmedabad (the "**DRT**") seeking a recovery certificate for the sum of ₹74,863.20 million, together with interest at the rate of 12.50% per annum from the Respondents alleging, *inter alia*, default in repayment of dues of stand by letter of credit facility sanctioned by the Respondents. The DRT allowed the Application for recovery pursuant its order dated January 31, 2022. The matter is currently pending.

2. Bank of Baroda filed an application dated August 14, 2019 ("**OIA**") against Pratibha Industries and others (the "**Defendants**") under Section 19 of the Recovery of Debts Due to Banks and Financial Institutions Act, 1993 before the Debt Recovery Tribunal - Mumbai (the "**DRT**") seeking a recovery certificate for the sum of ₹44,061.20 million together with interest at the rate of 18 % per annum from the Defendants alleging, *inter alia*, a default in repayment of dues in credit limit. This matter is currently pending.

3. Bank of Baroda filed an application dated November 17, 2020 (the "**OIA**") against Sanjay Singal, Indian Oversea Bank and others (the "**Defendants**") under Section 19 of the Recovery of Debts Due to Banks and Financial Institutions Act, 1993 before the Debt Recovery Tribunal - Delhi (the "**DRT**") seeking a recovery certificate for the sum of ₹37,182.90 million together with interest at the rate of 12 % per annum from the Defendants alleging, *inter alia*, a default in repayment of dues in various credit limit accounts extended. This matter is currently pending.

4. Bank of Baroda filed an application dated February 15, 2020 (the "**OIA**") against Rishi, ABG International Private Limited, ICICI Bank Limited and others (the "**Defendants**") under Section 19 of the Recovery of Debts Due to Banks and Financial Institutions Act, 1993 before the Debt Recovery Tribunal - Ahmedabad (the "**DRT**") seeking a recovery certificate for the sum of ₹24,549.10 million together with interest at the rate of 15.10% per annum from the Defendants alleging, *inter alia*, a default in repayment of dues in various credit limit accounts extended. The OIA has been rectified to rectify the inclusion of one of the Defendants. This matter is currently pending.

5. Bank of Baroda filed an application dated July 22, 2019 (the "**OIA**") against D. N. Jhunjhunwala and others (the "**Defendants**") under Section 19 of the Recovery of Debts Due to Banks and Financial Institutions Act, 1993 before the Debt Recovery Tribunal - Allahabad (the "**DRT**") seeking a recovery certificate for the sum of ₹11,400.00 million together with interest at the rate of 15.45 % per annum from the Defendants alleging, *inter alia*, a default in repayment of dues in various accounts of credit limit extended. The DRT allowed the OIA and ordered repayment further to filing of the postal receipt at the recovery office of the DRT. The postal receipt is yet to be filed. This matter is currently pending.

6. Bank of Baroda filed an application dated February 5, 2021 (the "**OIA**") against Rahul Garg and others (the "**Defendants**") under Section 19 of the Recovery of Debts Due to Banks and Financial Institutions Act, 1993 before the Debt Recovery Tribunal-Delhi (the "**DRT**") seeking a recovery certificate for the sum of ₹11,196.70 million together with interest at the rate of 12.35 % per annum from the Defendants alleging, *inter alia*, a default in repayment of dues in various accounts credit limit extended. This matter is currently pending.

7. Bank of Baroda filed an application dated January 1, 2007 (the "**OIA**") against Ketankumar Naik and others (the "**Defendants**") under Section 19 of the Recovery of Debts due to Banks & Financial Institutions Act, 1993, before the Debt Recovery Tribunal- Ahmedabad (the "**DRT**") seeking a recovery certificate for the sum of ₹16,266.00 million together with interest at the rate of 16.10% per annum from the Defendants on alleging, inter alia, a default in repayment of dues in various credit limit accounts extended. The DRT allowed the OIA for recovery as per its order dated January 4, 2012. A recovery certificate has been issued. This matter is currently pending.

Carmel Point Investments India Private Limited

Nil

Criminal Litigation

Bank of Baroda

Nil

Carmel Point Investments India Private Limited

Nil

Litigation involving our Group Companies having a material impact on our Company

Nil

Tax Claims

Except as disclosed below, as on the on the date of this Draft Red Herring Prospectus, there are no claims related to direct and indirect taxes, involving our Company, Promoters and Directors.

Nature of case	Number of cases	Amount involved (₹ in million)
Company		
Direct Tax	10	255.68*
Indirect Tax	10	511.92#
Promoters		
Direct Tax	67	124,649.12
Indirect Tax	20	5,511.56
Directors		
Direct Tax	2	8.54
Indirect Tax	-	-

* *This does not include the simple interest of one per cent for every month or part of a month, on the amount in dispute calculated in accordance with the demand notice dated February 15, 2021.*

\# *Includes two pending cases of tax refund amounting to ₹ 8.31 million.*

Note: The above table does not include ₹ 76.39 million paid by our Company in relation to an ongoing enquiry by the Directorate General of GST Intelligence Zonal Unit, Mumbai, in relation to the input tax credit availed by our Company. For details, please see "Risk Factors – 34. There are outstanding actions and litigation proceedings against our Company, Promoters and Directors. Any adverse outcome in such proceedings may have an adverse impact on our reputation, business, financial condition, results of operations and cash flows." on page 54.

Description of tax matters exceeding the Materiality Threshold

Material Tax Litigation involving our Company

Direct Tax

1. Our Company received an assessment order dated February 15, 2021 ("**Assessment Order**"), under section 143(3) read with sections 143(3A) and 143(3B) of the Income-tax Act, 1961 ("**IT Act**") and a demand notice dated February 15, 2021 ("**Demand Order**") under section 156 of the IT Act, demanding a sum of ₹255.68 million alleging that our Company incorrectly claimed certain dividend income as exempted income for the assessment year 2018-19. Aggrieved by the Assessment Order and Demand Order, our Company filed an appeal dated March 10, 2021 ("**Appeal**") before the Commissioner of Income-Tax (Appeals) ("**CIT(A)**") on the grounds that, *inter alia*, the assessing officer ("**AO**") had erred in disallowing an exemption for dividend income under section 10(34) of the IT Act, the AO had not considered depreciation amount while assessing total income and had disallowed certain other expenses. Further, our Company also filed an application dated March 10, 2021 before CIT(A), seeking a stay of the Demand Order till the disposal of the Appeal. This matter is currently pending.

Indirect Tax

1. Our Company received a show cause cum demand notice dated January 23, 2014 ("**SCN 1**") from the Directorate General of Central Excise Intelligence, Mumbai Zonal Unit, demanding payment of service tax amounting to ₹128.60 million payable for the period 2009-10 to 2012-2013, on grounds, *inter alia*, failure to maintain records, non-payment of service tax recovered by way of deduction from Company's agents and short payment of service tax on taxable services received by our Company. Our Company responded to SCN 1, pursuant to a letter dated April 21, 2014 addressed to the Commissioner of Service Tax-II, Mumbai refuting all the allegations and demands made in SCN 1. Subsequently, our Company received another show cause cum demand notice dated April 23, 2015 ("**SCN 2**") from the Office of the Commissioner of Service Tax-VI, Mumbai, in terms of section 73(1) of the Finance Act, 1994, demanding service tax amounting to ₹42.32 million payable for the period 2013-14, on the grounds, *inter alia*, of non-payment of service tax deducted from agents' commission and non-payment of service tax in relation to agents' expenses. Our Company filed its reply to SCN 2 pursuant to letter dated May 18, 2015 addressed to the Commissioner

of Service Tax-VI, Mumbai ("**CST-VI**") refuting all the allegations and demands made in SCN 2. The CST-VI, by way of its order dated February 29, 2016 ("**CST-VI Order**") upheld the demands raised pursuant to SCN 1 and SCN 2, to extent of ₹113.7 million and ₹36.92 million respectively, along with ordering recovery of interest on the total service tax liability confirmed in CST-VI Order and payment of penalty amounting to ₹11.87 million. Our Company filed an appeal dated June 24, 2016 before the Customs Excise and Service Tax Appellate Tribunal, Regional Bench at Mumbai ("**CESTAT**"), challenging the legality and validity of the CST-VI Order and the CESTAT, by way of its order dated May 31, 2019 (" **CESTAT Order**") set aside, *inter alia*, the CST-VI Order. Aggrieved by the Order, the CST-VI preferred an appeal before the Supreme Court of India. This matter is currently pending.

2. Our Company received a show cause cum demand notice dated March 22, 2016 ("**SCN 1**") from the Commissioner of Service Tax-VI, Mumbai ("**Commissioner-VI**"), in terms of section 73(1) of the Finance Act, 1994 ("**Finance Act**"), alleging the non-payment of service tax for agents' expenses incurred during the period 2014-2015 and demanding service tax amounting to ₹55.90 million. Our Company responded to SCN 1, pursuant to letter dated June 6, 2016 addressed to Commissioner-VI, refuting the allegations and demands made in SCN 1. Subsequently, our Company received a show cause cum demand notice dated January 23, 2018 ("**SCN 2**") from the Commissioner of Central GST and Central Excise, Mumbai East ("**Commissioner CGST & CX**"), in terms of section 73(1) of the Finance Act, demanding service tax amounting to ₹66.34 million payable for the period 2015-2016 on the grounds of non-payment of service tax deducted from agents' commission and non-payment of service tax in relation to agents' expenses. Our Company filed its to reply to SCN 2, pursuant to letter dated March 20, 2018 addressed to the Commissioner CGST & CX, refuting all the allegations and demands made in SCN 2. Further, our Company received a show cause cum demand notice dated April 12, 2019 ("**SCN 3**") from the Commissioner CGST & CX, in terms of section 73(1) of the Finance Act, demanding service tax amounting to ₹112.33 million payable for the periods 2016-17 and 2017-18 (upto June), on grounds similar to SCN 1 and SCN 2. Our Company filed its reply to SCN 3, pursuant to letter dated June 13, 2019 addressed to the Commissioner CGST & CX, refuting all the allegations and demands made in SCN 3. By way of letter to our Company dated December 7, 2020, Commissioner CGST & CX tagged together SCN 1, SCN 2 and SCN 3 and ordered a personal hearing in relation to these matters. The matter is currently pending.

3. Our Company received a show cause notice dated February 23, 2022 from the Office of Assistant Commissioner State Tax, Ghatak 8 (Ahmedabad), Range-2, Division-1, Gujarat ("**Assistant Commissioner**"), under Section 74 of the Gujarat Goods and Services Tax Act, 2017 ("**GGST Act**") demanding ₹109.85 million inclusive of a penalty amounting to ₹16.10 million and interest amounting to ₹29.35 million, on grounds, *inter alia*, of higher utilisation of input service distributor ("**ISD**") credit and lower reversal of input tax credit ("**ITC**") by our Company. Our Company filed its reply pursuant to a letter dated April 7, 2022 addressed to the Assistant Commissioner, refuting all such demands and allegations. Further, our Company also made an additional submission to the Assistant Commissioner, dated May 9, 2022. This matter is currently pending.

Material Tax Litigation involving our Promoters

Bank of Baroda

1. Bank of Baroda received an assessment order dated March 19, 2019 ("**Assessment Order**") under section 143(3) of the Income Tax Act demanding an amount ₹14,917.80 million alleging, *inter alia*, that Bank of Baroda had calculated its total income incorrectly for the assessment year 2017-18 and certain disallowances should not have been exempted from the total income. Bank of Baroda has filed an appeal dated April 18, 2019 against the Assessment Order before the Commissioner of Tax – Appeals. This matter is currently pending.

2. Bank of Baroda received an assessment order dated March 30, 2020 (the "**Assessment Order**") under section 143(3) of the IT Act demanding an amount ₹12,596.90 million alleging, *inter alia*, that Bank of Baroda had calculated its total income incorrectly for the assessment year 108-19 and certain disallowances should not have been exempted from the total income. Bank of Baroda has filed an appeal dated April 20, 2020 against the Assessment Order before the Commissioner of Tax – Appeals. This matter is currently pending.

3. Bank of Baroda received an assessment order dated March 27, 2018 (the "**Assessment Order**") under section 143(3) of the IT Act demanding an amount ₹13,825.60 alleging, *inter alia*, that Bank of Baroda had calculated its total income incorrectly for the assessment year 2016-17 and certain disallowances should not have been exempted from the total income. Bank of Baroda has filed an appeal dated April 26, 2018 against the Assessment Order before the Commissioner of Tax – Appeals (the "**CIT-A**"). The CIT-A in its order dated February 8, 2019 allowed the appeal and ruled in favour of Bank of Baroda. Subsequently, the Income Tax Department filed an appeal dated before the before Income Tax Appellate Tribunal, Mumbai. This matter is currently pending.

Carmel Point Investments India Private Limited

Nil

Outstanding dues to Creditors

As at June 30, 2022 the total outstanding dues to the creditors by our Company was ₹28.63 million. As at June 30, 2022 our Company owes ₹7.59 million to 11 MSMEs* as defined under the Micro, Small and Medium Enterprises Development Act, 2006.

**Note: Including one MSME which is also a 'material' creditor, as defined in the Materiality Policy, to which the Company owes ₹6.12 million, as at June 30, 2022.*

As per the Materiality Policy, creditors of our Company to whom our Company owes an amount exceeding 5% of the total trade payables as on June 30, 2022 (i.e., ₹1.43 million), have been considered 'material' creditors ("**Material Creditors**"). As at June 30, 2022, there are three Material Creditors to whom our Company owes a total amount of ₹10.31 million. The details pertaining to the outstanding dues towards our material creditors are available on the website of our Company at https://www.indiafirstlife.com/Investor-Relations. It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus.

Details of outstanding dues owed to MSMEs, Material Creditors and other creditors as at June 30, 2022 is set out below:

Types of creditors	Number of creditors	Amount involved (₹ in million)
MSMEs#	10#	1.48
Other creditors	383	16.84
Material Creditors*	3*	10.31
Total Outstanding Dues	**396**	**28.63**

* *Includes details of one MSME which is also a Material Creditor, to whom our Company owes ₹6.12 million.*

\# *Does not include details of one MSME which is also a Material Creditor, to whom our Company owes ₹6.12 million.*

Material Developments

Other than as stated in "*Management's Discussion and Analysis of Financial Condition and Results Of Operations*" on page 337, there have not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our trading, our profitability or the value of our assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

*We have set out below an indicative list of material and necessary approvals, consents, licences and registrations from various governmental and regulatory authorities required to be obtained by us for the purpose of undertaking our business activities and operations ("**Material Approvals**"). In view of the approvals listed below, our Company can undertake this Offer and its business activities, as applicable. In addition, certain of Material Approvals of our Company may have lapsed or expired or may lapse in their normal course and our Company has either already made applications to the appropriate authorities for renewal of such Material Approvals or is in the process of making such renewal applications in accordance with applicable requirements and procedures. Unless otherwise stated, Material Approvals as set out below, are valid as on date of this Draft Red Herring Prospectus.*

For details in connection with the regulatory and legal framework within which we operate, see "Key Regulations and Policies" on page 204.

I. Incorporation related approvals of our Company

1. Certificate of incorporation dated June 19, 2008, under the name Baroda L & G Life Insurance Company Limited issued by the RoC to our Company.

2. Certificate for commencement of business dated September 8, 2008 issued by the RoC to our Company.

3. Fresh certificate of incorporation dated September 16, 2009 issued by the RoC to our Company consequent upon change of name to IndiaFirst Life Insurance Company Limited.

II. Approvals in relation to the Offer

For the approvals and authorisations obtained by our Company in relation to the Offer, see "*Other Regulatory and Statutory Disclosures – Authority for the Offer*" on page 394.

III. Material Approvals in relation to business operations of our Company

Material Approvals in relation to our business operations

Our Company requires various approvals for carrying on our business in India. The approvals that we require include the following:

(a) Regulatory approvals

1. Certificate of registration to undertake Life Insurance business in India dated November 5, 2009 issued by IRDAI bearing registration number 143.

2. Letter dated December 28, 2017 by IRDAI to approve issuance of non- convertible debentures of ₹1,000 million pursuant to Insurance Regulatory and Development Authority of India (Other Forms of Capital) Regulations, 2015.

3. Letter dated February 6, 2019 by IRDAI to approve the transfer of 162,500,000 Equity Shares representing 26% of the Equity Share capital of the Company by Legal & General Middle East Limited to Carmel Point Investments India Private Limited pursuant to section 6A of the Insurance Act.

4. Certificate of empanelment as 'Annuity Service Provider' dated May 22, 2019 issued by the Pension Fund Regulatory and Development Authority to our Company.

5. Letter dated June 28, 2019 by IRDAI to approve issuance of 10,000,000 Equity Shares representing 1.17% of the Equity Share capital of the Company to Carmel Point Investments India Private Limited by way of preferential allotment, pursuant to section 6A of the Insurance Act.

6. Letter dated April 9, 2020 by IRDAI to approve the issuance of 16,923,077 and 11,538,462 Equity Shares on rights basis representing 0.70% and 0.47% of the Equity Share capital to Bank of Baroda and Union Bank of India* respectively, pursuant to section 6A of the Insurance Act.

7. Letter dated February 2, 2022 by IRDAI to approve issuance of non-convertible debentures for ₹ 1,250 million pursuant to the Insurance Regulatory and Development Authority of India (Other Forms of Capital) Regulations, 2015.

8. Letter dated March 31, 2022 by IRDAI to approve the transfer of 139,326,923 Equity Shares representing 21% of the Equity Share capital of the Company by Union Bank of India* to Bank of Baroda, pursuant to section 6A of the Insurance Act read with Insurance Regulatory and Development Authority of India (Transfer of Equity Shares of Insurance Companies) Regulations, 2015.

**Allotment of Equity Shares to Andhra Bank. Pursuant to a scheme of amalgamation notified on March 4, 2020, all undertakings of Andhra Bank were transferred to the Union Bank of India, with effect from April 1, 2020*

(b) Product related approvals

The details of the approvals received from IRDAI for the life insurance products currently offered by us are provided below:

Sr. No.	Name of the product	Date of Approval
1.	IndiaFirst Employee Benefit Plan	July 30, 2013
2.	IndiaFirst Term Rider	September 20, 2013
3.	IndiaFirst Life Plan	November 7, 2013
4.	IndiaFirst Anytime Plan	November 26, 2013
5.	IndiaFirst CSC Shubhlabh Plan	July 25, 2014
6.	IndiaFirst Pradhan Mantri Jeevan Jyoti Bima Yojana	April 30, 2015
7.	IndiaFirst Guaranteed Retirement Plan	January 1, 2016
8.	IndiaFirst Immediate Annuity Plan	March 1, 2016
9.	IndiaFirst Simple Benefit Plan	April 1, 2017
10.	IndiaFirst Life Cash Back Plan	October 3, 2017
11.	IndiaFirst Life Little Champ Plan	October 25, 2017
12.	IndiaFirst Life POS Cash Back Plan	October 25, 2017
13.	IndiaFirst Group Term Plan	December 13, 2017
14.	IndiaFirst Life Guaranteed Monthly Income Plan	October 18, 2018
15.	IndiaFirst Life Waiver of Premium Rider	April 8, 2019
16.	IndiaFirst Mahajeevan Plan	May 17, 2019
17.	IndiaFirst Life Guaranteed Annuity Plan	September 20, 2019
18.	IndiaFirst Group Superannuation Plan	January 5, 2020
19.	IndiaFirst Life Employee Pension Plan	January 5, 2020
20.	IndiaFirst Life Employee Welfare Plan	January 5, 2020
21.	IndiaFirst Life Group Credit Life Plus Plan	January 5, 2020
22.	IndiaFirst Life Wealth Maximizer Plan	January 5, 2020
23.	IndiaFirst Money Balance Plan	January 5, 2020
24.	IndiaFirst New Corporate Benefit Plan	January 5, 2020
25.	IndiaFirst Smart Save Plan	January 5, 2020
26.	IndiaFirst Life Group Critical Illness Rider	January 14, 2020
27.	IndiaFirst Life Group Additional Benefit Rider	January 17, 2020
28.	IndiaFirst Life Group Loan Protect Plan	February 28, 2020
29.	IndiaFirst Life Insurance Khata Plan (micro insurance product)	March 31, 2020
30.	IndiaFirst Life Group Disability Rider	April 14, 2020
31.	IndiaFirst Life Group Protection Rider	April 14, 2020
32.	IndiaFirst Life Group HospiCare (Microinsurance) Plan	April 27, 2020
33.	IndiaFirst Life Group Living Benefits Plan	September 24, 2020
34.	IndiaFirst Life Mahajeevan Plus Plan	October 22, 2020
35.	IndiaFirst Life Group UL Superannuation Plan	December 11, 2020
36.	IndiaFirst Life Long Guaranteed Income Plan	January 19, 2021
37.	IndiaFirst Life Saral Jeevan Bima Plan	January 29, 2021
38.	IndiaFirst Life Smart Pay Plan	April 23, 2021
39.	IndiaFirst Life Saral Pension Plan	April 26, 2021
40.	IndiaFirst Life Micro Bachat Plan	June 9, 2021
41.	IndiaFirst Life Saral Bachat Bima Plan	July 23, 2021
42.	IndiaFirst Life e-Term Plus Plan	October 4, 2021
43.	IndiaFirst Life Guaranteed Benefit Plan	December 10, 2021
44.	IndiaFirst Life Group Micro Insurance Plan	January 13, 2022
45.	IndiaFirst Life Fortune Plus Plan	February 8, 2022
46.	IndiaFirst Life Guaranteed Pension Plan	February 22, 2022
47.	IndiaFirst Life Radiance Smart Invest Plan	March 29, 2022
48.	IndiaFirst Life Guaranteed Protection Plan	June 7, 2022
49.	IndiaFirst Life Guaranteed Single Premium Plan	July 28, 2022

(c) Branch related approvals of our Company

1. Our Company has one head office and 28 branches all over India, which have been approved by the IRDAI.

2. Shops and establishments certificate issued under relevant laws of the states where our Company has operations.

(d) Other Approvals

1. Registration certificate bearing code no. MHBAN0125745000 issued by the Employee Provident Fund Organisation

2. Registration certificate bearing code no. 35000342210001003 issued under the Employees State Insurance Corporation Act, 1948.

3. Our Company has obtained various tax related registrations and approvals under various central and state specific tax laws such as Income Tax Act, 1961, GST laws, and professional tax legislations. Our Company has obtained the necessary licenses and approvals from the appropriate regulatory and governing authorities in relation to such tax laws.

Material Approvals for which applications have been made

Some of the registrations of our branches have expired in the ordinary course of business, and we have made renewal applications to the relevant authorities for such registrations. These include:

1. Application for the shops and establishment license under the Gujarat Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2019, for the Company's branch in Ahmedabad.

Expired approvals for which renewal applications have not been made by our Company

As on the date of this Draft Red Herring Prospectus, there are no approvals that have expired or have not been renewed by our Company.

Intellectual property

Our Company has nine registered trademarks and has applied for the registration of three trademarks in India, which are under process. For details See "*Our Business – Intellectual Property*" on page 203.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer (including the Fresh Issue) has been authorised by our Board pursuant to resolutions passed at their meetings held on July 18, 2022 and October 18, 2022, and by our Shareholders pursuant to a special resolution dated October 20, 2022. Further, our Board has taken on record the consents of the Selling Shareholders to participate in the Offer for Sale, pursuant to its resolution dated October 18, 2022. Our Board and the IPO Committee have approved this Draft Red Herring Prospectus pursuant to their resolutions each dated October 18, 2022 and October 20, 2022.

Each of the Selling Shareholders has, severally and not jointly, authorised and confirmed inclusion of their portion of the Offered Shares as part of the Offer for Sale, as set out below:

Selling Shareholder	Number of Offered Shares	Amount of Offered Shares (₹ in million)	Date of consent letter	Date of corporate authorisation/board resolution
Bank of Baroda	Up to 89,015,734 Equity Shares	Up to [●]	October 18, 2022	July 30, 2022
Carmel Point Investments India Private Limited	Up to 39,227,273 Equity Shares	Up to [●]	October 18, 2022	October 17, 2022
Union Bank of India	Up to 13,056,415 Equity Shares	Up to [●]	October 18, 2022	September 14, 2022

** Each Selling Shareholder, severally and not jointly, confirms that, as required under Regulation 8 of the SEBI ICDR Regulations, the Equity Shares being offered by each of the Selling Shareholders have been held by such Selling Shareholder for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus in accordance with the SEBI ICDR Regulations and accordingly, are eligible for the Offer in accordance with the provisions of the SEBI ICDR Regulations.*

Our Company received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Our Company received the in-principle approval dated October 20, 2022 from IRDAI ("**IRDAI In-Principle Approval**") to undertake a public offer in accordance with the provisions of the SEBI ICDR Regulations, under the provisions of the IRDAI Issuance of Capital Regulations. The IRDAI In-Principle Approval is subject to certain conditions, *inter alia*, as set out below and our Company's compliance with such conditions:

1. The overall post-Offer equity shareholding of our Promoters shall be at least 61.00% of the paid-up Equity Share capital of our Company;

2. All expenses incurred in relation to the Offer shall be borne by the Selling Shareholders divesting their stake in the Offer*;

3. The concurrent auditor of our Company shall certify that:

   (i) our Company has split the funds between Shareholders / policyholders as per Schedule I of the IRDAI Investment Regulations, which is applicable for life insurance companies;
   (ii) our Company has complied with point 1 under Note – for the purpose of Regulation 4 to 8 of the IRDAI Investment Regulations on 'Applicability of Pattern of Investment';
   (iii) investments made out of Shareholders' funds beyond solvency margin are made in compliance with Regulation 9 of IRDAI Investment Regulations;
   (iv) all investments have been made only within the 'exhaustive' list of category of investments, as per the master circular and no investment is made (from any fund) in recurring deposits; and
   (v) the transfer to Shareholders' funds is as per the systems implemented, as described in relation to the Appointed Actuary below.

4. The Appointed Actuary of our Company shall certify that:

   (i) surplus funds are determined only after actuarial valuation, as certified by the Appointed Actuary and a copy of such valuation certificate is filed with IRDAI;
   (ii) policy liabilities arrived at through actuarial valuation tallies with corresponding items in investments on the balance sheet date; and
   (iii) our Company has implemented the system to arrive at the surplus to be transferred to Shareholders' funds (in excess of solvency margin) on an ongoing manner. Our Company shall be required to furnish the methodology in place, the compliance of which will need to be certified by the concurrent auditor.

5. The Company's custodian shall certify that:

   (i) the Shareholders' funds beyond solvency margin are held in a separate custodian account (as required under Regulation 13(c)(3) of the IRDAI Investment Regulations) with identified scrips, on the balance sheet date; and
   (ii) the value of scrip wise details provided in the custodian certificate tallies individually for Shareholders' and policyholders' funds.

6. Maximum subscription that may be allotted to any class of foreign investors shall be in accordance with the Indian Insurance Companies (Foreign Investment) Rules, 2015 and any other statutory/ regulatory stipulations, as may be applicable and prescribed by any other regulators in this regard; and

7. Our Company shall ensure compliance with the Insurance Act and the regulations/ directions/ circulars issued thereunder, particularly the IRDAI (Protection of Policyholders Interests) Regulations, 2017.

The IRDAI In-Principle Approval also permits Carmel Point Investments India Private Limited, one of our Promoters, whose shares were subject to statutory lock-in imposed by the IRDAI, to divest its stake in our Company through the Offer for Sale. Further, the IRDAI has approved the de-classification of Union Bank of India, one of our Shareholders, as a promoter of our Company, i.e., Union Bank of India has ceased to be a promoter of our Company.

**For details in relation to sharing of the Offer expenses, see "Objects of the Offer – Offer Expenses" on page 106.*

Further, Bank of Baroda, one of our Promoters, has pursuant to its letter bearing reference number BCC: DOM: SUB:114/156 dated October 11, 2022, intimated RBI on the Offer as well as on Bank of Baroda's participation as one of the Promoter Selling Shareholders in the Offer.

Prohibition by SEBI or other governmental authorities

Our Company, Promoters, each of the Selling Shareholders, Directors, members of our Promoter Group and the persons in control of our Company are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Our Directors and Promoters are not directors or promoters of any other company which has been debarred from accessing the capital markets by SEBI.

Our Company, Promoters and Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by the RBI.

Our Promoters or Directors have not been declared as Fugitive Economic Offenders.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoters, each of the Selling Shareholders and members of our Promoter Group, severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to each of them as on the date of this Draft Red Herring Prospectus.

Directors associated with the securities market

Except for (a) our Chairman and Non-Executive Director, Sanjiv Chadha, who is on the board of directors of BOBCAPS; and (b) Narendra Ostawal, our Non-Executive Director, who is on the board of directors of Computer Age Management Services Limited, none of our Directors are associated with the securities market in any manner including securities market related business. There are no outstanding action(s) initiated by SEBI against the Directors of our Company in the five years preceding the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(2) of the SEBI ICDR Regulations, which states as follows:

"*An issuer not satisfying the condition stipulated in sub-regulation (1) shall be eligible to make an initial public offer only if the issue is made through the book-building process and the issuer undertakes to allot at least seventy-five per cent. of the net offer to qualified institutional buyers and to refund the full subscription money if it fails to do so.*"

We are an unlisted company, not satisfying the conditions specified in Regulation 6(1) of the SEBI ICDR Regulations and are therefore required to allot at least 75% of the Offer to QIBs to meet the conditions as detailed under Regulation 6(2) of the SEBI ICDR Regulations. In the event we fail to do so, the full application monies shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations.

Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable and is in compliance with the conditions specified in Regulation 5 of the SEBI ICDR Regulations. The details of our compliance with Regulation 5 of the SEBI ICDR Regulations are as follows:

(a) None of our Company, our Promoters, members of our Promoter Group, our Directors or any of the Selling Shareholders are debarred from accessing the capital markets by the SEBI.

(b) None of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.

(c) None of our Company, our Promoters or Directors is a Wilful Defaulter or Fraudulent Borrower.

(d) None of our Promoters or Directors has been declared a fugitive economic offender in accordance with the Fugitive Economic Offenders Act, 2018.

(e) Except for the employee stock options granted pursuant to the ESOP Scheme, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.

The Selling Shareholders, severally and not jointly, confirm that, as required under Regulation 8 of the SEBI ICDR Regulations, they have held the Offered Shares for a continuous period of at least one year prior to the date of this Draft Red Herring Prospectus or are otherwise eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. Further, Bank of Baroda, one of our Promoter Selling Shareholders, has pursuant to its letter bearing reference number BCC: DOM: SUB:114/156 dated October 11, 2022, intimated RBI on the Offer as well as on Bank of Baroda's participation as one of the Promoter Selling Shareholders in the Offer.

Our Company confirms that it is also in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

We are eligible to undertake the Offer as per Rule 19(2)(b) of the SCRR read with Regulations 6(2) of the SEBI ICDR Regulations. Accordingly, in accordance with Regulation 32(2) of the SEBI ICDR Regulations we are required to allot not less than 75% of the Net Offer to QIBs. Further, not more than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹200,000 and up to ₹1,000,000; and (b) two third of such portion shall be reserved for applicants with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not more than 10% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. In the event we fail to do so, the full application money shall be refunded to the Bidders.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000 and should our Company fail to do so, the Bid Amounts received by our Company shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations and applicable law.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, ICICI SECURITIES LIMITED, AMBIT PRIVATE LIMITED, BNP PARIBAS, BOB CAPITAL MARKETS LIMITED, HSBC SECURITIES AND CAPITAL MARKETS (INDIA) PRIVATE LIMITED, JEFFERIES INDIA PRIVATE LIMITED AND JM FINANCIAL LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS AND EACH OF THE SELLING SHAREHOLDERS WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF OR ITS RESPECTIVE PORTION OF THE OFFERED SHARES, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED OCTOBER 21, 2022, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE

SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

Disclaimer from our Company, our Directors and the Book Running Lead Managers

Our Company, our Directors and the Book Running Lead Managers accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our Company's website www.indiafirstlife.com, or the respective websites of any affiliate of our Company would be doing so at his or her own risk.

The Book Running Lead Managers accept no responsibility, save to the limited extent as provided in the Offer Agreement, and as will be provided for in the Underwriting Agreement.

All information shall be made available by our Company and the Book Running Lead Managers to the Bidders and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The Book Running Lead Managers and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, the Selling Shareholders, their respective affiliates or associates or group companies or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Selling Shareholders, their respective affiliates or associates or group companies or third parties, for which they have received, and may in the future receive, compensation.

BOBCAPS, one of the Book Running Lead Managers, is an associate of Bank of Baroda, one of the Promoter Selling Shareholders, in terms of the SEBI Merchant Bankers Regulations. Accordingly, in compliance with the proviso to Regulation 21A(1) of the SEBI Merchant Bankers Regulations read with Regulation 23(3) of the SEBI ICDR Regulations, BOBCAPS would be involved only in the marketing of the Offer. BOBCAPS has signed the due diligence certificate and has been disclosed as a Book Running Lead Manager.

Disclaimer from the Selling Shareholders

The Selling Shareholders accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website www.indiafirstlife.com, or the respective websites of any affiliate of our Company would be doing so at his or her own risk.

Each of the Selling Shareholders, its respective directors, affiliates, associates, and officers accept no responsibility for any statements made in this Draft Red Herring Prospectus other than those specifically made or confirmed by such Selling Shareholder in relation to itself as a Selling Shareholder and its proportion of the Offered Shares.

Bidders will be required to confirm and will be deemed to have represented to each of the Selling Shareholders and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. The Selling Shareholders and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

Disclaimer in respect of Jurisdiction

The Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their respective constitution to hold and invest in equity shares, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs, AIFs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares. This Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction other than in India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. No person outside India is eligible to bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India. Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any offer or sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or any of the Selling Shareholders since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Eligibility and Transfer Restrictions

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "**U.S. QIBs**") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in "offshore transactions" as defined in, and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. For the avoidance of doubt, the term "**U.S. QIBs**" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs".

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Until the expiry of 40 days after the commencement of this Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in this Offer) may violate the registration requirements of the U.S. Securities Act.

Equity Shares Offered and Sold within the United States

Each purchaser that is acquiring the Equity Shares offered pursuant to this Offer within the United States, by its acceptance of this Draft Red Herring Prospectus and the purchase of the Equity Shares, will be deemed to have acknowledged, represented to and agreed, on behalf of itself and each person for which it is acting, with our Company and the Book Running Lead Managers that it has received a copy of this Draft Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to this Offer in compliance with all applicable laws and regulations;

2. the purchaser acknowledges that the Equity Shares offered pursuant to this Offer have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States and accordingly may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act;

3. the purchaser (i) is a U.S. QIB, (ii) is aware that the sale to it is being made in a transaction exempt from or not subject to the registration requirements of the U.S. Securities Act, and (iii) is acquiring such Equity Shares for its own account or for the account of a U.S. QIB with respect to which it exercises sole investment discretion;

4. the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;

5. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A under the U.S. Securities Act or (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act and (B) in accordance with all applicable laws, including the securities laws of the states of the United States. The purchaser understands that the transfer restrictions will remain in effect until our Company determines, in its sole discretion, to remove them;

6. the Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 for resales of any such Equity Shares;

7. the purchaser will not deposit or cause to be deposited such Equity Shares into any depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary receipt facility, so long as such Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act;

8. the purchaser agrees that neither the purchaser, nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make any "directed selling efforts" as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares;

9. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless our Company determines otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

   THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE U.S. SECURITIES ACT IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE U.S. SECURITIES ACT, OR (2) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES.

10. Our Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

11. The purchaser acknowledges that our Company, the Book Running Lead Managers, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

All Other Equity Shares Offered and Sold in this Offer

Each purchaser that is acquiring the Equity Shares offered pursuant to this Offer outside the United States, by its acceptance of this Draft Red Herring Prospectus and of the Equity Shares offered pursuant to this Offer, will be deemed to have acknowledged, represented to and agreed with our Company and the Book Running Lead Managers that it has received a copy of this Draft Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to this Offer in compliance with all applicable laws and regulations;

2. the purchaser acknowledges that the Equity Shares offered pursuant to this Offer have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States and accordingly may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act;

3. the purchaser is purchasing the Equity Shares offered pursuant to this Offer in an offshore transaction meeting the requirements of Rule 903 of Regulation S under the U.S. Securities Act;

4. the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares offered pursuant to this Offer, was located outside the United States at the time (i) the offer for such Equity Shares was made to it and (ii) when the buy order for such Equity Shares was originated and continues to be located outside the United States and has not purchased such Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any person in the United States;

5. the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;

6. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A or (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act and (B) in accordance with all applicable laws, including the securities laws of the States of the United States. The purchaser understands that the transfer restrictions will remain in effect until our Company determines, in its sole discretion, to remove them;

7. the purchaser agrees that neither the purchaser, nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make any "directed selling efforts" as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares;

8. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless our Company determine otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

   THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933 (THE "U.S. SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE U.S. SECURITIES ACT IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE U.S. SECURITIES ACT, OR (2) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES.

9. our Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

10. the purchaser acknowledges that our Company, the Book Running Lead Managers, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

Our Company, the Book Running Lead Managers and their affiliates, and others will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

DISCLAIMER CLAUSE OF THE IRDAI

INSURANCE REGULATORY AND DEVELOPMENT AUTHORITY OF INDIA DOES NOT UNDERTAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF OUR COMPANY OR THE CORRECTNESS OF ANY OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS CONNECTION.

ANY APPROVAL BY THE INSURANCE REGULATORY AND DEVELOPMENT AUTHORITY OF INDIA UNDER THE IRDAI ISSUANCE OF CAPITAL REGULATIONS SHALL NOT IN ANY MANNER BE DEEMED TO BE OR SERVE AS A VALIDATION OF THE REPRESENTATIONS BY OUR COMPANY IN THE OFFER DOCUMENT.

Listing

The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Applications will be made to the Stock Exchanges for obtaining permission to deal in and for an official quotation of the Equity Shares being issued and sold in the Offer. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within such time prescribed by SEBI. Each Selling Shareholder, severally and not jointly, undertakes to provide such reasonable assistance as may be requested by our Company, to the extent such assistance is required from such Selling Shareholder in relation to its respective portion of the Offered Shares to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within such time prescribed by SEBI.

If our Company does not allot Equity Shares pursuant to the Offer within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate prescribed by SEBI. For avoidance of doubt, no liability to make any payment of interest shall accrue to any Selling Shareholder unless the delay in making any of the payments hereunder or the delay in obtaining listing or trading approvals or any other approvals in relation to the Offer is solely attributable to such Selling Shareholder.

Consents

Consents in writing of each of the Selling Shareholders, our Directors, our Company Secretary and Compliance officer, legal counsels, the Book Running Lead Managers, the Banker(s) to our Company, Joint Statutory Auditors**,** and the Registrar to the Offer to act in their respective capacities, have been obtained and consents in writing of the Syndicate Members, Bankers to the Offer (Escrow Collection Bank, Public Offer Account Bank, Sponsor Bank and Refund Bank) to act in their respective capacities, will be obtained, and will be filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus and the Prospectus for filing with the RoC.

Experts to the Offer

Except as disclosed below, our Company has not obtained any expert opinions:

Our Company has received a written consent dated October 20, 2022 from our Joint Statutory Auditors, namely, Mehta Chokshi & Shah LLP and N S Gokhale & Company, to include their names as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as "experts" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Joint Statutory Auditors, and in respect of their (a) examination report of our Joint Statutory Auditors dated October 18, 2022 on the Restated Financial Information and (b) report dated October 20, 2022 on the statement of special tax benefits. Further, our Company has received a written consent dated October 20, 2022 from our Joint Statutory Auditors to include their names as "experts" as defined under section 2(38) of the Companies Act, 2013 in respect of the certification issued by them on the key performance indicators included in this Draft Red Herring Prospectus. Such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received a written consent dated October 13, 2022 from Willis Towers Watson Actuarial Advisory LLP to include the Independent Actuary's name in this Draft Red Herring Prospectus, as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in his capacity as Independent Actuary and in respect of the Embedded Value Report, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. Further, Our Company has received a written consent letter dated October 17, 2022 from Willis Towers Watson Actuarial Advisory LLP to include the Independent Actuary's name in this Draft Red Herring Prospectus, as an "expert" as defined under section 2(38) and section 26 of the Companies Act, 2013 to the extent and in his capacity as Independent Actuary in respect of VONB, the corresponding VONB margin and any extracts from the certificate on VONB dated October 12, 2022 included in this Draft Red Herring Prospectus.

Particulars regarding public/ rights issues by our Company during the last five years and performance *vis-à-vis* objects

Other than as disclosed in "*Capital Structure*" on page 92, our Company has not made any public/ rights issues (as defined under the SEBI ICDR Regulations) during the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Last public/ rights issue of listed subsidiaries and listed promoters

As on date of this Draft Red Herring Prospectus, our Company does not have any subsidiaries. Further, our listed promoter, Bank of Baroda, has not undertaken any public/rights issues in the last five years.

Underwriting Commission, Brokerage and Selling Commission paid on previous issues of the Equity Shares

Since this is the initial public offer of Equity Shares, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Capital issues during the previous three years by listed subsidiaries or listed group companies or listed associates of our Company

Our Company does not have any subsidiaries or associates, as on the date of this Draft Red Herring Prospectus. Except as disclosed below, our listed group company, Union Bank of India has not undertaken any capital issues during the previous three years. Further, except as disclosed below, our group company, BOB Financial Solutions Limited which has debt securities listed on stock exchanges, has not undertaken any capital issues during the previous three years. Further, our group company, India Infradebt Limited, which has debt securities listed on stock exchange, has not undertaken any capital issues during the previous three years.

Particulars		Details of the capital issue
Union Bank of India		
a.	Year of issue	2021
	Type of Issue (public/rights/composite)	Qualified institutions placement
	Amount of issue	₹14,471.70 million
	Date of closure of issue	May 21, 2021
	Date of allotment	May 21, 2021
	Date of credit of securities to the demat account	May 24, 2021
	Date of completion of project where objects of the issue was financing the project	NA
	Rate of dividend paid	NA
b.	Year of issue	2020
	Type of Issue (public/rights/composite)	Allotment of equity by Union Bank of India to shareholders of Andhra bank and Corporation Bank pursuant to amalgamation scheme dated March 4, 2022
	Amount of issue	NA*
	Date of closure of issue	NA
	Date of allotment	April 1, 2022
	Date of credit of securities to the demat account	April 1, 2022
	Date of completion of project where objects of the issue was financing the project	NA
	Rate of dividend paid	Nil
c.	Year of issue	2019
	Type of Issue (public/rights/composite)	Preferential allotment
	Amount of issue	₹117,680 million
	Date of closure of issue	NA
	Date of allotment	November 30, 2019
	Date of credit of securities to the demat account	December 13, 2019
	Date of completion of project where objects of the issue was financing the project	NA
	Rate of dividend paid	Nil

**Pursuant to amalgamation scheme dated 04.03.2020, Equity Share Exchange Ratio for amalgamation of Andhra Bank and Corporation Bank into Union Bank of India was as follows:*

a) 325 equity shares of the face value of Rs.10 each fully paid up in Union Bank of India for every 1,000 equity shares of the face

value of Rs.10 each fully paid up held in the Andhra Bank as on the record date i.e. March 23, 2022.
b) 330 equity shares of the face value of Rs.10 each fully paid up in Union Bank of India for every 1,000 equity shares of the face value of Rs.2 each fully paid up held in the Corporation Bank as on the record date i.e. March 23, 2022.

Particulars		Details of the capital issue
BOB Financial Solutions Limited (Shares are unlisted, held in physical form)		
	Year of issue	2021
	Type of Issue (public/rights/composite)	Rights Issue
	Amount of issue	₹1,000 million
	Date of closure of issue	June 21, 2021
	Date of allotment	June 22, 2021
	Date of credit of securities to the demat account**	NA
	Date of completion of project where objects of the issue was financing the project	NA
	Rate of dividend paid	Nil
b.	Year of issue	2022
	Type of Issue (public/rights/composite)	Rights Issue
	Amount of issue	₹3,000 million
	Date of closure of issue	June 29, 2022
	Date of allotment	June 30, 2022
	Date of credit of securities to the demat account**	NA
	Date of completion of project where objects of the issue was financing the project	NA
	Rate of dividend paid	Nil

***Equity shares are unlisted and are held in physical form*

Capital issue during the preceding three years by our Company

Other than as disclosed in "*Capital Structure*" on page 92, our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.

Price information of past issues handled by the Book Running Lead Managers (during the current Financial Year and two Financial Years preceding the current Financial Year)

A. ICICI Securities Limited

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by ICICI Securities Limited

S. No.	Issue name	Issue size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Shriram Properties Limited^^	6,000.00	118.00(1)	December 20, 2021	90.00	-12.42%,[+9.02%]	-33.39%,[+4.05%]	-46.69%,[-7.95%]
2.	Metro Brands Limited^	13,675.05	500.00	December 22, 2021	436.00	+21.77%,[+4.45%]	+14.57%,[+0.64%]	+7.93%,[-9.78%]
3.	Supriya Lifescience Limited^	7,000.00	274.00	December 28, 2021	425.00	+78.61%,[-0.07%]	+72.12%,[-0.92%]	+20.36%,[-8.93%]
4.	AGS Transact Technologies Limited^	6,800.00	175.00	January 31, 2022	176.00	-42.97%,[-3.05%]	-28.63%,[-1.64%]	-52.69%,[-0.77%]
5.	Adani Wilmar Limited^^	36,000.00	230.00(2)	February 8, 2022	227.00	+48.00%,[-5.34%]	+180.96%,[-4.95%]	+193.26%,[+0.76%]
6.	Vedant Fashions Limited^^	31,491.95	866.00	February 16, 2022	935.00	+3.99%,[-0.20%]	+14.53%,[-8.54%]	+37.67%,[+2.17%]
7.	Life Insurance Corporation of India^	2,05,572.31	949.00(3)	May 17, 2022	867.20	-27.24%,[-3.27%]	-28.12%,[+9.47%]	NA*
8.	Prudent Corporate Advisory Services Limited^	4,282.84	630.00(4)	May 20, 2022	660.00	-20.71%,[-5.46%]	-2.10%,[+10.92%]	NA*
9.	Paradeep Phosphates Limited^	15,017.31	42.00	May 27, 2022	43.55	-10.24%,[-3.93%]	+27.50%,[+7.65%]	NA*
10.	Syrma SGS Technology Limited^	8,401.26	220.00	August 26, 2022	262.00	+31.11%, [-1.25%]	NA*	NA*

**Data not available.*
^BSE as designated stock exchange
^^NSE as designated stock exchange
Notes:
(1) Discount of ₹11 per equity share offered to eligible employees. All calculations are based on Issue Price of ₹118.00 per equity share.
(2) Discount of ₹21 per equity share offered to eligible employees. All calculations are based on Issue Price of ₹230.00 per equity share.
(3) Discount of ₹45 per equity share offered to eligible employees and Retail Individual Bidders. Discount of ₹60 per equity share offered to eligible policyholders. All calculations are based on Issue Price of ₹949.00 per equity share.
(4) Discount of ₹59 per equity share offered to eligible employees. All calculations are based on Issue Price of ₹ 630.00 per equity share.

2. *Summary statement of price information of past issues handled by ICICI Securities Limited*

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2022-23*	4	2,33,273.72	-	1	2	-	1	-	-	-	-	-	-	-
2021-22	26	7,43,520.19	-	3	6	6	4	7	3	4	5	5	4	5
2020-21	14	1,74,546.09	-	-	5	5	2	2	-	1	3	5	3	2

**This data covers issues up to YTD*

Notes:

1. *Data is sourced either from www.nseindia.com or www.bseindia.com, as per the designated stock exchange disclosed by the respective Issuer Company.*
2. *Similarly, benchmark index considered is "NIFTY 50" where NSE is the designated stock exchange and "S&P BSE SENSEX" where BSE is the designated stock exchange, as disclosed by the respective Issuer Company.*
3. *30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the previous trading day*

B. Ambit Private Limited

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Ambit Private Limited

S. No.	Issue name	Issue size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Metro Brands Limited(1)	13,675.05	500.00	December 22, 2021	436.00	+21.77%, [+4.45%]	+14.57%, [+0.64%]	+7.93%, [-9.78%]
2.	Star Health and Allied Insurance Company Limited(2)	60,186.84	900.00	December 10, 2021	845.00	-14.78%, [+1.72%]	-29.79%, [-6.66%]	-22.21%, [-6.25%]
3.	Ami Organics Limited(1)	5,696.36	610.00	September 14, 2021	902.00	+116.86%,[+4.27%]	+63.94%, [+0.93%]	+47.34%, [-4.63%]
4.	Chemplast Sanmar Limited(2)	38,500.00	541.00	August 24, 2021	550.00	+2.06%, [+5.55%]	+12.68%, [+6.86%]	-3.30%, [+3.92%]
5.	Anupam Rasayan India Limited(1)	7,600.00	555.00	March 24, 2021	534.70	-0.11%, [-2.24%]	+29.93%, [+6.90%]	+36.96%, [+20.00%]

Source: www.nseindia.com and www.bseindia.com

(1) BSE as designated stock exchange

(2) NSE as designated stock exchange

Notes:

b. Issue Size derived from Prospectus/final post issue reports, as available.

c. The CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.

d. Price on NSE or BSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.

e. In Star Health and Allied Insurance Company Limited, the issue price to eligible employees was ₹ 820 after a discount of ₹ 80 per equity share.

f. In Anupam Rasayan India Limited, the issue price to eligible employees was ₹ 500 after a discount of ₹ 55 per equity share.

2. *Summary statement of price information of past issues handled by Ambit Private Limited*

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2022-23*	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2021-22	4	118,058.25	-	-	1	1	-	2	-	-	2	-	1	1
2020-21	1	7,600.00	-	-	1	-	-	-	-	-	-	-	1	-

Source: www.nseindia.com and www.bseindia.com

Notes:

a. **For FY 2022-23, the information is as on the date of this draft red herring prospectus.*

b. *The total number of initial public offerings and the total amount of funds raised have been included for each financial year based on the of initial public offerings listed during such financial year.*

C. *BNP Paribas*

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by BNP Paribas

S. No.	Issue name	Issue size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date(1) (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing(1)	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing(1)	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing(1)
1.	Adani Wilmar Limited^	36,000.00	230.00(1)	February 8, 2022	227.00	+48.00%, [-5.34%]	+180.96%, [-4.95%]	+193.26%, [+0.76%]
2.	Anand Rathi Wealth Limited^^	6,593.75	550.00(2)	December 14, 2021	602.05	+12.38%, [+5.32%]	+4.46%, [-4.32%]	+19.55%, [-6.47%]

^NSE as designated stock exchange

^^BSE as designated stock exchange

(1) Discount of ₹ 21 per equity share offered to eligible employees. All calculations are based on Issue Price of ₹ 230.00 per equity share.

(2) Discount of ₹ 25 per equity share offered to eligible employees. All calculations are based on Issue Price of ₹ 230.00 per equity share.

2. *Summary statement of price information of past issues handled by BNP Paribas*

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2022-23*	2	42,593.75	-	-	-	-	1	1	-	-	-	1	-	1
2021-22	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2020-21	-	-	-	-	-	-	-	-	-	-	-	-	-	-

**This data covers issues up to YTD*

Notes:

1. *Data is sourced either from www.nseindia.com or www.bseindia.com, as per the designated stock exchange disclosed by the respective Issuer Company.*
2. *Similarly, benchmark index considered is "NIFTY 50" where NSE is the designated stock exchange and "S&P BSE SENSEX" where BSE is the designated stock exchange, as disclosed by the respective Issuer Company.*
3. *30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the previous trading day*

D. BOB Capital Markets Limited

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by BOB Capital Markets Limited

S. No.	Issue name	Issue size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing(2)(3)	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing(2)(3)	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Chemplast Sanmar Limited^	38,500.00	541.00	August 24, 2021	550.00	+2.06%[+5.55%]	+12.68[+6.86%]	-3.30%[+3.92%]
2.	Glenmark Life Sciences Limited^^	15,136.00	720.00	August 06, 2021	751.10	-6.38%[+6.72%]	-12.94%, [+9.62%]	-20.67%[+8.13%]
3.	Macrotech Developers India Limited^^	25,000.00	486.00	April 19,2021	439.00	+30.19%[+5.24%]	+75.62%[+11.08%]	+146.92[27.87%]
4.	Kalyan Jewellers India Limited^	11,748.16	87.00(1)	March 26, 2021	73.95	-24.60%[-1.14%]	-8.33%[+8.84%]	-21.95%[+21.06%]

Source: www.nseindia.com and www.bseindia.com
^NSE as designated Stock Exchange
^^BSE as designated Stock Exchange
Notes:
(1) A discount of ₹ 8.00 per equity share offered to the eligible employees. All calculations are based on the issue price of ₹ 87 per equity share.
(2) The 30th and the 90th calendar day from listing day have been taken as listing day plus 29 & 89 calendar days respectively. In the event any day falls on a holiday, the price/index of the previous trading day has been considered.
(3) Benchmark index considered is "NIFTY 50" where NSE is the designated stock exchange and "S&P BSE SENSEX" where BSE is the designated stock exchange, as disclosed by the respective Issuer Company at the time of the Issue, as applicable.

2. *Summary statement of price information of past issues handled by BOB Capital Markets Limited*

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2022-23	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2021-22	3	78,636.00	-	-	1	-	1	1		-	-	1	-	-
2020-21	1	11,748.16	-	-	1	-	-	-	-	-	1	-	-	-

Source: Prospectus for issue details

Notes:

(1) The above information is as on the date of this Offer Document.

(2) The information for the financial years is based on issues listed during such financial year.

E. HSBC Securities and Capital Markets (India) Private Limited

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by HSBC Securities and Capital Markets (India) Private Limited

S. No.	Issue name	Issue size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Yes Bank Limited (FPO) (1)	150,000.00	12.00	July 27, 2020	12.30	+23.00%,[+2.40%]	+11.25%, [+7.25%]	+41.67%, [+28.85%]
2.	Indian Railway Finance Corporation Limited (IPO) (2)	46,333.79	26.00	January 29, 2021	24.90	-5.19%, [+6.56%]	-18.65%, [+9.02%]	-11.15%, [+15.49%]
3.	Nuvoco Vistas Corporation Limited (IPO) (1)	50,000.00	570.00	August 23, 2021	471.00	-5.83%, [+6.21%]	-9.74%, [+7.34%]	-32.76%, [+4.10%]

Source: www.nseindia.com and www.bseindia.com

(1) BSE as Designated Stock Exchange

(2) NSE as Designated Stock Exchange

Notes:

1. *Issue Size derived from Prospectus/final post issue reports, as available.*
2. *Nifty Index and Sensex is considered as the Benchmark Index as per the designated stock exchange (NSE or BSE).*
3. *Price on designated stock exchange (NSE or BSE) as disclosed by the respective issuer at the time of issue has been considered for all of the above calculations.*
4. *% of change in closing price on 30th / 90th / 180th calendar day from listing day is calculated vs issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30th/ 90th / 180th calendar day from listing day.*
5. *In case 30th/90th/180th day is not a trading day, closing price on designated stock exchange (NSE or BSE) of the previous trading day has been considered.*

2. *Summary statement of price information of past issues handled by HSBC Securities and Capital Markets (India) Private Limited*

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2022-23	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2021-22	1	50,000.00	-	-	1	-	-	-	-	1	-	-	-	-
2020-21	2	196,333.79	-	-	1	-	-	1	-	-	1	-	1	-

Notes:

4. *The information is as on the date of this Offer Document.*
5. *The information for each of the period is based on issues listed during such period.*

F. *Jefferies India Private Limited*

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Jefferies India Private Limited

S. No.	Issue name	Issue size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	CMS Info Systems Limited	20,000.00	216.00	December 31, 2021	220.00	+21.99% [-1.81%]	+25.35% [0.74%]	+3.75% [8.71%]
2.	Star Health and Allied Insurance Company Limited	64,004.39	900.00@	December 10, 2021	845.00	-14.78% [+1.72%]	-29.79% [-6.66%]	-22.21% [-6.25%]
3.	PB Fintech Limited	57,097.15	980.00	November 15, 2021	1,150.00	14.86% [-4.33%]	-20.52% [-4.06%]	-34.16% [-12.85%]
4.	Nazara Technologies Limited	5,826.91	1,101.00*	March 30, 2021	1,990.00	62.57% [0.13%]	38.22% [6.84%]	94.60% [20.26%]

Source: All data sourced from www.nseindia.com

a. Benchmark index considered is NIFTY

b. In case 30th/90th/180th day is not a trading day, closing price on NSE of the previous trading day has been considered

Notes:

** - A Discount of ₹ 110 per equity was offered to eligible employees bidding in the employee reservation portion*

@- A Discount of ₹ 80 per equity share to eligible employees bidding in the employee reservation portion

2. Summary statement of price information of past issues handled by Jefferies India Private Limited

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2022-23	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2021-22	3	121,101.54	-	-	1	-	-	2	-	1	1	-	-	1
2020-21	1	5,829.13	-	-	-	1	-	-	-	-	-	1	-	-

Source: All data sourced from www.nseindia.com

a. Benchmark index considered is NIFTY

b. In case 30th/90th/180th day is not a trading day, closing price on NSE of the previous trading day has been considered

G. *JM Financial Limited*

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by JM Financial Limited

S. No.	Issue name	Issue size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Electronics Mart India Limited*	5,000.00	59.00	October 17, 2022	90.00	Not Applicable	Not Applicable	Not Applicable
2.	Harsha Engineers International Limited*	7,550.00	330.00	September 26, 2022	450.00	Not Applicable	Not Applicable	Not Applicable
3.	Paradeep Phosphates Limited#	15,017.31	42.00	May 27, 2022	43.55	-10.24% [-3.93%]	27.50% [7.65%]	Not Applicable
4.	Life Insurance Corporation of India#8	205,572.31	949.00	May 17, 2022	867.20	-27.24% [-3.27%]	-28.12% [9.47%]	Not Applicable
5.	Campus Activewear Limited*7	13,997.70	292.00	May 05, 2022	360.00	11.92% [0.70%]	41.71% [6.72%]	Not Applicable
6.	AGS Transact Technologies Limited#	6,800.00	175.00	January 31, 2022	176.00	-42.97% [-3.05%]	-28.63% [-1.64%]	-52.69% [-0.77%]
7.	CMS Info Systems Limited#	11,000.00	216.00	December 31, 2021	218.50	21.99% [-1.81%]	25.35% [0.74%]	3.75%[-8.71%]
8.	Data Patterns (India) Limited*	5,882.24	585.00	December 24, 2021	856.05	29.70% [3.61%]	13.56% [1.42%]	14.16%[-8.03%]
9.	C.E. Info Systems Limited#	10,396.06	1,033.00	December 21, 2021	1,581.00	70.21% [6.71%]	48.48% [2.74%]	21.40%[-8.80%]
10.	Tega Industries Limited*	6,192.27	453.00	December 13, 2021	760.00	30.70% [3.96%]	1.02% [-4.25%]	3.39% [-6.66%]

Source: www.nseindia.com and www.bseindia.com
 # BSE as Designated Stock Exchange
** NSE as Designated Stock Exchange*
Notes:

(1) Opening price information as disclosed on the website of the Designated Stock Exchange.
(2) Change in closing price over the issue/offer price as disclosed on Designated Stock Exchange.
(3) For change in closing price over the closing price as on the listing date, the CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
(4) In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.
(5) 30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken a listing date plus 179 calendar days.
(6) Restricted to last 10 issues.
(7) A discount of ₹ 27 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.
(8) A discount of ₹ 45 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion and Retail Individual Investors. A discount of ₹ 60 per Equity Share was offered to Policy holders.
(9) Not Applicable - Period not completed

2. *Summary statement of price information of past issues handled by JM Financial Limited*

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2022-23	5	2,47,137.32	-	1	1	-	-	1	-	-	-	-	-	-
2021-22	17	2,89,814.06	-	1	2	5	5	4	1	2	3	4	3	4
2020-21	8	62,102.09	-	-	3	2	1	2	-	-	-	5	2	1

Track record of past issues handled by the Book Running Lead Managers

For details regarding the track record of the Book Running Lead Managers, as specified in circular bearing number CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the websites of the Book Running Lead Managers, as provided in the table below:

S. No.	Name of the Book Running Lead Managers	Website
1.	ICICI Securities Limited	www.icicisecurities.com
2.	Ambit Private Limited	www.ambit.co
3.	BNP Paribas	www.bnpparibas.co.in
4.	BOB Capital Markets Limited*	www.bobcaps.in
5.	HSBC Securities and Capital Markets (India) Private Limited	https://www.business.hsbc.co.in/en-gb/in/generic/ipo-open-offer-and-buyback
6.	Jefferies India Private Limited	www.jefferies.com
7.	JM Financial Limited	www.jmfl.com

**BOBCAPS is an associate of Bank of Baroda, one of the Promoter Selling Shareholders, in terms of the SEBI Merchant Bankers Regulations. Accordingly, in compliance with the proviso to Regulation 21A(1) of the SEBI Merchant Bankers Regulations read with Regulation 23(3) of the SEBI ICDR Regulations, BOBCAPS would be involved only in the marketing of the Offer. BOBCAPS has signed the due diligence certificate and has been disclosed as a Book Running Lead Manager.*

Stock Market Data of Equity Shares

This being an initial public issue of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus and accordingly, no stock market data is available for the Equity Shares.

Redressal and disposal of investor grievances by our Company

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares to enable the Bidders to approach the Registrar to the Offer for redressal of their grievances.

All prospective investors can contact the Company Secretary and Compliance Officer, the Book Running Lead Managers or the Registrar to the Offer on the dedicated email-ids mentioned on the cover page in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc.

All grievances in relation to the Bidding process, other than of Anchor Investors may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving full details such as name of the sole or First Bidder, ASBA Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of ASBA Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the Book Running Lead Managers where the Bid cum Application Form was submitted by the Anchor Investor.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding four Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, in terms of these circulars, the investors shall be compensated by the SCSBs at the rate higher of ₹100 or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple accounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for the stipulated period. In an event there is a delay in redressal of the investor grievance, the Book Running Lead Managers shall compensate the investors at a rate higher than ₹100 or 15% per annum of the application amount. Further, in terms of SEBI circular no.

SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Managers, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Our Company, the Book Running Lead Managers and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

For helpline details of the Book Running Lead Managers pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see "*General Information –Book Running Lead Managers*" on page 85.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Bank for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Book Running Lead Managers and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under the SEBI ICDR Regulations. Bidders can contact our Company Secretary and Compliance officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Our Company has also appointed Aniket Krishnaji Karandikar, Company Secretary and Compliance Officer for the Offer. For details, see "*General Information*" on page 82.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be seven days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints within 30 days of receipt of complaint or upon receipt of satisfactory documents.

Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of this Draft Red Herring Prospectus.

Our Company shall obtain authentication on the SCORES in terms of the SEBI circular bearing number CIR/OIAE/1/2013 dated April 17, 2013 read with SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and shall comply with SEBI circular bearing number CIR/OIAE/1/2014 dated December 18, 2014 in relation to redressal of investor grievances through SCORES.

Our Company has constituted a Stakeholders' Relationship Committee comprising Kavassery Sankaranarayanan Gopalakrishnan, Joydeep Dutta Roy, Narendra Ostawal and R.M. Vishakha as its members, which is responsible for redressal of grievances of security holders of our Company. For further details on the Stakeholders' Relationship Committee, see "*Our Management – Committees of the Board – Stakeholders' Relationship Committee*" on page 237.

Each of the Selling Shareholders, severally and not jointly, has authorised the Company Secretary and Compliance Officer of the Company and the Registrar to the Offer to deal with, on its behalf, any investor grievances received in the Offer in relation to its respective portion of the Offered Shares.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not received any exemption from the SEBI from complying with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

Other confirmations

Any person connected with the Offer shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the initial public offer, except for fees or commission for services rendered in relation to the Offer.

SECTION VII: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered and Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, the Insurance Act, the IRDA Act and the rules and regulations made thereunder, including the IRDAI Issuance of Capital Regulations, the SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association, the terms of the Red Herring Prospectus, the Prospectus, the abridged prospectus, the Bid cum Application Form, the Revision Form, the CAN or Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents or certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges. IRDAI, RBI, the RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the Stock Exchanges, IRDAI, the RoC and/or any other authorities while granting their approval for the Offer.

The Offer

The Offer comprises of a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders. Expenses for the Offer shall be shared amongst our Company and the Selling Shareholders in the manner specified in "*Objects of the Offer – Estimated Offer expenses*", on page 106.

Ranking of Equity Shares

The Equity Shares being offered/Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, our Memorandum of Association and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares including in respect of the right to receive dividend, voting and other corporate benefits. For further details, see "*Description of Equity Shares and Terms of Articles of Association*" on page 449.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, our Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details in relation to dividends, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of Articles of Association*" on pages 256 and 449, respectively.

Face Value, Offer Price and Price Band

The face value of each Equity Share is ₹10 and the Offer Price is ₹[●] per Equity Share. The Floor Price is ₹[●] per Equity Share and at the Cap Price is ₹[●] per Equity Share, being the Price Band. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Offer Price, Price Band and the minimum Bid Lot will be decided by our Company and the Selling Shareholders in consultation with the Book Running Lead Managers and advertised in all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchanges. The Offer Price shall be determined by our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, after the Bid/ Offer Closing Date.

At any given point of time there shall be only one denomination of Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI and IRDAI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;

- Right to vote on a poll either in person or by proxy and "e-voting", in accordance with the provisions of the Companies Act;

- Right to receive offers for rights shares and be allotted bonus shares, if announced;

- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;

- Right of free transferability of Equity Shares, subject to applicable laws including rules and regulations prescribed by IRDAI or RBI; and

- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and our Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission, consolidation or sub-division, see "*Description of Equity Shares and Terms of Articles of Association*" on page 449.

Restrictions on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Offer Equity Share capital of our Company, which is subject to lock-in in accordance with the conditions prescribed by the IRDAI, the minimum promoter's contribution and the Anchor Investor lock-in of Equity Shares as detailed in "*Capital Structure*" on page 92 and except as provided in the Insurance Act, the IRDAI Transfer of Equity Shares Regulations and the Articles of Association, there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on transmission of Equity Shares and on their consolidation or splitting, except as provided in the Articles of Association. For details, see "*Risk Factors*", "*Key Regulations and Policies"* and *"Description of Equity Shares and Terms of Articles of Association*" on pages 28, 204 and 449, respectively.

The Insurance Act requires prior approval from the IRDAI where the nominal value of the shares intended to be transferred by any individual, firm, group, constituents of the group, or body corporate under the same management, jointly or severally exceeds 1% of the paid-up Equity Share capital of our Company. The Insurance Act prohibits any transfer of Equity Shares in the event the total paid up capital held by the transferee is likely to exceed 5% of the paid up capital after the transfer, unless a prior approval has been obtained by the acquirer from the IRDAI, in this regard. Accordingly, our Company shall not Allot Equity Shares pursuant to the Offer to any Bidder in excess of such number of Equity Shares which is likely to result in the total post-Offer paid up capital held by such Bidder to exceed 5% of the paid up capital of our Company after the Allotment without such approval.

Additionally, the Listed Indian Insurance Companies Guidelines are applicable to all insurance companies whose equity shares are listed on the stock exchanges and to the allotment process pursuant to a public issue. The guidelines, inter alia, propose self-certification of fit and proper criteria by a person intending to acquire equity shares of an insurer amounting to 1% or more, but less than 5%, of the paid up equity share capital of the insurer. The self-certification is to be filed with the insurance company and the same shall be considered as deemed approval of IRDAI for the purpose of Section 6A(4)(b)(iii) of the Insurance Act. However, if the person proposing to acquire equity shares is likely to result in (i) the aggregate holding of such person, his relatives, associate enterprises and persons acting in concert, increasing to 5% or more of the paid up equity share capital of the insurer or the total voting rights of the insurer, or (ii) the aggregate holding of such person along with the persons acting in concert, increasing to in excess of 10%, each such acquisition would require prior approval of the IRDAI. The investors intending to acquire Equity Shares amounting to 1% or more, up to 5%, of the paid up equity share capital of our Company in the Offer would be required to comply with the self-certification criteria as set out in "*Offer Procedure*" on page 430. Additionally, investors intending to acquire Equity Shares in the Offer such that (i) the aggregate holding of such investor, his relatives, associate enterprises and persons acting in concert, would increase to 5% or more of the paid up Equity Share capital of our Company or the total voting rights of our Company, or (ii) the aggregate holding of the investor along with the persons acting in concert, increasing to in excess of 10% of the paid up Equity Share capital of our Company or the total voting rights of our Company, each such acquisition would require prior approval of the IRDAI. For further details, see "*Key Regulations and Policies*" on page 204.

Allotment only in Dematerialised Form

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated January 2, 2018 amongst our Company, CDSL and the Registrar to the Offer; and

- Tripartite agreement dated September 12, 2017 between our Company, NSDL and the Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares. For further details, see "*Offer Procedure*" on page 430.

Joint Holders

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they shall be entitled to hold the same as joint tenants with benefits of survivorship.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer or alienation of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon the production of such evidence as may be required by our Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, interest, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialised mode there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change their nomination, they are requested to inform their respective Depository Participant.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

Withdrawal of the Offer

Our Company and the Selling Shareholders in consultation with the Book Running Lead Managers, reserve the right not to proceed with the Fresh Issue, and the Selling Shareholders reserve the right not to proceed with the Offer for Sale, in whole or in part thereof, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Book Running Lead Managers through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank, in case of UPI Bidders using the UPI Mechanism, to unblock the bank accounts of the ASBA Bidders and shall notify the Escrow Collection Bank to release the Bid Amounts to the Anchor Investors, within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed. The notice of the withdrawal will be issued in the same newspapers where the pre Offer advertisements have appeared.

Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, withdraw the Offer after the Bid/ Offer Closing Date and thereafter determine that they will proceed with a public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI and the Stock Exchanges.

Bid/ Offer Programme

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
BID/ OFFER OPENS ON	[●][(1)]
BID/ OFFER CLOSES ON	[●][(2)(3)]
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

1. *Our Company and the Selling Shareholders may, in consultation with the Book Running Lead Managers, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date in accordance with the SEBI ICDR Regulations.*
2. *Our Company and the Selling Shareholders may, in consultation with the Book Running Lead Managers, consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations.*
3. *UPI mandate end time and date shall be at 12.00 p.m. on [●].*

* *In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable.*

The above timetable is indicative and does not constitute any obligation or liability on our Company or the Selling Shareholders or the Book Running Lead Managers.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, the timetable may be subject to change due to various factors, such as extension of the Bid/ Offer Period by our Company and the Selling Shareholders in consultation with the Book Running Lead Managers, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges or delay in receipt of final certificates from SCSBs, etc. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each Selling Shareholder confirms, severally and not jointly, that it shall extend reasonable co-operation in relation to its respective portion of the Offered Shares required by our Company, the Book Running Lead Managers for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI.

In terms of the UPI Circulars, in relation to the Offer, the Book Running Lead Managers will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within six Working Days from the Bid/ Offer Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above mentioned timelines. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/ Offer Period (except the Bid/ Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("**IST**")
Bid/ Offer Closing Date*	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

* *UPI mandate end time and date shall be at 12.00 pm on [●]*

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs, Eligible Employees Bidding in the Employee Reservation Portion and Eligible BOB Shareholders Bidding in the Shareholder Reservation Portion.

On Bid/ Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by RIBs, Eligible Employees Bidding in the Employee Reservation Portion and Eligible BOB Shareholders Bidding in the Shareholder Reservation Portion after taking into account the total number of Bids received and as reported by the Book Running Lead Managers to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/ Offer Closing Date by obtaining such information from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit a confirmation in respect thereof to the BRLMs and the Registrar to the Offer on a daily basis, as per the format prescribed in SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

It is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of the time available for uploading the Bids on the Bid/ Offer Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/ Offer Closing Date and, in any case, no later than 1:00 p.m. (Indian Standard Time) on the Bid/ Offer Closing Date. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, as is typically experienced in public offerings in India, it may lead to some Bids not being uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded on the electronic bidding system will not be considered for allocation under this Offer. Bids and any revision in Bids will only be accepted on Working Days. Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form, for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

For the avoidance of doubt, it is clarified that Bids not uploaded on the electronic bidding system or in respect of which full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, will be rejected.

Our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, reserves the right to revise the Price Band during the Bid/ Offer Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, but the Floor Price shall not be less than the Face Value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price, provided that the Cap Price shall be at least 105% of the Floor Price.

In case of any revision to the Price Band, the Bid/ Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Managers and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks ("SCSBs"), other Designated Intermediaries and the Sponsor Bank, as applicable.

Minimum Subscription

If (i) our Company does not receive the minimum subscription in the Offer as specified under the terms of Rule 19(2)(b) of the SCRR, including through the devolvement of Underwriters, within such period as prescribed under applicable law, (ii) the level of subscription falls below the threshold specified above on account of withdrawal of applications or after technical rejections or for any other reason whatsoever, or (iii) if the listing or trading permissions are not obtained from the Stock Exchanges for the Equity Shares offered pursuant to the Offer documents, our Company and the Selling Shareholders shall, to the extent applicable, forthwith refund the entire subscription amount received within such period prescribed by SEBI. If there is a delay in refunding the amount beyond such period, our Company and every director of our Company, who is an officer in default, shall pay interest at the rate of 15% per annum in accordance with the UPI Circulars and Companies Act, 2013 as applicable. Subject to applicable law, no liability to make any payment of interest shall accrue to the Selling Shareholders unless any delay in making any of the payments hereunder or any delay in obtaining listing or trading approvals or any other approvals in relation to the Offer is solely attributable to the relevant Selling Shareholder and to the extent of its Offered Shares.

The requirement for minimum subscription is not applicable to the Offer for Sale. In case of under-subscription in the Offer, after meeting the minimum subscription requirement of 90% of the Fresh Issue, the Allotment for the valid Bids will be made in the first instance towards subscription for 90% of the Fresh Issue. If there remain any balance valid Bids in the Offer, the Allotment for the balance valid Bids will be made towards the sale of the Offered Shares (on pro-rata proportion of the Offered Shares being offered by the Selling Shareholders) and only thereafter , towards the balance Fresh Issue. For avoidance of doubt, the balance Equity Shares of the Fresh Issue (i.e., 10% of the Fresh Issue) will be offered only once the entire portion of the Offered Shares are Allotted in the Offer.

Under subscription, if any, in any category except the QIB portion, would be met with spill-over from the other categories at the discretion of our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange.

Further, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000 in compliance with Regulation 49(1) of SEBI ICDR Regulations, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders.

Arrangements for Disposal of Odd Lots

Since the Equity Shares will be traded in dematerialised form only, and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Offer Equity Share capital of our Company, lock-in of the Promoter's minimum contribution and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 92 and except as provided in the Articles of Association, there are no restrictions on transfer or transmission of Equity Shares. For details see "*Description of Equity Shares and Terms of Articles of Association*" on page 449.

OFFER STRUCTURE

The Offer is of up to [●] Equity Shares of face value of ₹10 at an Offer Price of ₹[●] per Equity Share for cash (including a share premium of ₹[●]) aggregating up to ₹[●] million, comprising of a Fresh Issue of up to [●] Equity Shares aggregating up to ₹5,000 million by our Company and an Offer for Sale of up to 141,299,422 Equity Shares aggregating up to ₹[●] million, comprising of up to 89,015,734 Equity Shares aggregating up to ₹[●] million by Bank of Baroda, up to 39,227,273 Equity Shares aggregating up to ₹[●] million by Carmel Point Investments India Private Limited and up to 13,056,415 Equity Shares aggregating up to ₹[●] million by Union Bank of India.

The Offer may comprise of a Net Offer of up to [●] Equity Shares, Employee Reservation Portion of up to [●] Equity Shares aggregating up to ₹[●] million and Shareholder Reservation Portion of up to [●] Equity Shares aggregating up to ₹[●] million. The Employee Reservation Portion and Shareholder Reservation Portion shall not exceed [●]% and [●]% of our post-Offer paid-up Equity Share capital, respectively. The Offer and the Net Offer shall constitute [●]% and [●]%, respectively of the post-Offer paid-up Equity Share capital of our Company.

Our Company may, in consultation with the Book Running Lead Managers, consider a Pre-IPO Placement of such number of Equity Shares for cash consideration aggregating up to ₹ 1,000 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the Book Running Lead Managers. If the Pre-IPO Placement is undertaken, the minimum Offer size (comprising the Fresh Issue so reduced by the amount raised from the Pre-IPO Placement, and the Offer for Sale) shall constitute at least [●]% of the post-Offer paid-up Equity Share capital of our Company

The Offer is being made through the Book Building Process.

Particulars	Eligible Employees#	Eligible BOB Shareholders##	QIBs(1)	Non-Institutional Bidders	RIBs
Number of Equity Shares available for Allotment or allocation*(2)	Up to [●] Equity Shares	Up to [●] Equity Shares	Not less than [●] Equity Shares	Not more than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and RIBs	Not more than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer size available for Allotment or allocation	The Employee Reservation Portion shall constitute up to [●]% of the Offer Size	The Shareholder Reservation Portion shall constitute up to [●]% of the Offer Size	Not less than 75% of the Net Offer being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not more than 15% of the Net Offer or the Net Offer less allocation to QIB Bidders and RIBs. (i) One-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹200,000 up to ₹1,000,000; and (ii) two-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹1,000,000	Not more than 10% of the Net Offer or Net Offer less allocation to QIB Bidders and Non-Institutional Bidders
Basis of Allotment if respective category is oversubscribed*	Proportionate#; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹200,000. In the event of undersubscription in	Proportionate For details, see "Offer Procedure" beginning on page 426	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only;	The allotment of Equity Shares to each Non-Institutional Bidder shall not be less than the minimum application size, subject to availability in the Non-Institutional Portion, and the remainder, if any,	The allotment to each RIBs shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis.

Particulars	Eligible Employees#	Eligible BOB Shareholders##	QIBs(1)	Non-Institutional Bidders	RIBs
	the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for a value exceeding ₹200,000, subject to total Allotment to an Eligible Employee not exceeding ₹500,000		and (b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion (of up to [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	shall be allotted on a proportionate basis in accordance with the conditions specified in the SEBI ICDR Regulations	For details, see "Offer Procedure" on page 430
Mode of Bid	ASBA only (excluding the UPI Mechanism)	ASBA only (excluding the UPI Mechanism)	ASBA only (excluding the UPI Mechanism) except for Anchor Investors (3)	ASBA only (excluding the UPI Mechanism)	ASBA only (including the UPI Mechanism)
Minimum Bid	[●] Equity Shares and in multiples of [●] Equity Shares thereafter	[●] Equity Shares and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	Such number of Equity Shares in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares, so that the maximum Bid Amount by each Eligible Employee in Eligible Employee Portion does not exceed ₹500,000	Such number of Equity Shares and in multiples of [●] Equity Shares, such that the Bid Amount does not exceed the Shareholder Reservation Portion, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer, (excluding the non QIB portion), subject to limits applicable to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer (excluding the QIB Portion), subject to limits applicable to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000
Mode of Allotment	Compulsorily in dematerialised form				
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter				
Allotment Lot	A minimum of [●] Equity Shares and in multiples of one Equity Share thereafter				
Trading Lot	One Equity Share				
Who can apply(4)	Eligible Employees (excluding such persons not eligible under applicable laws, rules, regulations and guidelines) such that the Bid Amount does not exceed ₹500,000	Individuals and HUFs who are the public equity shareholders of Bank of Baroda, one of our Promoters (excluding such persons who are not eligible to invest in the Offer under applicable laws,	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, multilateral and bilateral development financial institutions,	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, family offices, trusts, FPIs who are individuals, corporate	Resident Indian individuals, HUFs (in the name of Karta) and Eligible NRIs applying for Equity Shares such that the Bid amount does not exceed ₹200,000 in value.

Particulars	Eligible Employees#	Eligible BOB Shareholders##	QIBs(1)	Non-Institutional Bidders	RIBs
		rules, regulations and guidelines) as on the date of the Red Herring Prospectus	mutual funds registered with SEBI, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs, registered with SEBI, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹250 million, pension fund with minimum corpus of ₹250 million, National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs	bodies and family offices.	
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids(5) **In case of all other Bidders**: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder, or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form				

* *Assuming full subscription in the Offer.*

\# *Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹500,000. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹200,000. In the event of under-subscription in the Employee Reservation Portion the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. Eligible Employee can also apply under Retail Portion. However, Bids by Eligible Employees in the Employee Reservation Portion and in the Non-Institutional Portion shall be treated as multiple Bids, only if Eligible Employee has made an application of more than ₹200,000 in the Employee Reservation Portion. In case of under-subscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.*

\## *Eligible BOB Shareholders Bidding in the Shareholder Reservation Portion can also Bid under the Net Offer and Employee Reservation Portion (if eligible) and such Bids shall not be considered as multiple Bids subject to applicable limits. To clarify, Eligible BOB Shareholders Bidding in the Shareholder Reservation Portion above ₹ 200,000 can Bid in the Net Offer for up to ₹ 200,000 and Employee Reservation Portion (if eligible and subject to applicable limits), otherwise such Bids shall be treated as multiple Bids. If an Eligible BOB Shareholder is Bidding in the Shareholder Reservation Portion up to ₹ 200,000, application by such Eligible BOB Shareholder in the Retail Portion or Non-Institutional Portion and Employee Reservation Portion (if eligible and subject to applicable limits) shall not be treated as multiple Bids. Therefore, Eligible BOB Shareholders bidding in the Shareholder Reservation Portion (subject to the Bid Amount being up to ₹ 200,000) can also Bid under the Net Offer and Employee Reservation Portion (if eligible and subject to applicable limits) and such Bids shall not be treated as multiple Bids.*

(1) *Our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹50 million per Anchor Investor, and (iii) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million or part thereof will be permitted, subject to minimum allotment of ₹50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors.*

(2) *Subject to valid Bids being received at or above the Offer Price. This is an Offer in terms of Rule 19(2)(b) of the SCRR and Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Net Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company and the Selling Shareholders in consultation with the Book Running Lead Managers may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription,*

or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not more than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not more than 10% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

(3) *Anchor Investors are not permitted to use the ASBA process. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, Stock Exchanges shall, for all categories of investors viz. Retail, QIB, NII and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.*

(4) *In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.*

(5) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.*

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, at the time of making a Bid.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion, the Retail Portion, the Employee Reservation Portion or the Shareholder Reservation Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company and the Selling Shareholders in consultation with the Book Running Lead Managers and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "*Terms of the Offer*" on page 420.

Unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹200,000 up to ₹500,000. Eligible Employees bidding in the Employee Reservation Portion can also Bid under the Net Offer and such Bids will not be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories. For further details, see "*Terms of the Offer*" on page 420.

The Insurance Act prohibits any transfer of Equity Shares in the event the total paid up capital held by the transferee is likely to exceed 5% of the paid up capital after the transfer, unless a prior approval has been obtained by the acquirer from the IRDAI, in this regard. Accordingly, our Company shall not Allot Equity Shares pursuant to the Offer to any Bidder in excess of such number of Equity Shares which is likely to result in the total post-Offer paid up capital held by such Bidder to exceed 5% of the paid up capital of our Company after the Allotment without such approval.

Additionally, the Listed Indian Insurance Companies Guidelines are applicable to all insurance companies whose equity shares are listed on the stock exchanges and to the allotment process pursuant to a public issue. The guidelines, inter alia, propose self-certification of fit and proper criteria by a person intending to acquire equity shares of an insurer amounting to 1% or more, but less than 5%, of the paid up equity share capital of the insurer. The self-certification is to be filed with the insurance company and the same shall be considered as deemed approval of IRDAI for the purpose of Section 6A(4)(b)(iii) of the Insurance Act. However, if the person proposing to acquire equity shares is likely to result in (i) the aggregate holding of such person, his relatives, associate enterprises and persons acting in concert, increasing to 5% or more of the paid up equity share capital of the insurer or the total voting rights of the insurer, or (ii) the aggregate holding of such person along with the persons acting in concert, increasing to in excess of 10%, each such acquisition would require prior approval of the IRDAI. The investors intending to acquire Equity Shares amounting to 1% or more, up to 5%, of the paid up equity share capital of our Company in the Offer would be required to comply with the self-certification criteria as set out in "*Offer Procedure*" on page 430. Additionally, investors intending to acquire Equity Shares in the Offer such that (i) the aggregate holding of such investor, his relatives, associate enterprises and persons acting in concert, would increase to 5% or more of the paid up Equity Share capital of our Company or the total voting rights of our Company, or (ii) the aggregate holding of the investor along with the persons acting in concert, increasing to in excess of 10% of the paid up Equity Share capital of our Company or the total voting rights of our Company, each such acquisition would require prior approval of the IRDAI. For further details, see "*Key Regulations and Policies*" on page 204.

OFFER PROCEDURE

All Bidders should read the General Information Document which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges, the Book Running Lead Managers. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

*Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note ("**CAN**") and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) submission of Bid cum Application Form; (viii) designated date; (ix) disposal of applications; (x) submission of Bid cum Application Form; (xi) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xii) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xiii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.*

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs ("**UPI Phase III**"), as may be prescribed by SEBI. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular is effective for initial public offers opening on or after May 1, 2021, except as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021. The provisions of these circulars are deemed to form part of this Draft Red Herring Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application sizes are up to ₹500,000 shall use the UPI Mechanism.*

Further, SEBI vide its circular bearing reference number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, Stock Exchanges shall, for all categories of investors viz. Retail, QIB, NII and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

Further, our Company, the Selling Shareholders and the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Net Offer shall be available for allocation on a proportionate basis to QIBs. Our Company and the Selling Shareholders may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price, on a discretionary basis in accordance with the SEBI ICDR Regulations, out of which one-third shall be available for allocation to domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not more than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders, of which one-third of the Non-Institutional Portion shall be reserved for Bidders with Bids exceeding ₹200,000 up to ₹1,000,000 and two-thirds of the Non-Institutional Portion shall be reserved for Bidders with Bids exceeding ₹1,000,000. However, the unsubscribed portion in either of the sub-categories mentioned herein may be allocated to applicants in the other sub-category of Non-Institutional Bidders. Further, not more than 10% of the Net Offer shall be available for allocation to RIBs in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Furthermore, up to [●] Equity Shares, aggregating up to ₹[●] million may be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received at or above the Offer Price, if any. Additionally, up to [●] Equity Shares, aggregating up to ₹[●] million may be made available for allocation on a proportionate basis only to Eligible BOB Shareholders Bidding in the Shareholder Reservation Portion, subject to valid Bids being received at or above the Offer Price.

The Insurance Act prohibits an insurer from registering *inter alia* any transfer of Equity Shares in the event the total paid up capital held by the transferee is likely to exceed 5% of the paid up capital after the transfer, unless a prior approval has been obtained by the insurer from the IRDAI, in this regard. Additionally, issuance/allotment of Equity Shares by our Company will be in compliance with the Insurance Act, Transfer of Equity Shares Regulations, Listed Insurance Companies Guidelines and the IRDAI Circular on Transfer of Shares of the Insurance Companies dated July 22, 2020. Accordingly, our Company shall not Allot Equity Shares pursuant to the Offer to any Bidder in excess of such number of Equity Shares which is likely to result in the total post-Offer paid up capital held by such Bidder to exceed 5% of the paid up capital of our Company after the Allotment without such approval. In addition, Bidders interested in acquiring in excess of 1% but less than 5% of the paid up capital of our Company, should satisfy the 'fit and proper' criteria set out by our Company through a self-certification process.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, including the Employee Reservation Portion and the Shareholder Reservation Portion and except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories, at the discretion of our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange and subject to applicable laws. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories. Further, in the event of an under-subscription in the Employee Reservation Portion, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000. The unsubscribed portion, if any, in the Employee Reservation Portion shall be added to the Net Offer.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification by the Central Board of Direct Taxes dated February 13, 2020 read with press releases dated June 25, 2021 and September 17, 2021.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms, which do not have the details of the Bidders' depository account, including DP ID, Client ID, UPI ID (in case of UPI Bidders using the UPI Mechanism) and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Phased implementation of UPI for Bids by RIBs as per the UPI Circulars

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced and implemented the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing would be reduced to three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable to the Offer.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Managers.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post–Offer BRLM will be required to compensate the concerned investor.

Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for such application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

This Offer will be made under UPI Phase II of the UPI Circular, unless UPI Phase III of the UPI Circular becomes effective and applicable on or prior to the Bid/ Offer Opening Date.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/ or payment instructions of the UPI Bidders using the UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the relevant Bidding Centres, and at our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/ Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the Book Running Lead Managers.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process. UPI Bidders shall Bid in the Offer through the UPI Mechanism.

All ASBA Bidders are required to provide either, (i) bank account details and authorizations to block funds in the ASBA Form; or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form and the ASBA Forms that did not contain such details will be rejected. Applications made by UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable to be rejected. The ASBA Bidders shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder, pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

UPI Bidders Bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including QIBs, Non-institutional Investors and Retail Individual Investors, each resident in India	[●]

Category	Colour of Bid cum Application Form*
and Eligible NRIs applying on a non-repatriation basis	
Non-Residents including Eligible NRIs, their sub-accounts (other than sub-accounts which are foreign corporates or foreign individuals under the QIB Portion), FPIs or FVCIs registered multilateral and bilateral development financial institutions applying on a repatriation basis(1)	[●]
Anchor Investors(2)	[●]
Eligible Employees Bidding in the Employee Reservation Portion(3)	[●]
Eligible BOB Shareholders Bidding in the Shareholder Reservation Portion	[●]

* *Excluding electronic Bid cum Application Form.*

Notes:

(1) Electronic Bid cum Application forms and the abridged prospectus will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).

(2) Bid cum Application Forms for Anchor Investors will be made available at the office of the Book Running Lead Managers.

(3) Bid cum Application Forms for Eligible Employees will be available only at our branches and offices in India.

For ASBA Forms (other than UPI Bidders using the UPI Mechanism), the Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI Bidders Bidding using the UPI Mechanism) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any escrow collection bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges and the Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on the application monies blocked. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded during the Bid Period and the modification / updation of Bids shall close at 5.00 pm on the Bid / Offer Closing Date.

For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis through API integration to enable the Sponsor Bank to initiate a UPI Mandate Request to such UPI Bidders for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank and the Bankers to the Offer. The Sponsor Bank and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability.

For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/ Offer Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding using through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation on compliance with SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and such payment of processing fees to the SCSBs shall be made in compliance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The Sponsor Bank shall host a web portal for intermediaries (closed user group) from the date of the Bid/ Offer Opening Date till the date of listing of the Equity Shares, with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any), across intermediaries and any such processes having an impact /bearing on the Offer Bidding process.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in "offshore transactions" as defined in, and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs".

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Electronic registration of Bids

a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer.

b) On the Bid/ Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid / Offer Closing Date to modify / update select fields uploaded in the Stock Exchange Platform, after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Participation by the Promoters, Promoter Group, the Book Running Lead Managers, the Syndicate Members and persons related to Promoters/Promoter Group/the Book Running Lead Managers

The Book Running Lead Managers and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Managers and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the Book Running Lead Managers and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Managers nor any associate of the Book Running Lead Managers can apply in the Offer under the Anchor Investor Portion:

(i) mutual funds sponsored by entities which are associate of the Book Running Lead Managers;

(ii) insurance companies promoted by entities which are associate of the Book Running Lead Managers;

(iii) AIFs sponsored by the entities which are associate of the Book Running Lead Managers; or

(iv) FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the Book Running Lead Managers.

Except to the extent of participation in the Offer for Sale by Bank of Baroda and Carmel Point Investments India Private Limited, who are the Promoters of our Company, the members of the Promoter Group shall not participate by applying for Equity Shares in the Offer. Further, except for certain schemes of Baroda BNP Paribas Mutual Fund, which may participate in the Offer to the extent permitted under applicable law, persons related to the Promoters and Promoter Group shall not apply in the Offer under the Anchor Investor Portion. A qualified institutional buyer who has any of the following rights in relation to the Company shall also be deemed to be a person related to the Promoters or Promoter Group of our Company:

(i) rights under a shareholders' agreement or voting agreement entered into with the Promoters or Promoter Group of our Company;

(ii) veto rights; or

(iii) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an "associate of the Book Running Lead Managers" if:

(i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or

(ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or

(iii) there is a common director, excluding nominee director, amongst the Anchor Investors, the Book Running Lead Managers.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which such Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity-related instruments of any single company, provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible Non-Resident Indians

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorise their respective SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non- Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorise their respective SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Eligible NRIs applying on a non-repatriation basis in the Offer through the UPI Mechanism are advised to enquire with their relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circular). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circular) to apply in the Offer, provided the UPI facility is enabled for their NRE/NRO accounts.

For details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 448.

Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules.

Bids by HUFs

Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder/applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

Bids by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, *i.e.*, the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control)) shall be below 10% of our post-Offer Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (*i.e.*, up to 74%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

As specified in 4.1.4.2 (b)(i) and 4.1.4.2 (c)(iv) of the General Information Document, it is hereby clarified that bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations ("**MIM Structure**"), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids are liable to be rejected. Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments ("**ODI**") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category 1 FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to *inter alia* the following conditions:

(a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 22(1) of the SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Participation of FPIs in the Offer shall be subject to the FEMA Rules.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance finds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million and pension funds with a minimum corpus of ₹250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company and Selling Shareholders reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI FVCI Regulations, *inter alia,* prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI.

Further, VCFs and FVCIs can invest only up to 33.33% of their investible funds in various prescribed instruments, including in public offerings.

Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. Our Company, the Selling Shareholders and the Book Running Lead Managers will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by Limited Liability Partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders in consultation with the Book Running Lead Managers reserve the right to reject any Bid without assigning any reason thereof.

Bids by Banking Companies

In case of Bids made by banking companies registered with the RBI, certified copies of (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, (the "**Banking Regulation Act**"), and the Master Directions - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial services company cannot exceed 20% of the investee company's paid up share capital and reserves. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in excess of 30% of the paid-up share capital of the investee company, (ii) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (iii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, respectively, issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by Insurance Companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders in consultation with the Book Running Lead Managers reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended ("**IRDAI Investment Regulations**"), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Provident Funds/Pension Funds

In case of Bids made by provident funds/pension funds with minimum corpus of ₹250 million, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders in consultation with the Book Running Lead Managers reserve the right to reject any Bid, without assigning any reason thereof.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

Bids by Eligible Employees

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹500,000. However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000. Allotment in the Employee Reservation Portion will be as detailed in the section "*Offer Structure*" on page 426.

However, Allotments to Eligible Employees in excess of ₹200,000 shall be considered on a proportionate basis, in the event of undersubscription in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000. Subsequent undersubscription, if any, in the Employee Reservation Portion shall be added back to the Net Offer. Eligible Employees Bidding in the Employee Reservation Portion may Bid at the Cut-off Price.

Bids under the Employee Reservation Portion by Eligible Employees shall be:

1. Made only in the prescribed Bid cum Application Form or Revision Form.

2. Only Eligible Employees (excluding such other persons not eligible under applicable laws, rules, regulations and guidelines) would be eligible to apply in this Offer under the Employee Reservation Portion.

3. In case of joint bids, the sole/ First Bidder shall be the Eligible Employee.

4. Bids by Eligible Employees may be made at Cut-off Price.

5. Only those Bids, which are received at or above the Offer Price, would be considered for allocation under this portion.

6. The Bids must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee subject to a maximum Bid Amount of ₹500,000.

7. If the aggregate demand in this portion is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.

8. Bids by Eligible Employees in the Employee Reservation Portion and in the Net Offer portion shall not be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000.

If the aggregate demand in this portion is greater than [●] Equity Shares at or above the Offer Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of Allotment, see "*Offer Procedure*" on page 430.

Bids by Eligible BOB Shareholders

Bids under the Shareholder Reservation Portion shall be subject to the following:

1. Only Eligible BOB Shareholders (i.e. individuals and HUFs who are public equity shareholders of one of our Promoters, Bank of Baroda, excluding such other persons not eligible under applicable laws, rules, regulations and guidelines as at the date of the Red Herring Prospectus) would be eligible to apply in this Offer under the Shareholder Reservation Portion.

2. In case of joint Bids, the sole / first Bidder shall be an Eligible BOB Shareholder.

3. Only those Bids, which are received at or above the Offer Price, would be considered for allocation under this portion.

4. The Bids must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter.

5. Bids by Eligible BOB Shareholders in the Shareholder Reservation Portion, the Net Offer portion and the Employee Reservation Portion (if eligible) shall not be treated as multiple Bids subject to applicable limits. To clarify, Eligible BOB Shareholders Bidding in the Shareholder Reservation Portion above ₹ 200,000 can Bid in the Net Offer for up to ₹ 200,000 and Employee Reservation Portion (if eligible and subject to applicable limits), otherwise such Bids shall be treated as multiple Bids. If an Eligible BOB Shareholder is Bidding in the Shareholder Reservation Portion up to ₹ 200,000, application by such Eligible BOB Shareholder in the Retail Portion or Non-Institutional Portion and Employee Reservation Portion (if eligible and subject to applicable limits) shall not be treated as multiple Bids. Therefore, Eligible BOB Shareholders bidding in the Shareholder Reservation Portion (subject to the Bid Amount being up to ₹ 200,000) can also Bid under the Net Offer and Employee Reservation Portion (if eligible and subject to applicable limits) and such Bids shall not be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

6. If the aggregate demand in this portion is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible BOB Shareholders to the extent of their demand.

7. Any unsubscribed portion remaining in the Shareholder Reservation Portion shall be added to the Net Offer. Under-subscription, if any, in any category including the Shareholder Reservation Portion and Employee Reservation Portion, except in the QIB Portion, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company and the Selling Shareholders in consultation with the Book Running Lead Managers and the Designated Stock Exchange.

Eligible BOB Shareholders would need to have a valid PAN and their PAN should be updated with the register of shareholders maintained with Bank of Baroda. Further, Eligible BOB Shareholders would need to have a valid demat account and details, as Equity Shares can only be Allotted to Eligible BOB Shareholders having a valid demat account.

If the aggregate demand in this portion is greater than [●] Equity Shares at or above the Offer Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of Allotment, see "*Offer Procedure*" on page 430.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, the key terms for participation by Anchor Investors are provided below.

1. Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the Book Running Lead Managers.

2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100 million.

3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

4. Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date and will be completed on the same day.

5. Our Company and the Selling Shareholders, in consultation with the the Book Running Lead Managers will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100 million; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and (c) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.

6. Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the Book Running Lead Managers before the Bid/ Offer Opening Date, through intimation to the Stock Exchanges.

7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8. If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the

Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.

9. 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment and the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

10. Neither the (a) Book Running Lead Managers (s) or any associate of the Book Running Lead Managers (other than mutual funds sponsored by entities which are associate of the Book Running Lead Managers or insurance companies promoted by entities which are associate of the Book Running Lead Managers or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the Book Running Lead Managers or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the Book Running Lead Managers) nor (b) the Promoters, Promoter Group or any person related to the Promoters or members of the Promoter Group shall apply under the Anchor Investors category.

11. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document.

The information set out above is given for the benefit of the Bidders. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as specified in this Draft Red Herring Prospectus or as will be specified in the Red Herring Prospectus and the Prospectus.

General Instructions

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs, Eligible Employees Bidding under the Employee Reservation Portion and Eligible BOB Shareholders Bidding under the Shareholder Reservation Portion can revise their Bid(s) during the Bid/ Offer Period and withdraw or lower the size of their Bid(s) until Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid/ Offer Period.

***Do's*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

3. Ensure that you have Bid within the Price Band;

4. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

5. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not a UPI Bidder bidding using the UPI Mechanism in the Bid cum Application Form and if you are a UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. UPI Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;

7. UPI Bidders Bidding in the Offer shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

8. Retail Individual Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs;

9. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;

10. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the first Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is also signed by the ASBA Account holder;

11. Ensure that the names given in the Bid cum Application Form is/are exactly the same as the names in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

12. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil or acknowledgment specifying the application number as a proof of having accepted the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

13. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008 issued by SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of the circular dated July 20, 2006 issued by SEBI, may be exempted from specifying their PAN for transacting in the securities market, and (iii) persons/entities exempt from holding a PAN under applicable law, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

15. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

16. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

17. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;

18. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;

19. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

20. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

21. Since the Allotment will be in dematerialised form only, ensure that the depository account is active, the correct DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI mechanism) and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI mechanism) and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI mechanism) and PAN available in the Depository database;

22. In case of QIBs and NIIs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in);

23. Ensure that you have correctly signed the authorisation/ undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

24. Ensure that the Demographic Details are updated, true and correct in all respects;

25. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Offer, which is UPI 2.0 certified by NPCI;

26. Bidders (except UPI Bidders Bidding through the UPI Mechanism) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of RIBs, once the Sponsor Bank issues the Mandate Request, the RIBs would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

27. UPI Bidders Bidding through UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a UPI Bidder Bidding through UPI Mechanism shall be deemed to have verified the attachment containing the application details of the UPI Bidder Bidding through UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank issue a request to block the Bid Amount specified in the Bid cum Application Form in his/her ASBA Account;

28. UPI Bidders bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;

29. UPI Bidders using the UPI Mechanism who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner;

30. Bids by Eligible NRIs for a Bid Amount of less than ₹200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹200,000 would be considered under the Non-Institutional Category for allocation in the Offer;

31. UPI Bidders using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;

32. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Offer Closing Date;

33. In terms of the Listed Insurance Companies Guidelines, Bidders submitting a Bid for Equity Shares representing one percent or more and less than five percent of the post-Offer paid up equity capital of our Company should satisfy the 'fit and proper' criteria set out by our Company available at https://www.indiafirstlife.com/Investor-Relations, through a self-certification process; and

34. In terms of the Listed Insurance Companies Guidelines, Bidders should note that in the event the acquisition of Equity Shares results in the Bidder holding five percent or more of the post-Offer paid up equity capital of our Company, the approval of the IRDAI in this regard will need to be provided by such Bidder.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid Lot;

2. Do not submit a Bid using UPI ID, if you are not a UPI Bidder or if you are an Eligible BOB Shareholder applying for a Bid Amount above ₹500,000;

3. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by RIBs) and ₹500,000 for Bids by Eligible Employees Bidding in the Employee Reservation Portion;

4. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

5. Do not Bid/ revise the Bid amount to less than the Floor Price or higher than the Cap Price;

6. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

10. Do not submit the Bid for an amount more than funds available in your ASBA account;

11. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

12. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

13. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

14. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and/ or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;

15. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;

16. In case of ASBA Bidders (other than UPI Bidders using UPI mechanism), do not submit more than one Bid cum Application Form per ASBA Account;

17. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;

18. Anchor Investors should not bid through the ASBA process;

19. Do not submit the Bid cum Application Form to any non-SCSB bank or our Company;

20. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

21. Do not submit the GIR number instead of the PAN;

22. Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Managers;

23. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;

24. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid/ Offer Closing Date;

25. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders, Eligible Employees bidding in the Employee Reservation Portion and Eligible BOB Shareholders Bidding in the Shareholder Reservation Portion can revise or withdraw their Bids on or before the Bid/ Offer Closing Date;

26. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are a UPI Bidder and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;

27. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

28. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID details if you are a UPI Bidder Bidding through the UPI Mechanism. Further, do not provide details for a beneficiary account which is suspended or for which details cannot be verified to the Registrar to the Offer;

29. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;

30. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;

31. Do not Bid if you are an OCB;

32. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected; and

33. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders Bidding using the UPI Mechanism.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

2. Bids submitted without having sufficient balance to be blocked against the Bid amount in the bank account of the Bidder;

3. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

4. Bids submitted on a plain paper;

5. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

6. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);

7. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

8. Bids submitted without the signature of the First Bidder or sole Bidder;

9. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

10. ASBA Form by the RIBs by using third party bank accounts or using third party linked bank account UPI IDs;

11. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/ MRD/ DP/ 22/ 2010 dated July 29, 2010;

12. GIR number furnished instead of PAN;

13. Bids by RIBs with Bid Amount of a value of more than ₹200,000;

14. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

15. Bids accompanied by stock invest, money order, postal order or cash; and

16. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges. On the Bid/ Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Investors, after taking into account the total number of Bids received up to closure of timings for acceptance of Bid-cum-Application Forms as stated herein and as informed to the Stock Exchanges.

Further, in case of any pre-issue or post issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance officer. For details of the Company Secretary and Compliance officer, see "*General Information*" on page 82.

For helpline details of the Book Running Lead Managers pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see *"General Information"* on page 82.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, Investors shall be entitled to compensation in the manner specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 in case of delays in resolving investor grievances in relation to blocking or unblocking of funds.

For details of grounds for technical rejections of a Bid cum Application Form, see the General Information Document.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Stock Exchanges, along with the Book Running Lead Managers and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through the Offer through the offer document, except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 1% of the Offer to public may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the RIBs, Non-Institutional Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed. The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis.

The allotment of Equity Shares to each RIB shall not be less than the minimum bid lot, subject to the availability of shares in RIB category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

The allotment of Equity Shares to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in the SEBI ICDR Regulations.

Payment into Anchor Investor Escrow Accounts

Our Company and the Selling Shareholders, in consultation with the Book Running Lead Managers will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favour of:

(a) In case of resident Anchor Investors: "[●]"

(b) In case of Non-Resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation.

In the pre-Offer advertisement, we shall state the Bid/ Offer Opening Date and the Bid/ Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment Advertisement

Our Company, the Book Running Lead Managers and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation.

The information set out above is given for the benefit of the Bidders/applicants. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and Filing with the RoC

(a) Our Company, the Selling Shareholders and the Underwriters intend to enter into an Underwriting Agreement after the finalisation of the Offer Price.

(b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which would then be termed as the Prospectus. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be complete in all material respects.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

"*Any person who:*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹1 million or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5 million or with both.

Undertakings by our Company

Our Company undertakes the following:

- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six Working Days of the Bid/ Offer Closing Date or within such other time period prescribed by SEBI will be taken;
- the funds required for making refunds/unblocking (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- if Allotment is not made within six Working Days from the Bid/ Offer Closing Date or such other prescribed timelines under applicable laws, the entire subscription amount received will be refunded /unblocked within the time prescribed under applicable laws. If there is a delay beyond such prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and other applicable laws for the delayed period;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within time prescribed under applicable laws, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- the Promoter's contribution, if any, shall be brought in advance before the Bid/ Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees, in accordance with the applicable provisions of the SEBI ICDR Regulations;
- that if our Company does not proceed with the Offer after the Bid/ Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/ Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges shall be informed promptly;
- that if the Offer is withdrawn after the Bid/ Offer Closing Date, our Company shall be required to file a fresh offer document with SEBI, in the event a decision is taken to proceed with the Offer subsequently;
- that our Company shall not have recourse to the Net Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges where the listing is sought to be received;

- except for the allotment of Equity Shares pursuant to the Pre-IPO Placement, the Fresh Issue and upon any exercise of options vested pursuant to the ESOP Scheme, no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the relevant ASBA Accounts on account of non-listing, under-subscription, etc.; and

- adequate arrangements shall be made to collect all Bid cum Application Forms from Bidders.

Undertakings by the Selling Shareholders

Each Selling Shareholder undertakes, severally and not jointly, in relation to themselves and their respective portion of the Offered Shares that:

- the Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations and shall be in dematerialized form at the time of transfer;

- it is the legal and beneficial owner of the Offered Shares;

- such Offered Shares shall be transferred in the Offer, free and clear of any encumbrances;

- it shall not have recourse to the proceeds of the Offer for Sale until final approval for trading of the Equity Shares from the Stock Exchanges has been received; and

- The respective portion of the Offered Shares are fully paid up.

The statements and undertakings provided above, in relation to the Selling Shareholders, are statements which are specifically confirmed or undertaken, severally and not jointly, by each Selling Shareholder in relation to themself and their respective portion of the Offered Shares. All other statements or undertakings or both in this Draft Red Herring Prospectus in relation to the Selling Shareholders, shall be statements made by our Company, even if the same relate to the Selling Shareholders.

Utilisation of Offer proceeds

Our Company declares that:

- all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act;

- details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Net Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and

- details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industry Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment ("**FDI**") through press notes and press releases.

The DPIIT issued the Consolidated FDI Policy, which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular. Pursuant to Press Note 2 (2021 Series) issued by DPIIT, the FDI Policy was amended to reflect the increase in FDI limit up to 74% foreign investment under the automatic route. Foreign investment in the insurance sector is also regulated by the Insurance Act, the IRDA Act and the rules and regulations made thereunder and such laws are implemented by IRDAI. For details, see *"Key Regulations and Policies"* on page 204.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Offer Period.

As per the existing policy of the Government, OCBs cannot participate in the Offer.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in "offshore transactions" in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs".

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII: DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

Capitalized terms used in this section have the meanings that have been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of the Companies Act and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below:

The Articles of Association of the Company comprise of two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other until the commencement of the listing and trading of Equity Shares of our Company on a recognized stock exchange. In case of any conflict, inconsistency or contradiction between Part A and Part B, the provisions of Part B shall prevail and override. However, Part B shall automatically terminate and cease to have any force and effect (save and except as expressly set out therein) from the date of listing and trading of Equity Shares of the Company on a recognized stock exchange without any further action, including any corporate action, by the Company or by the Shareholders.

Authorised Share Capital

The authorized share capital of the Company shall be such amount, divided into such class(es), denomination(s) and number of shares in the Company as stated in Clause V of the MoA or as altered from time to time, with power to increase or reduce such capital from time to time and power to divide the shares in the capital for the time being into other classes and to attach thereto such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the Articles of the Company, subject to the provisions of applicable law for the time being in force.

Alteration of Capital - Power to sub-divide, consolidate and cancel share certificate

The Company may, by Ordinary Resolution and subject to the provisions of the Act, from time to time:

a. Increase the share capital by such amount to be divided into shares of such amount as it thinks expedient;

b. Consolidate and divide all or any its share capital into shares of larger amount than its existing shares;

c. Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by MoA, so however, that the resolution whereby there is sub-division may determine that as between the holders of the shares resulting from such sub-division one or more of such shares have some preference or special advantage in relation to dividend, capital or otherwise as compared with the others;

d. Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, or diminish the amount of its Share Capital by the amount of the Equity Share so cancelled; and

e. Convert all or any one its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination.

Allotment of Shares

Subject to the provisions of the Act and the Articles, the shares in the capital of the Company for the time being shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or at a discount and at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting to give to any person the option or right to call for any shares either at par or premium during such time and for such consideration.

Lien and Forfeiture

The Company shall subject to applicable law have a first and paramount lien on every share/ debenture (not being a fully paid share/ debenture) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called, or payable at a fixed time, in respect of that share/ debenture. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien: provide that no sale shall be made unless a sum in respect of which the lien exists is presently payable or until the expiration of 14 days' after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder of the share or the person entitled thereto by reason of his death or insolvency or otherwise.

If a Member of the Company fails to pay any call, or installment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or installment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.

Issue of Certificate

Every Member of the Company shall be entitled, without payment to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors approve, to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates, unless prohibited by any provision of law or any order of court, tribunal or other authority having jurisdiction, within two (2) months from the date of allotment, or within one (1) month of the receipt of application of registration of transfer, transmission, sub division, consolidation or renewal of any of its shares as the case maybe or within a period of six (6) months from the date of allotment in the case of any allotment of debenture. The provisions of the Act shall be complied with in the issue, reissue, renewal of share certificates and the format, sealing and signing of the certificates and records of the certificates issued shall be maintained in accordance with the said Act.

If any certificate be defaced, mutilated, torn, worn-out or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate.

No fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Transfer of Shares

The instrument of transfer of any share shall be in writing and all the provisions of the Act shall be duly complied with in respect of all transfer of shares and registration thereof. The Company shall use the form of transfer, as prescribed under the Act, in all cases. In case of transfer of shares, where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act, 1996 shall apply. The Board may decline to recognize any instrument of transfer unless the instrument of transfer is in the form prescribed under the Act, is in respect of only one class of shares and is accompanied by the certificate of shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer. Transfers above thresholds set by the IRDAI are subject to approval from IRDAI in accordance with section 6A of the Insurance Act and the The Insurance Regulatory and Development Authority of India (Listed Indian Insurance Companies) Guidelines, 2016.

Transmission of shares

The executors or administrators or the holders of a succession certificate issued in respect of the shares of a deceased Member and not being one of several joint holders shall be the only person whom the Company shall recognize as having any title to the shares registered in the name of such Members and in case of the death of one or more of the joint holders of any registered share, the survivor or survivors shall be entitled to the title or interest in such shares but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person. Provided nevertheless that in any case where the Board in its absolute discretion think fit, it shall be lawful for the Board to dispense with production of the probate or letter of administration or a succession certificate or such other legal representation upon such terms as to indemnity or otherwise as the Board may consider desirable.

Subject to the provisions of the Act and the Articles, any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any Members, or by any lawful means other than by a transfer in accordance with the Articles, may with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence as the Board thinks sufficient, that he sustains the character in respect of which he proposes to act under this Article, or of his title, elect to either be registered himself as holder of the shares or elect to have some person nominated by him and approved by the Board, registered as such holder or to make such transfer of the share as the deceased or insolvent member could have made. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. Provided, nevertheless, if such person shall elect to have his nominee registered, he shall testify that election by executing in favour of his nominee an instrument of transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of the shares.

Borrowing Powers

Subject to the provisions of the Act, the Insurance Act, the IRDA Act and the Articles, the Board may, from time to time and at its discretion, raise or borrow or secure the payment of any sums or sum of money for the purposes of the Company in such manner and upon such terms and conditions in all respects as it thinks fit.

General Meetings

All General Meetings of the Company other than the Annual General Meeting shall be called an Extra-ordinary General Meeting. The notice of a General Meeting shall be given to the Members of the Company and to such persons as are under the Act and/or the Articles entitled to receive such notice from the Company.

Meetings of Directors

The Board of Directors shall hold a minimum of four (4) meetings in a year with a maximum gap of 120 days between two meetings of the Board or such other time period as may be prescribed under applicable law for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in accordance with the Act. Notice of at least seven (7) days (or such other time period as may be prescribed under applicable law), in writing of every meeting of the Board shall be given to every Director and every alternate Director at his usual address whether in India or abroad, provided that a meeting may be convened by a shorter notice to transact urgent business subject to conditions under the Articles.

Subject to the provisions of the Act and other applicable law, the quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher and the participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum. If within half an hour from the time appointed for a meeting of the Board, a quorum is not present, the meeting, shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine.

Managing Directors and Whole-Time Directors

The Board may from time to time and with such sanction of the Central Government as may be required by the Act, and in any case, in accordance with the Insurance Act or any regulations thereunder, appoint one or more of the Directors to the office of the managing director and/ or whole time directors for such term and subject to such remuneration, terms and conditions as they may think fit.

Appointment of Directors

Subject to the applicable provisions of the Act and unless otherwise determined by General Meeting, the number of Directors of the Company shall not be less than 3 (three) and not more than 12 (twelve) and at least one (1) Director shall be resident of India in the previous year.

Post completion of the IPO, any shareholder shall have a right but not an obligation to nominate to the Board of Directors, as follows: 2 (two) Directors on the Board, for so long as it holds at least 25% of the issued and paid-up equity share capital of the Company on a fully diluted basis; and 1 (one) Director on the Board for so long as it holds at least 10% of the issued and paid-up equity share capital of the Company on a fully diluted basis. Shareholders holding less than 10% of the issued and paid-up equity share capital of the Company on a fully diluted basis shall not have any right to nominate Directors on the Board.

Bank of Baroda will have a right (but not an obligation) to nominate one of the directors nominated by it on the Board of Directors under this Article as chairman of our Company until such time that Bank of Baroda is classified as a promoter of our Company and holds at least 25% of the issued and paid-up equity share capital of our Company on a fully diluted basis.

Provided that the right under this Article may be exercised after approval of the right by way of a special resolution by the shareholders of the Company, at a general meeting held after the completion of the IPO.

Votes of Members

On a show of hands every Member present in person and being a holder of Equity Shares shall have one vote and every person present either as a Proxy on behalf of a holder of Equity Shares or as a duly authorized representative of a body corporate being a holder of Equity Shares, if he is not entitled to vote in his own right, shall have one vote.

On a poll, the voting rights of holder of Equity Shares shall be in proportion to his share in the paid-up Equity Share capital of the Company. A Member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him have been paid, or in regard to which the Company has lien and has exercised any right of lien.

Dividend

The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board. Subject to the provisions of the Act, the Board may from time to time pay to the Members such interim dividends of such amount on such class of shares and at such times as it may think fit and as appear to it to be justified by the profits of the Company.

All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

No dividend shall bear interest against the Company.

Unpaid or Unclaimed Dividend

Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration to any shareholder entitled to the payment of the dividend, the Company shall within seven days from the date of expiry of the said period of 30 days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account opened in that behalf in any scheduled bank.

Any money transferred to the said special account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the fund known as "Investors Education and Protection Fund" established under the Act.

No unclaimed or unpaid dividend shall be forfeited before the claim becomes barred by law and the Company shall comply with the provisions of the applicable laws in respect of such dividend.

Winding Up

Subject to the provisions of applicable law, the assets of the Company shall, on its winding up, be applied in satisfaction of its liabilities *pari passu* and, subject to such application, such assets shall be distributed among the Members according to their rights and interests in the Company.

Indemnity

Subject to the provisions the Act, the Company shall indemnify every Director and Officer of the Company against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in which relief is granted to them by the court or the tribunal. However, such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the negligence, willful misconduct or bad faith acts or omissions of such Director.

PART B

*The Articles of Association of the Company comprise of two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other until the commencement of the listing and trading of equity shares of the Company pursuant to the initial public offering of the equity shares of the Company (the "**IPO**" of the "**Equity Shares**" of the Company). In case of inconsistency or contradictions, conflict or overlap between Part A and Part B, the provisions of Part B shall prevail and be applicable until the commencement of listing and trading of Equity Shares of the Company on National Stock Exchange of India Limited and the BSE Limited. All articles of Part B shall automatically terminate, without any further corporate or other action by the Company or by its shareholders, and cease to have any force and effect from the date of commencement of listing and trading of Equity Shares of the Company on a recognized stock Exchange in India pursuant to the IPO and the provisions of Part A shall continue to be in effect and be in force, without any further corporate or other action, by the Company or by its shareholders.*

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material will be attached to the copy of this Draft Red Herring Prospectus which will be filed with the RoC. Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at our Registered Office between 10 a.m. and 5 p.m. on all Working Days from date of the Red Herring Prospectus until the Bid/ Offer Closing Date. The copies of the contracts and also the documents for inspection referred to hereunder have also been uploaded on the website of our Company at https://www.indiafirstlife.com/Investor-Relations and are available for inspection from date of the Red Herring Prospectus until the Bid/ Offer Closing Date.

A. Material Contracts for the Offer

(1) Offer Agreement dated October 21, 2022, amongst our Company, the Selling Shareholders and the BRLMs.

(2) Registrar Agreement dated October 21, 2022, amongst our Company, the Selling Shareholders, and the Registrar to the Offer.

(3) Cash Escrow and Sponsor Bank Agreement dated [●] amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Members, the Escrow Collection Bank(s), Sponsor Bank, Public Offer Account Bank and the Refund Bank(s).

(4) Share Escrow Agreement dated [●] amongst the Selling Shareholders, our Company and the Share Escrow Agent.

(5) Syndicate Agreement dated [●] amongst our Company, the Selling Shareholder, the BRLMs, and Syndicate Members.

(6) Underwriting Agreement dated [●] amongst our Company, the Selling Shareholders, and the Underwriters.

B. Material Documents

(1) Certified copies of updated MoA and AoA of our Company, amended from time to time.

(2) Certificate of incorporation dated June 19, 2008 issued to our Company, under the name ‘Baroda L & G Life Insurance Company Limited’ by the RoC.

(3) Fresh certificate of incorporation dated September 16, 2009 issued by the RoC, consequent upon change of name from ‘Baroda L & G Life Insurance Company Limited’ to ‘IndiaFirst Life Insurance Company Limited’.

(4) Certificate of IRDAI registration dated November 5, 2009.

(5) Resolution of the Board of Directors dated July 18, 2022 authorising the Offer and other related matters.

(6) Shareholders’ resolution dated October 20, 2022 in relation to the Offer and other related matters.

(7) Resolution of the Board of Directors dated October 18, 2022 taking on record the consent of the Selling Shareholders to participate in the Offer for Sale.

(8) Resolution of the Board of Directors dated October 18, 2022 approving the Draft Red Herring Prospectus.

(9) Resolution of the board of directors of Bank of Baroda dated July 30, 2022, consenting to participate in the Offer for Sale.

(10) Resolution of the board of directors of Carmel Point Investments India Private Limited dated October 17, 2022, consenting to participate in the Offer for Sale.

(11) Resolution of the investment committee of Union Bank dated September 14, 2022, consenting to participate in the Offer for Sale.

(12) Consent letter dated October 18, 2022 provided by Bank of Baroda, consenting to participate in the Offer for Sale.

(13) Consent letter dated October 18, 2022 provided by Carmel Point Investments India Private Limited, consenting to participate in the Offer for Sale.

(14) Consent letter dated October 18, 2022 provided by Union Bank, consenting to participate in the Offer for Sale.

(15) IRDAI in-principal approval letter for the proposed Offer dated October 20, 2022.

(16) Subscription and shareholders' agreement dated March 4, 2008 entered into by and amongst our Company, Bank of Baroda, Andhra Bank (now Union Bank) and Legal & General Group PLC, as amended pursuant to a letter dated March 5, 2009. Our Company was made party pursuant to a deed of adherence dated September 25, 2009, and the shareholders' agreement was further amended by the second amendment agreement dated October 9, 2009, third amendment agreement dated October 10, 2016, fourth amendment agreement dated May 26, 2017, fifth amendment agreement dated July 4, 2019, sixth amendment agreement dated September 6, 2022 and further amended pursuant to the amendment cum termination agreement dated October 21, 2022.

(17) Share purchase agreement dated June 1, 2018 entered into by and amongst our Company, Carmel Point Investments India Private Limited and Legal & General Middle East Limited.

(18) Employment agreement dated March 3, 2015 entered into between our Company and our Managing Director and Chief Executive Officer, R.M. Vishakha, read with the addendum to the agreement dated March 11, 2020.

(19) Trade logo agreement dated September 8, 2022 entered into between our Company and Bank of Baroda.

(20) Trade logo agreement dated July 14, 2020 entered into between our Company and Union Bank of India.

(21) IndiaFirst Life Insurance Employee Stock Option Plan 2022.

(22) Consent dated October 20, 2022 from our Joint Statutory Auditors, namely, Mehta Chokshi & Shah LLP and N S Gokhale & Company, to include their names as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as "experts" as defined under section 2(38) of the Companies Act, 2013 in in respect of their (a) examination report of Joint Statutory Auditors dated October 18, 2022 on the Restated Financial Information, (b) report dated October 20, 2022 on the statement of special tax benefits and (c) certification in respect of key performance indicators dated October 20, 2022 disclosed in this Draft Red Herring Prospectus; and such consents has not been withdrawn as on the date of this Draft Red Herring Prospectus.

(23) Consent dated October 13, 2022 from Willis Towers Watson Actuarial Advisory LLP to include the Independent Actuary's name in this Draft Red Herring Prospectus, as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as Independent Actuary and in respect of the Embedded Value Report; and consent dated October 17, 2022 to include the Independent Actuary's name in this Draft Red Herring Prospectus, as an "expert" as defined under section 2(38) and section 26 of the Companies Act, 2013 to the extent and in his capacity as Independent Actuary in respect of VONB, the corresponding VONB margin and any extracts from the certificate on VONB dated October 12, 2022; and such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus.

(24) Consents of our Directors, Selling Shareholders, our Company Secretary and Compliance Officer, Legal Advisors to the Offer, Banker(s) to our Company, Banker(s) to the Offer, the BRLMs, Syndicate Members, and the Registrar to the Offer.

(25) Report titled "*Analysis of Life Insurance Industry in India*" dated October 20, 2022, prepared and issued by CRISIL and commissioned by our Company.

(26) CRISIL consent letter dated October 20, 2022.

(27) CRISIL engagement letter dated September 14, 2022.

(28) Embedded value report titled "*Reporting Actuary's Report on Indian Embedded Value as at 31 March 2022*" dated September 12, 2022 issued by the Independent Actuary.

(29) The examination report dated October 18, 2022 of the Joint Statutory Auditors on the Restated Financial Information.

(30) The report dated October 20, 2022 on the statement of special tax benefits from the Joint Statutory Auditors.

(31) Copies of annual reports of our Company for the preceding three Fiscals.

(32) Certificate dated June 2, 2022 from our Appointed Actuary in relation to actuarial report and abstract for Fiscal 2022, under the Insurance Act and the Insurance Regulatory and Development Authority of India (Actuarial Report and Abstract for Life Insurance Business) Regulations, 2016.

(33) Certificate dated July 25, 2022 from our Appointed Actuary in relation to actuarial valuation of liabilities of our Company as at June 30, 2022, as required under the IRDAI Issuance of Capital Regulations.

(34) Due diligence certificate dated October 21, 2022 addressed to SEBI from the BRLMs.

(35) In principle listing approvals dated [●] and [●] issued by BSE and NSE respectively.

(36) Tripartite agreement dated September 12, 2017 amongst our Company, NSDL and the Registrar to the Offer.

(37) Tripartite agreement dated January 2, 2018 amongst our Company, CDSL and the Registrar to the Offer.

(38) SEBI final observation letter dated [●].

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without notice to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, and IRDAI, established under Section 3 of the IRDA Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Sanjiv Chadha
(Chairman and Non-Executive Director)

Date: October 21, 2022

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, and IRDAI, established under Section 3 of the IRDA Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

R.M. Vishakha
(Managing Director and Chief Executive Officer)

Date: October 21, 2022

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, and IRDAI, established under Section 3 of the IRDA Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Narendra Ostawal
(Non-Executive Director)

Date: October 21, 2022

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, and IRDAI, established under Section 3 of the IRDA Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Joydeep Dutta Roy
(Non-Executive Director)

Date: October 21, 2022

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, and IRDAI, established under Section 3 of the IRDA Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Arun Lahu Chogle
(Independent Director)

Date: October 21, 2022

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, and IRDAI, established under Section 3 of the IRDA Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Kavassery Sankaranarayanan Gopalakrishnan
(Independent Director)

Date: October 21, 2022

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, and IRDAI, established under Section 3 of the IRDA Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Hemant Kaul
(Independent Director)

Date: October 21, 2022

Place: Jaipur

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, and IRDAI, established under Section 3 of the IRDA Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Harita Gupta
(Independent Director)

Date: October 21, 2022

Place: Gurgaon

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, and IRDAI, established under Section 3 of the IRDA Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY CHIEF FINANCIAL OFFICER

Kedar Patki

Date: October 21, 2022

Place: Mumbai

DECLARATION

We, Bank of Baroda, hereby confirm and certify that all statements and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including statements made or confirmed by or relating to the Company, the other Selling Shareholders or any other person(s) in this Draft Red Herring Prospectus.

FOR AND ON BEHALF OF BANK OF BARODA

____

Name: Joydeep Dutta Roy

Designation: Executive Director

Date: October 21, 2022

Place: Mumbai, India

DECLARATION

Carmel Point Investments India Private Limited hereby confirms that all statements and undertakings specifically made or confirmed by it in this Draft Red Herring Prospectus in relation to itself, as a Selling Shareholder and its respective portion of the Offered Shares, are true and correct. Carmel Point Investments India Private Limited assumes no responsibility for any other statements, disclosures and undertakings, including any and all statements made or confirmed by, about or relating to, the Company, its business, the other Selling Shareholder(s) or any other person(s) in this Draft Red Herring Prospectus.

FOR AND ON BEHALF OF CARMEL POINT INVESTMENTS INDIA PRIVATE LIMITED

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Name: Narendra Ostawal

Designation: Director

Date: October 21, 2022

Place: Mumbai

DECLARATION

We, Union Bank of India, hereby confirm and certify that all statements and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including statements made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

FOR AND ON BEHALF OF UNION BANK OF INDIA

Name: Akhilesh Kumar

Designation: Deputy General Manager - Treasury

Date: October 21, 2022

Place: Mumbai

SECTION X: EMBEDDED VALUE REPORT

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IndiaFirst Life Insurance Company Limited

Reporting Actuary's Report on Indian Embedded Value as at 31 March 2022

12 September 2022

Kunj Behari Maheshwari
Partner
Willis Towers Watson Actuarial Advisory LLP

12 September 2022

The Board of Directors,
IndiaFirst Life Insurance Company Limited
12th and 13th Floor, North [C] Wing
Tower 4, Nesco IT Park, Nesco Center,
Western Expressway, Goregaon (East),
Mumbai 400063
Maharashtra, India

Dear Sirs,

I have pleasure in enclosing my report on the Indian Embedded Value of IndiaFirst Life Insurance Company Limited. The embedded value results provided in this report are assessed as at 31 March 2022 and computed to be in compliance with the standards issued by the Institute of Actuaries of India within the Actuarial Practice Standard 10 titled 'Determination of the Embedded Value (EV) of life insurance companies incorporated in India and regulated by IRDA for the purpose of Initial Public Offering (IPO)'.

This report has been prepared in accordance with the terms of a signed engagement letter dated 11 May 2022 and an addendum to this letter dated 8 August 2022, for the purpose set out in Section 1 of this report. I would also draw your attention to the Reliances and Limitations set out in Section 5.

Yours faithfully,

Willis Towers Watson Actuarial Advisory LLP

Kunj Behari Maheshwari
Partner
Willis Towers Watson Actuarial Advisory LLP

Willis Towers Watson Actuarial Advisory LLP
Registered Office:
A-210, Pioneer Urban Square
Sector - 62
Golf Course Extension Road
Gurugram-122003, India

T: +91 124 427 4047
E: kunj.maheshwari@wtwco.com
LLP Identification Number – AAL-3237

Table of Contents

Section 1: Introduction

Preface

1.1 Insurance Regulatory and Development Authority of India (Issuance of Capital by Indian Insurance Companies transacting Life Insurance Business) Regulations, 2015 dated 17 December 2015 require an Embedded Value (EV) report to be prepared by an Independent Actuary in the manner prescribed by the Actuarial Practice Standard issued by the Institute of Actuaries of India (IAI).

1.2 IAI has issued Actuarial Practice Standard 10, version 1.02 dated 28 March 2015 titled 'Determination of the Embedded Value (EV) of life insurance companies in India and regulated by IRDA for the purpose of initial public offering (IPO)' (APS10). Embedded value of a life insurance company calculated in compliance with this practice standard is known as Indian Embedded Value (IEV).

1.3 Willis Towers Watson Actuarial Advisory LLP ("**WTW**", "**we**", "**our**" or "**us**") has been engaged by IndiaFirst Life Insurance Company Limited ("**IndiaFirst Life**", **"the Company"**, **"you"** or **"your"**) to prepare a Reporting Actuary's Report on Indian Embedded Value as at 31 March 2022 (valuation date), as envisaged by the APS10. The terms of reference are set out in a signed engagement letter dated 11 May 2022 and an addendum to this letter dated 8 August 2022.

1.4 I, Kunj Behari Maheshwari ("**I**", "**me**" or "**my**") have acted as an independent actuary to prepare this report as per the engagement. This report provides my opinion on the Indian Embedded Value as at 31 March 2022 for IndiaFirst Life.

1.5 This report has been prepared for inclusion in the Draft Red Herring Prospectus ("the Prospectus") of IndiaFirst Life and sets out the scope of the work that we have been engaged to undertake and summarises the conclusion of our work. The reader's attention is drawn to the reliances and limitations set out in Section 5 of this report.

1.6 This report should be read in conjunction with the rest of the Prospectus which provides a more complete description of the business and related risk factors of IndiaFirst Life.

1.7 This report is addressed to the Board of Directors of IndiaFirst Life in accordance with the terms of reference. To the fullest extent permitted by applicable law or regulation, we do not accept or assume any responsibility, duty of care or liability to anyone other than IndiaFirst Life for or in connection with this report.

1.8 The scope of our work comprised the following elements:

- To review and report on the methodology, economic and operating assumptions used to determine the components of IEV.
- To review and report on the following results:
  - IEV comprising Adjusted Net Worth (ANW) and Value of In-Force business (VIF) as at 31 March 2022;
  - Value of One year's New Business (VONB) for the period from 1 April 2021 to 31 March 2022 (prior year);
  - Sensitivity results for IEV and VONB; and
  - Analysis of movement in IEV over the prior year.
- To review the calculations undertaken within the embedded value models developed by IndiaFirst Life for a selection of products representing more than 90% of VIF and 90% of VONB presented in this report.

1.9 **Materiality**: Our work has been performed to materiality criteria as approved by the Board of IndiaFirst Life. Materiality limits have been set for specified individual judgements of materiality for ANW, VIF, VONB and analysis of movement, respectively. The aggregate of all such judgements made is such that the IEV prepared should be within 5% of IEV at an aggregate level, should the IEV be derived based on the requirements of APS10 in their entirety.

1.10 Based on the work undertaken, it is estimated that the overall impact of known limitations and approximations applied would be less than 1% of the IEV as at 31 March 2022 presented in this report.

1.11 **Professional disclosure:** I have signed off this report as a Fellow member of the Institute of Actuaries of India (membership number 3712). I hold a Certificate of Practice issued by the IAI. I am a partner in Willis Towers Watson Actuarial Advisory LLP.

1.12 **Conflict of interest:** I have fully considered my relationship with the Company, its Board of Directors and other advisors and have concluded that I have no conflict of interest. I do not own any shares or share options in IndiaFirst Life or its promoter entities.

1.13 **Independence:** I have no prior commercial or employment relationships with the Company. I have considered my prior engagements with IndiaFirst Life as well as my relationships with the parties involved in the proposed transaction related to the listing of shares of the Company, including its promoters, employees, its other advisors and the potential investors and I have concluded that my status is independent of such parties in general and IndiaFirst Life in particular.

All judgements during my work are based on my independent assessment of the underlying matters. However, I have had to place significant reliance on the accuracy and completeness of the information provided to me by IndiaFirst Life in arriving at such conclusions.

Consequently, in preparing this report I have relied upon information provided to me, orally and in writing, by IndiaFirst Life and on information from a number of public sources. Whilst independent verification of the information gathered was not undertaken, I have reviewed certain information for reasonableness and consistency. Reliance is placed on but not limited to the accuracy of all information and data provided to me. A sample of such information is listed in Section 5.

1.14 **Nature of advice**: During the period of this engagement, WTW has not provided any actuarial advice to IndiaFirst Life not related to the current valuation nor have we given any guidance or opinions which were not strictly actuarial.

1.15 **Compliance with APS10:** I confirm that I have fully complied with the requirements of APS10 in preparing this report with the following exception:

Although my report has been reviewed by another actuary, this has not been undertaken by a Reviewing Actuary who is a Fellow of the Institute of Actuaries of India as defined within the APS10. I understand that following the introduction of the IRDAI (Issuance of Capital by Indian Insurance Companies transacting Life Insurance Business) Regulations, 2015, the former requirement of a Reviewing Actuary within the IRDAI (Issuance of Capital by Life Insurance Companies) Regulations, 2011 to which APS10 refers is superseded.

1.16 **Forward looking projections**: No value is placed on any new business written or expected to be written after the valuation date. For the avoidance of doubt, given the nature of the life insurance business, neither the best estimate assumptions used to determine the IEV nor any of the results presented in this report are intended to represent forward looking statements for the purpose of SEBI's listing rules.

1.17 **Acknowledgement:** I would like to acknowledge with gratitude the support provided to me by the global network of WTW entities. I would also like to thank Mr. Vivek Jalan (Fellow of Institute of Actuaries of India) who has provided internal peer review support and Mr. Abhishek Chadha (Fellow of Institute of Actuaries of India) for his support.

Data

1.18 Unless otherwise stated, we have relied on the data and information provided to us by IndiaFirst Life in carrying out this valuation, as described in Section 5.

1.19 IndiaFirst Life has provided us with a letter of representation confirming that all data and information (including policy data, asset information, financial statements and experience investigations among others) provided to us is accurate and complete for the purpose of computing the results set out in this report.

1.20 IndiaFirst Life has engaged an independent audit firm to review the policy data used for the valuation as well as the data used for undertaking the experience investigations underlying the determination of operating assumptions set out in this report. We have reviewed the report on data integrity prepared by such audit firm together with its observations to assess reasonableness of the data used for the current valuation.

1.21 IndiaFirst Life has also provided us with an outline of the checks performed to ensure that the policy data used for IEV purpose is complete and accurate. We have reviewed the results of such data checks.

1.22 We have also reviewed information provided to us from multiple sources for consistency, where relevant, as well as considered external sources of data, as necessary.

1.23 Based on the above, we have reasonable comfort that the data used for the current valuation is appropriate and fit-for-purpose.

Opinion

1.24 Based on the scope of work set out above, I have concluded that the methodology and assumptions used to determine Indian Embedded Value as at 31 March 2022 for IndiaFirst Life, together with the disclosure provided in this document, comply with the requirements of APS10, and in particular that:

- the economic assumptions used are internally consistent and result in the projected cash-flows being valued in line with the prices of similar cash-flows that are traded on the capital markets;
- the operating assumptions have been set with appropriate regard to the past, current and expected future experience;
- the Required Capital has been determined and projected on the basis of IndiaFirst Life's internal capital target of 175% of the Required Solvency Margin and has been assessed from a shareholders' perspective;
- allowance has been made for the Cost of Residual Non-Hedgeable Risks; and
- for participating business, the assumed bonus rates, and allocation of profit between policyholders and shareholders, are consistent with the projection assumptions, established company practice and local market practice.

1.25 I have performed a number of checks on the models, processes and results of the calculations and am satisfied that the results presented in this report have been prepared, in all material respects, in accordance with the methodology and assumptions set out in this report. IndiaFirst Life has calculated all the results which are set out in this report which I have independently reviewed.

1.26 In arriving at these conclusions, I have relied on data and information provided by the Company. To the fullest extent permitted by applicable law, I do not accept or assume any responsibility, duty of care or liability to anyone other than IndiaFirst Life for or in connection with this work, the opinion I have reached or for any statement set forth in this opinion.

1.27 COVID-19 is an ongoing and continuously evolving issue which has and will continue to have significant effects on global economic activity and insurance claims experience. The actual effects of COVID-19 could have an unexpected material impact on our findings. The level of uncertainty affecting our conclusions and the underlying volatility of actual outcomes is increased because of the emergence and contingent evolution of COVID-19.

1.28 **Disclosures and consents:** This opinion is made solely to the Board of Directors of IndiaFirst Life in accordance with the terms of our engagement letter dated 11 May 2022 and an addendum to this letter dated 8 August 2022. I have given, and not withdrawn, my written consent to the inclusion of this report and my name within the Prospectus in the form and context in which they are included. I do not authorise or cause the issue of such Prospectus and take no responsibility for its contents other than this report to the extent stated herein.

Section 2: Methodology

2.1 Embedded Value is a measure of the consolidated value of shareholders' interest in the covered life insurance business. The embedded value of IndiaFirst Life has been determined by following a market consistent methodology, as per the requirements and principles set forth by the IAI within the APS10.

Covered business

2.2 All life insurance business written by IndiaFirst Life since inception and in-force as on the valuation date (including lapsed business which have the potential of getting revived) is included in IEV as defined under the applicable IRDAI regulations and which has been considered for assessment of actuarial liabilities by the Appointed Actuary on the date on which IEV is prepared. No exclusions have been made from the in-force business as at the valuation date as 'non-covered' business. We have undertaken a reconciliation of the covered business included within IEV against the reported actuarial liabilities as at 31 March 2022 to validate completeness of the business covered by IEV.

Components of embedded value

2.3 IEV is calculated as the sum of Adjusted Net Worth (ANW) and Value of In-Force business (VIF).

2.4 ANW comprises Free Surplus (FS) and Required Capital (RC).

2.5 VIF consists of the following components:

- Present Value of Future Profits (PVFP) expected to emerge from the covered business;
- *Less* Frictional Cost of Capital (FCoC);
- *Less* Time Value of Financial Options and Guarantees (TVFOG);
- *Less* Cost of Residual Non-Hedgeable Risks (CRNHR).

2.6 In addition to the embedded value, the Value of One Year's New Business (VONB) is considered a key value metric and has been presented alongside the IEV results set out in this report. VONB is a measure of the value to shareholders created through the activity of writing new business during a specified period.

2.7 Further details in respect of each of the above components of IEV are set out below.

2.8 **Adjusted Net Worth:** The sum of the Free Surplus and Required Capital is the Adjusted Net Worth. This is the value of all assets allocated to the covered business that are not required to back the liabilities of the covered business.

2.9 As the starting point, statutory net shareholder equity from the balance sheet has been computed on the local accounting basis. A reconciliation of ANW with the reported balance sheet of IndiaFirst Life is provided in Section 4.

2.10 The ANW includes an adjustment to the statutory net shareholder equity from the statutory balance sheet to reflect the market value of assets allocated to, but not required to support, the in-force business as at the valuation date.

2.11 **Required Capital:** The IRDAI requires life insurance companies to maintain a statutory minimum solvency ratio of at least 150% of the Required Solvency Margin (RSM). Required Capital for IndiaFirst Life has been set at 175% of the RSM, based on the Company's internal capital target. RSM has been projected by applying the solvency margin factors prescribed by the IRDAI appropriate to each line of business. The required capital is presented from a shareholders' perspective, wherein Funds for Future Appropriation (FFA) in the participating fund and sub-ordinated debt serve to reduce the required capital.

2.12 **Free Surplus:** Free Surplus represents the market value of any assets in excess of liabilities and Required Capital which is potentially distributable to shareholders immediately. Free Surplus has been calculated as the excess of ANW over the Required Capital.

2.13 **Present Value of Future Profits:** PVFP represents the present value of future post taxation shareholder cash-flows projected to emerge from the in-force covered business and the assets backing liabilities of the in-force covered business. The PVFP incorporates an allowance for the intrinsic value of financial options and guarantees.

2.14 In a market consistent method, the approach to reflect the risks in the business is to calibrate allowance for risk to match the market price for risk where reliably observable. However, most insurance liabilities are illiquid and not traded. Therefore, proxy methods are used to estimate an equivalent value of the shareholders' interests in the in-force business. Following an arbitrage free principle, the expected distributable shareholder earnings are projected and discounted at reference rates that are a proxy for the risk-free rate.

2.15 For non-participating products, distributable shareholder earnings are calculated as the sum of the net cash-flows from the in-force policies and investment return; the release of reserves held as on valuation date; less taxes.

2.16 For participating products, distributable shareholder earnings are calculated as the net of tax transfer to shareholders resulting from bonus distributions to policyholders (i.e., 1/9th of the total cost of bonus declared) including reversionary and terminal bonuses.

2.17 **Frictional Cost of Capital**: Allowance is made for the impact of taxation on investment returns and for the impact of investment expenses (after tax) on the assets backing the projected Required Capital, together with an allowance for shareholders' fund expenses. The tax rate applicable on investment earnings is assumed equal to the rate for tax on surplus currently applicable to IndiaFirst Life. Required Capital, assumed equal to 175% of the RSM, is projected over the lifetime of the underlying liabilities. Unit loading for investment expenses and shareholders' fund expenses are based on actual historic costs, derived from expense investigations covering the costs incurred over the prior year. FFA in the participating fund serves to reduce the projected Required Capital, until distributed in the form of future bonuses to policyholders and associated shareholder transfers equal to $1/9^{th}$ of the bonus distributed. Sub-ordinated debt, to the extent permissible by applicable regulations, serves to reduce the required capital. There are no other caps applied.

2.18 **Time Value of Financial Options and Guarantees**: An assessment has been made for asymmetric impact on shareholder value due to any financial options and guarantees within the covered business of IndiaFirst Life. The nature of financial options and guarantees within the covered business is summarised in the table below:

Table 2.1: Nature and description of financial options and guarantees in the covered business

Product name and description	Description of financial options and guarantees	Approach to quantification
All participating products	Sum assured and vested bonuses are guaranteed on death and maturity; future bonuses may not be negative.	Cost of guarantees and any residual burn-through costs to shareholders are assessed using risk-neutral simulations; management actions consistent with policyholders' reasonable expectations were considered when conducting this analysis.
All unit-linked products issued post 2013	As per Section 37(d) of the IRDAI (Linked Insurance Products) Regulations, 2013, in order to ensure compliance with the reduction in yield guidelines, the insurer may need to provide non-negative clawback additions at specific durations.	Reserves held by IndiaFirst Life in respect of this guarantee are considered sufficient based on assessment using risk-neutral simulations. These reserves are considered sufficient to allow for the cost of the guarantees and the reserves are not released through the PVFP.
Discontinuance policy fund for unit-linked policies	Minimum rate of interest is payable on the discontinuance policy fund as prescribed by the IRDAI from time to time for discontinued policies still within their 5-year lock-in period.	Additional statutory provision is maintained as difference between the expected return on backing assets and minimum guarantee at a policy level. These reserves are considered sufficient to allow for the cost of the guarantees and the reserves are not released through the PVFP.
Group savings products	Capital guarantee is provided whereby a positive crediting rate will be declared each year.	TVFOG has been assessed to be immaterial and not considered further.

2.19 **Cost of Residual Non-Hedgeable Risks**: A bottom-up assessment of risks has been undertaken to allow for the cost of residual non-hedgeable risks not already allowed for elsewhere. CRNHR has been estimated using a cost of capital approach.

2.20 A list of risks faced by IndiaFirst Life, both financial and non-financial, were assessed for the purposes of CRNHR. Classification of each individual risk for inclusion within CRNHR was based on an assessment of the characteristics of each risk with respect to the following (as applicable to IndiaFirst Life):

– The degree to which price of the risk can be reasonably assessed based on hedging instruments available in the financial markets, including depth and liquidity of the underlying markets relative to exposure of IndiaFirst Life;

- The extent of risk already allowed within ANW, PVFP and TVFOG;
- The manner in which best estimate assumptions have been derived, including the degree of uncertainty in the best estimate assumptions;
- The degree of asymmetry of experience around the best estimate;
- It may be noted that assumptions have been set for IndiaFirst Life in accordance with the expected mean estimate of the underlying risk variable without any margin for prudence or adverse deviations over the best estimate.
- The degree of asymmetry of the impact of variation in experience on shareholder returns (even if the experience itself is expected to be symmetric around the best estimate assumption); and
- The overall materiality of the risk with respect to shareholder returns in the context of the business of IndiaFirst Life.

2.21 Based on the above assessment, allowance for the following non-financial risks have been explicitly considered for CRNHR of IndiaFirst Life: mortality; pandemic and catastrophe; persistency; mass lapse; expense and inflation; and operational risk. The degree of asymmetric impact on shareholder value is set out within sensitivity tests provided in this report. Additionally, pandemic and catastrophe; mass lapse and operational risks are considered asymmetric. IndiaFirst Life has negligible exposure to longevity risk with annuities forming approximately 0.2% of total non-linked reserves as at 31 March 2022, therefore, longevity risk has not been considered explicitly in the assessment of CRNHR.

2.22 An assessment of financial non-hedgeable risks - including the necessity to extrapolate the yield curve beyond 40 years; having to place reliance on relatively sparse market data for imputing implied equity and swaption volatilities and making judgements regarding their reasonableness – have resulted in a non-material impact and have therefore not been considered further in the CRNHR.

2.23 For each risk identified for inclusion within the CRNHR, stand-alone risk capital has been computed to be consistent with a 99.5% confidence level over a one-year time horizon using an economic capital model, broadly consistent with the EU Solvency II Standard Formula.

2.24 Diversification benefits are considered at a Company level using a correlation matrix approach, thereby allowing for diversification between individual risks as well as across line of businesses. No diversification benefits are allowed for in respect of operational risk.

2.25 CRNHR is calculated net of tax; and from a shareholders’ perspective, including any residual burn-through costs to shareholders from participating fund.

2.26 Risk-capital for non-hedgeable risks is projected over the lifetime of the underlying risk by choosing a risk driver. In selecting economic capital drivers which are used to project the risk capital, I have performed checks to ensure that any differences in the run-off patterns of selected capital drivers and accurately projected risk capitals have an immaterial impact on IEV and VNB presented in this report.

2.27 A cost of capital charge of 5% is used for the calculation of CRNHR of IndiaFirst Life. This is based on an estimate of the cost of capital obtained using a range of capital models. An average of the cost of capital charge obtained from these different estimates has been used, with further consideration given to:

- Weighted average cost of capital for funding sources for IndiaFirst Life (assumed to be equity);
- Allowance for impact of taxation;
- Exclusions from total returns of items that are out of scope of IEV (for example, expected returns on franchise value); and
- An allowance for residual uncertainty.

2.28 CRNHR for VONB has been computed as a deduction to PVFP using overall allowance for non-hedgeable risk capital consistent with that computed for the in-force business. Diversification benefits in the calculation of CRNHR for VONB are restricted to line of business level as opposed to Company level.

2.29 **Value of new business**: VONB is calculated as at point of sale for the new business written by IndiaFirst Life during the period 1 April 2021 to 31 March 2022, using a methodology consistent with that used to determine the VIF except in respect of CRNHR as described above.

2.30 Operating assumptions used in the assessment of VONB are equivalent to those used for the assessment of VIF as at 31 March 2022. Economic assumptions are reset quarterly assuming that the reference rates at point of sale are equal to the central government bond yield curve available from the Clearing Corporation of India Limited (CCIL), as at the beginning of the corresponding quarter.

2.31 VONB is calculated on a standalone basis for each policy, whereby it is assumed that:

- In order to be consistent with the expected long-term tax paying position of the Company, any negative tax in the initial policy year(s) is assumed to be off-set against tax payable in respect of other policies;
- For participating business, any residual surplus (or deficit) arising after considering the net cash-flows, reversionary bonus declarations and associated shareholder transfers is accumulated until maturity and payable as terminal bonus at an individual policy level; and
- No interactions are assumed between new business and existing business.

2.32 **Present Value of New Business Premium (PVNBP):** PVNBP is calculated as the discounted value of projected premiums before reinsurance, allowing for decrements as per best estimate assumptions and using discount factors as per reference rates as at the point of sale consistent with those used in the estimate of VONB.

2.33 **New business margin:** New business margin is calculated as the ratio of VONB to Annualised Premium Equivalent (APE). APE is defined as 100% of annualised regular premium for new business plus 10% of single premium. IndiaFirst Life has provided a formal statement of reconciliation between APE provided herein and new business volumes reported within the financial statements of IndiaFirst Life**.**

Other methodology considerations

2.34 **New business and renewals:** Valuation of in-force business within VIF includes projection of premiums (net of decrements) arising from expected renewals of existing contracts. New business, for the purpose of VONB, is generally identified in a consistent manner as the classification used by IndiaFirst Life for regulatory reporting and preparation of its financial statements. Treatment for specific cases, where identification of new business and renewals is not obvious, is as follows:

- For Pradhan Mantri Jeevan Jyoti Bima Yojana (PMJJBY), renewal premiums from policyholders who enrolled in prior years are considered as existing business and premiums for policyholders who enroll for the first time in the current year are treated as new business, regardless of the status of the scheme in which they enroll;
- For One Year Renewable Group Term Assurance, the Company attributes a contract boundary of one year. Therefore, all premium received in the prior year is considered as new business and included within VONB;
- For traditional group savings products, any incremental single premiums from existing schemes or premiums on new schemes are treated as new business and included within the VONB; and
- Considering proportionality, any top-ups on existing unit-linked products or other alterations undertaken during the year for both individual and group business are treated as variation in in-force business (with an assumption of future top-up's being nil) and not included within VONB.

2.35 **Participating business:** Allowance has been made for on-going declaration of reversionary bonuses, assuming the same reversionary bonus rates as those declared for 31 March 2022. IndiaFirst Life's internal bonus philosophy provides for a distribution of a terminal bonus to pay out residual surpluses accumulated during the policy term, in line with the underlying policy's asset share. For consistency with the bonus philosophy, residual surpluses are accumulated until maturity for each policy and distributed as a terminal bonus to policyholders, together with corresponding shareholder transfers. Thereby, any residual assets in the participating fund are fully extinguished by the end of the projection period.

2.36 **Statutory valuation basis:** Projection of per policy mathematical reserves within the IEV and VONB computations have been performed assuming the reserving basis for statutory valuation of liabilities as at 31 March 2022, as determined by the Appointed Actuary of the Company remains unchanged throughout the projection period.

2.37 **Treatment of additional statutory provisions**: Aside from policy liabilities, IndiaFirst Life maintains certain additional statutory provisions, as determined by the Appointed Actuary and required by relevant regulations and actuarial practice standards. Where appropriate, the shareholders' interest in the assets backing such additional statutory provisions have been assessed on a case-by-case basis by considering the nature of the provision and available information on the degree of prudent margins for adverse deviations within the statutory reserving basis. For reserves held within the participating fund, only 10% of the release of margins is attributable to shareholders. Additional provisions maintained in respect of meeting COVID-19 related claims costs have not been assumed to be released into VIF.

2.38 **Products with reviewable rates and charges:** Where applicable, it is assumed that the level of rates and charges over the projection period remain unchanged from their corresponding levels as at the valuation date for both VIF and VONB. No adjustments have been made to reviewable rates and charges for sensitivity tests.

2.39 **Mark-to-market adjustment on assets within the policyholders' fund:** The PVFP includes mark-to-market adjustments, net of tax, for assets in the policyholders' fund valued on a book value basis to the extent attributable to shareholders. Where a proportion of mark-to-market gains/losses on assets valued on a book value basis on the balance sheet are attributable to policyholders and arise within future projections, the shareholders' share in such gains/losses are considered within the PVFP.

2.40 **Treatment of sub-ordinated debt:** The PVFP includes difference between the market consistent liability in respect of repayment of sub-ordinated debt determined on a mark-to-model basis and the book value presented within the ANW.

2.41 **Tax on surplus**: In determining the values presented in this report, the existing taxation rates and structure is assumed throughout the projection period. In assessing this, we have relied on descriptions of the current approach adopted by the Company in determining its income tax returns.

2.42 The income tax rate is taken to be 14.56%, computed as the base tax rate of 12.5% plus a surcharge of 12.0% and a Health and Educational cess of 4.0%, and is applied at the time of taxable surplus arising within the fund. Individual pensions business is considered exempt from taxation.

2.43 IndiaFirst Life has brought forward tax losses as at 31 March 2022, which is expected to be utilised within the next two years itself based on the Company's projected taxable income as per the prevailing tax laws. On the advice received by IndiaFirst Life from its tax advisors, an allowance has been made within PVFP by discounting the adjustment of tax expense to the extent of brought forward losses.

2.44 **Goods & Services tax (GST)**: The GST rate is assumed to be 18.0% in line with the current taxation regime applicable as at 31 March 2022.

2.45 Allowance for GST has been considered as follows:

- For unit-linked business, GST payable on the charges deducted from the unit fund has been modelled explicitly in the financial projections, together with an associated outgo;
- For all other lines of business, GST collected from policyholders on premiums is available for set off against tax paid by IndiaFirst Life on items such as reinsurance premiums, commissions and expenses such as rent, utility bills, etc. After set off, residual tax is paid into

the Government treasury. Consequently, the modelled premiums, expenses and commissions are all considered excluding any GST. IndiaFirst Life has confirmed that this represents its current tax position accurately and this situation is expected to persist.

2.46 **Effective date(s)**: Except where otherwise stated, all figures quoted in this report are as at 31 March 2022 and make no allowance for any developments after that date. IEV is computed as at 31 March 2022 and VONB is provided for new business written by IndiaFirst Life during the period 1 April 2021 to 31 March 2022.

2.47 **Projection period:** Cash-flows have been projected until maturity for all business, covering the full lifetime of the underlying policyholder liability. For PMJJBY and group fund-based products, contract boundary has been assessed by having regard to the estimated duration of cashflows based on expected future renewals, withdrawals and redemptions.

2.48 **Reporting basis**: Unless otherwise stated, amounts presented in this report are in Indian Rupees (INR). Values in some of the tables in this report may not be additive due to rounding.

2.49 **Going concern basis:** All values have been determined in accordance with a view of the expected future experience and on a "going concern" basis. In doing so, we have assumed that the future management of the Company will continue in a manner consistent with the current management of the Company.

Section 3: Assumptions

Economic assumptions

3.1 Economic assumptions are chosen to be internally consistent and, to the extent possible, selected such that the projected liability cash-flows of IndiaFirst Life are valued in line with the prices of similar cash-flows that are traded on the Indian capital markets as at the valuation date.

Investment returns and discount rates

3.2 It is assumed that all assets earn the reference rates, used as proxy for risk free rates based on central government bond spot yield curve. Liability cash-flows are also projected and discounted using reference rates, which are gross of tax and investment management expenses. The derivation of the reference rates is set out in paragraphs 3.4 to 3.11 below.

3.3 For assessment of TVFOG, cash-flows are projected and discounted using risk-neutral stochastic simulations as described in paragraphs 3.14 to 3.20 below.

Reference rates

3.4 The reference yield curve should be either the government bond yield curve or the swap yield curve, subject to the underlying assets being liquid and providing a robust basis for producing reference rates.

3.5 We have reviewed available daily volume statistics for market trades for INR interest rate swaps (IRS) and concluded that the swap yield curve would not provide a sufficiently robust basis for valuation of long-term life insurance liabilities of IndiaFirst Life due to the following reasons:

- Market data is available only up to ten years for IRS; and
- Daily number of trades, even for the durations where there is market information, suggest an insufficiently deep and liquid market.

3.6 Spot yield curve based on central government securities issued by the Government of India has instead been used as the reference rate, following an assessment of market depth and liquidity, as relevant to the context of a market consistent valuation of the life insurance business of IndiaFirst Life.

3.7 IndiaFirst Life has provided us with the government bond spot yield curve published by CCIL which has been used as the assumed reference rates, noting further that a comparison of reported market value of central government securities held by IndiaFirst Life against modelled discounted present value of coupon and maturity cash-flows demonstrated a non-material level of price errors.

3.8 **Interpolation**: For each year of projection, constant annual forward rates have been used throughout the year. The government bond yield curve published by CCIL extends to 40 years.

3.9 **Extrapolation**: The yield curve published by CCIL is derived using the Nelson-Siegel-Svensson method. For valuation of liability cash-flows beyond 40 years, reference yield curve has been extended using the same method.

3.10 **Liquidity premium**: No adjustment to reference rates is made in respect of any possible liquidity premium.

3.11 The market reference rates at five-year intervals used to determine the IEV as at 31 March 2022 are provided in the table below:

Table 3.1: Reference rates

Maturity (years)	1	5	10	15	20	25	30
Annualised spot rates	4.34%	6.40%	7.36%	7.62%	7.64%	7.59%	7.52%
Annualised forward rates	4.34%	7.90%	8.36%	7.97%	7.57%	7.27%	7.08%

Inflation

3.12 There are no relevant market instruments for the Indian economy – whether INR inflation swaps or inflation indexed bonds – from which a market implied price inflation could be reliably derived. Therefore, the price inflation assumption has been derived by considering historic spreads between price inflation (based on the consumer price inflation index) and nominal interest rates (based on the CCIL curve).

3.13 The expense inflation assumption used by IndiaFirst Life is equal to 5.50%. This has been derived based on a weighted average spread to average reference rates. The estimated spread is weighted by expenses of IndiaFirst Life that are linked with price inflation and other expenses linked to salary or rent inflation. The corresponding spread for non-price inflation over price inflation has been derived from internal Company data.

Stochastic models

3.14 For the valuation of liability cash-flows with material embedded financial options and guarantees, WTW provided IndiaFirst Life with a set of 1,000 market consistent risk-neutral scenarios with monthly time-steps for interest, equity and credit returns. The scenarios were calibrated to market conditions as of 31 March 2022 and produced using WTW's economic scenario generator (ESG), STAR ESG RN.

3.15 Volatilities used to calibrate the risk neutral scenarios are based on available market data from the following sources:

Table 3.2: Capital market data used for risk neutral stochastic calibrations

Series	Data Source	Data Range
Nominal yield curve	CCIL	Terms 0.5y to 40y, semi-annually
Implied swaption volatilities	Bloomberg: Normal volatilities	Terms 1y to 5y, 7y, 10y Tenors 1y to 5y, 7y, 10y
Implied volatilities for equity options	Bloomberg: equity volatilities for NIFTY 50	Terms 1m to 3m monthly, 3m to 9m quarterly, 9m to 57m half-yearly, 57m to 117m yearly Moneyness: 90% to 110%
Credit spreads	FIMMDA	Terms 0.5y; annually from 1y to 10y; 15y Ratings: AAA and AA
Credit ratings transition matrix	ICRA – Long term ratings	Term: 1y based on 10y average Ratings: AAA and AA

3.16 Market quotes as available from the domestic and international financial market information sources listed above have been used for the calibration.

3.17 Noting that the above market data may be based on an insufficiently deep and liquid market, we have validated the available information by comparing the implied volatility from the simulated total returns index, calibrated to the available market data against the historic volatilities for corresponding economic series;

3.18 Based on the above checks we have concluded the available market data is reasonable and have used it without adjustment. We further note that the choice of volatility assumptions does not have a material impact on the IEV of IndiaFirst Life.

3.19 Correlation parameters used in the simulations have been derived by having regard to historical data for the relevant economic series.

3.20 Asset allocation used for projected stochastic returns are assumed based on current asset mix of IndiaFirst Life for assets backing the corresponding liabilities. We have validated that the assumed asset mix is consistent with the strategic asset allocation as approved by IndiaFirst Life's asset-liability management committee.

Smoothing

3.21 All asset values are considered at market value observable in investment markets and assessed on the basis prescribed by the IRDAI and have not been smoothed.

3.22 For products where unrealised mark-to-market gains are attributable both to policyholders and shareholders (e.g., participating products) and not distributable immediately to shareholders, the portion of unrealised gains that are attributable to shareholders are reflected in the VIF rather than Free Surplus. For fund-based group products, mark-to-market gains are assumed attributable entirely to policyholders and no impact on shareholder value is considered for the same.

Operating Assumptions

3.23 Operating assumptions are based on IndiaFirst Life own-company experience. The best estimate assumptions have been determined by having regard to the past, current and expected future experience for IndiaFirst Life. There is a degree of judgement involved in determining the appropriate best estimate assumptions. Such judgement has been applied, for example, in cases where product design and features have changed materially over time, and hence greater emphasis has been given to more recent experience for and/or to assumptions used at the time of pricing for recently launched products. We have assessed these assumptions based on the available experience information from IndiaFirst Life and our knowledge of the life insurance industry in India. We consider the assumptions to be a reasonable best estimate of expected future experience for the relevant parameters for IndiaFirst Life.

Mortality and morbidity

3.24 The following mortality tables published by the IAI are used as the basis for determining the best estimate mortality rates:

- Indian Assured Lives Mortality (2012-2014) Ultimate (IALM 12-14) for assurances; and
- Indian Individual Annuitants Mortality tables (2012-2015) for annuitants.

3.25 Best estimate mortality assumptions are based on experience since the inception of the Company, taking the emerging trends into consideration. The most recent mortality investigation undertaken by IndiaFirst Life includes claims incurred up to 31 January 2022 and reported until 31 March 2022.

3.26 Mortality experience is investigated for homogenous product groups that are expected to demonstrate similar mortality experience. Mortality experience is expressed as a percentage of the reference standard mortality tables noted above, assessed on an amounts basis by considering the actual versus expected claim amounts. Best estimate mortality assumption has been derived considering such current and historic trends in experience.

3.27 No allowance has been made for mortality improvements in the case of assurances. For annuitants allowance is made for future mortality improvements by assuming cumulative mortality improvements at a constant rate of 0.5% per annum from the valuation date.

3.28 IndiaFirst Life has a non-material exposure to products that require morbidity assumptions. Morbidity assumptions are set with reference to reinsurance rates.

Persistency

3.29 Persistency assumptions for IndiaFirst Life are based on lapse and surrender experience analysis undertaken by the Company. Experience has been analysed by product groups, premium payment mode (single or regular) and duration in-force.

3.30 The most recent persistency investigation undertaken by IndiaFirst Life includes premiums due up to 31 December 2021 and received until 31 March 2022 and analyses experience by both premium amounts and number of policies.

3.31 Lapse and surrender assumptions have been determined net of expected future revivals/reinstatements for homogenous product groups varying by policy duration. Assumed discontinuance rates for material product groups, together with corresponding experience for previous three calendar years is provided in the Appendix.

Expenses and commissions

3.32 Expense assumptions are based on an expense analysis carried out by IndiaFirst Life covering expenses incurred during the period from 1 April 2021 to 31 March 2022 (FY2021-22). IndiaFirst Life has a Board approved expense allocation policy which has been used as the basis of this expense investigation.

3.33 Unit cost assumptions for both acquisition expenses (used to determine VONB) and maintenance expenses (used to determine IEV and VONB) reflect a complete allocation of the total expenses of IndiaFirst Life reported for the prior year with no exclusions for any exceptional, development or one-off costs.

3.34 Actual expense levels for FY2021-22 and prior financial years are provided in the table below. Total outgo projected for IEV and VONB set out in this report include full allowance for the expenses incurred in FY2021-22. Acquisition and maintenance costs are projected using relevant unit loadings. Corporate Social Responsibility (CSR) expenses included within the total expenses of shareholders' account are projected based on an explicit modelling of the CSR cess at a rate of 2% of gross profits before tax.

Table 3.3: Actual expense levels for previous three financial years and allowances used

Amounts in INR millions

	FY2019-20	FY2020-21	FY2021-22
Expenses of policyholders' account	4,918	5,615	7,043
Expenses of shareholder's account	177	141	169
Total expenses	**5,095**	**5,755**	**7,212**
…of which: acquisition related expenses	4,135	4,625	5,986
…of which: maintenance related expenses	960	1,130	1,226

3.35 Allowance for outgo in respect of commissions to distributors are based on commission rates filed with the IRDAI. Commission rates vary by policy duration and distribution channel. Commission savings on orphan policies have been assessed to be immaterial by the Company.

Future bonus rates for participating business

3.36 Future bonus rates assumed in the calculation of VIF and VONB are same as the declared bonus scales as at 31 March 2022. We have assessed this assumption to be reasonable within the context of the assumed economic and operating environment implied by the best estimate projection assumptions. We have also reviewed the application of assumed bonus rates, together with treatment of residual surpluses for participating business to be consistent with the established company practice based on past and current bonus declarations; local market practice and having regard to policyholders' reasonable expectations (PRE).

Reinsurance

3.37 IndiaFirst Life does not have any inward reinsurance accepted as part of the covered business. IndiaFirst Life has several outward reinsurance arrangements to cede part of its risks to various third-party reinsurers.

3.38 The cost of reinsurance premiums and the benefit from ceding a proportion of risk is allowed for within the VIF and VONB for all non-linked protection business. Reinsurance premiums in respect of non-linked savings business and linked business form less than 10% of total reinsurance premiums and have been assessed to have an immaterial impact on the results, therefore, not considered further.

3.39 Reinsurance for traditional business is modelled within the liability projection model of IndiaFirst Life on a per policy basis. We note that actual reinsurance treaties are structured on a lives basis (as opposed to per policy basis). However, for reasons of practicability, modelling reinsurance cash-flows has been done at a policy level with appropriate adjustments which we consider to be an acceptable approximation.

Section 4: Results

4.1 The results of the valuation based on the methodology and assumptions described in this report are set out below:

Embedded Value

4.2 The IEV of IndiaFirst Life is set out in the table below:

Table 4.1: Indian Embedded Value as at 31 March 2022

Amounts in INR millions

Components of IEV	31 March 2022
ANW	**5,040**
Required Capital	4,679
Free Surplus	362
VIF	**13,611**
PVFP	14,845
FCoC	(132)
TVFOG	(17)
CRNHR	(1,085)
Indian Embedded Value	**18,651**

Value of New Business

4.3 The VONB of IndiaFirst Life for new business written during the 12-month period from 1 April 2021 to 31 March 2022 is set out in the table below:

Table 4.2: Value of new business for the 12-month period ending 31 March 2022

Amounts in INR millions

Components of VONB	31 March 2022
VONB	**3,565**
PVFP for new business at point of sale	4,474
FCoC	(213)
TVFOG	(3)
CRNHR	(694)
APE	15,431
PVNBP	103,169
VONB Margin as a % of APE	**23.1%**

Derivation of ANW

4.4 The statutory net shareholder equity from the balance sheet of IndiaFirst Life used to compute the ANW is set out in the table below:

Table 4.3: Statutory net shareholder equity of IndiaFirst Life as at 31 March 2022

Amounts in INR millions

	31 March 2022
Paid-up share capital	9,435
Accumulated profits to date	(4,507)
Credit balance of fair value change account	5
Statutory net shareholder equity	**4,933**

4.5 The derivation of ANW along with a reconciliation of the statutory net shareholder equity against the excess of assets over liabilities within the balance sheet is shown in the table below:

Table 4.4: Derivation of ANW of IndiaFirst Life

Amounts in INR millions

	31 March 2022
Shareholder investments	5,757
Policyholder investments	109,630
Linked assets	71,777
Loans	232
Fixed assets	192
Current assets	10,066
Total Assets	**197,654**
Long-term policy liability	108,243
Linked liability	71,777
Current liability and provisions	7,646
Credit/(Debit) Fair Value Change Account	63
Fund for Future Appropriations	2,742
Borrowings	2,250
Total Liabilities	**192,721**
Statutory net equity (Assets less Liabilities)	**4,933**
Mark-to-market adjustment for assets	107
Total ANW	**5,040**

Cost of Residual Non-Hedgeable Risks

4.6 CRNHR of IndiaFirst Life is provided in the table below:

Table 4.5: CRNHR of IndiaFirst Life

Amounts in INR millions

Risk	In-force business	New business
Mortality	407	191
Lapse	684	342
Expense	88	40
Catastrophe	232	181
Total before diversification	**1,411**	**755**
Diversification benefit	(442)	(174)
Operational risk	116	113
Total	**1,085**	**694**

Sensitivity results

4.7 Sensitivity tests have been performed on the IEV and VONB for changes to a range of specified assumptions. In each test, only the specified parameters have been changed while all other assumptions remain unchanged. Unless otherwise stated, all sensitivities are carried out for best estimate assumptions only with the reserving basis unchanged.

4.8 No allowance has been made for the deferred tax asset in respect of tax losses carried forward as at 31 March 2022 in the determination of VONB and hence there is no impact of the below sensitivities on VONB for the same. Sensitivities on risk discount rates are not provided as these are not applicable.

4.9 The tables below summarises the results of the sensitivity tests on the IEV and VONB. For VONB, it is assumed that the sensitivity scenarios arise after point of sale of contract.

Table 4.6: Sensitivity of IEV as at 31 March 2022

Amounts in INR millions

No.	Scenario	ANW	VIF	IEV	% change
	Base results	**5,040**	**13,611**	**18,651**	
1	**Interest rates and assets**				
1a	100bps increase in interest rates and discount rates	4,948	14,798	19,746	5.9%
1b	100bps decrease in interest rates and discount rates	5,138	11,951	17,089	-8.4%
1c	200bps increase in interest rates and discount rates	4,862	15,770	20,632	10.6%
1d	200bps decrease in interest rates and discount rates	5,242	9,007	14,248	-23.6%
1e	10% decrease in equity values	5,018	13,396	18,415	-1.3%
1f	20% decrease in equity values	4,996	13,143	18,139	-2.7%
1g	25% increase in implied swaption volatilities	5,040	13,554	18,594	-0.3%
1h	25% increase in implied equity volatilities	5,040	13,610	18,650	0.0%
2	**Expenses**				
2a	10% increase in maintenance expenses	5,040	13,268	18,308	-1.8%
2b	10% decrease in maintenance expenses	5,040	13,964	19,004	1.9%
2c	10% increase in acquisition expenses	5,040	13,611	18,651	0.0%
2d	10% decrease in acquisition expenses	5,040	13,611	18,651	0.0%
3	**Policy / premium discontinuance rates**				
3a	10% multiplicative increase in discontinuance rates	5,040	13,641	18,681	0.2%
3b	10% multiplicative decrease in discontinuance rates	5,040	13,562	18,602	-0.3%
3c	50% multiplicative increase in discontinuance rates	5,040	13,669	18,709	0.3%
3d	50% multiplicative decrease in discontinuance rates	5,040	13,415	18,455	-1.1%
3e	25% mass lapsation of policies at the end of surrender penalty period for unit-linked insurance plans	5,040	13,700	18,759	0.6%
3f	50% mass lapsation of policies at the end of surrender penalty period for unit-linked insurance plans	5,040	13,253	18,305	-1.9%
3g	50% multiplicative increase in discontinuance rates after the end of any surrender penalty period	5,040	13,013	18,053	-3.2%
3h	50% multiplicative decrease in discontinuance rates after the end of any surrender penalty period	5,040	14,383	19,423	4.1%
3i	5% absolute increase in non-zero lapse rates	5,040	14,680	19,720	5.7%
3j	5% absolute decrease in non-zero lapse rates	5,040	10,979	16,019	-14.1%
4	**Insurance risk**				
4a	5% multiplicative increase in mortality and morbidity rates	5,040	13,235	18,275	-2.0%
4b	5% multiplicative decrease in mortality and morbidity rates	5,040	13,981	19,021	2.0%
5	**Required Capital**				
5a	Required Capital set equal to 150% of the RSM	5,040	13,658	18,699	0.3%
6	**Taxation**				
6a	Assumed income tax rate increased to 34.94%[1]	5,013	10,606	15,619	-16.3%

Note 1: Based on input from IndiaFirst Life on applicable tax rate if this was set equivalent to corporate tax rate for other industries. For participating business, the impact of higher tax is also reflected within the calculation of reserves.

Table 4.7: Sensitivity of VONB for the 12-month period ending 31 March 2022

Amounts in INR millions

No.	Scenario	VONB	% change
	Base results	**3,565**	
1	**Interest rates and assets**		
1a	100bps increase in interest rates and discount rates	4,516	26.7%
1b	100bps decrease in interest rates and discount rates	2,335	-34.5%
1c	200bps increase in interest rates and discount rates	5,270	47.8%
1d	200bps decrease in interest rates and discount rates	675	-81.1%
1e	10% decrease in equity values	3,534	-0.9%
1f	20% decrease in equity values	3,498	-1.9%
1g	25% increase in implied swaption volatilities	3,565	0.0%
1h	25% increase in implied equity volatilities	3,565	0.0%
2	**Expenses**		
2a	10% increase in maintenance expenses	3,410	-4.3%
2b	10% decrease in maintenance expenses	3,720	4.3%
2c	10% increase in acquisition expenses	3,224	-9.6%
2d	10% decrease in acquisition expenses	3,907	9.6%
3	**Policy / premium discontinuance rates**		
3a	10% multiplicative increase in discontinuance rates	3,535	-0.8%
3b	10% multiplicative decrease in discontinuance rates	3,597	0.9%
3c	50% multiplicative increase in discontinuance rates	3,479	-2.4%
3d	50% multiplicative decrease in discontinuance rates	3,665	2.8%
3e	25% mass lapsation of policies at the end of surrender penalty period for unit-linked insurance plans	3,582	0.5%
3f	50% mass lapsation of policies at the end of surrender penalty period for unit-linked insurance plans	3,504	-1.7%
3g	50% multiplicative increase in discontinuance rates after the end of any surrender penalty period	3,468	-2.7%
3h	50% multiplicative decrease in discontinuance rates after the end of any surrender penalty period	3,696	3.7%
3i	5% absolute increase in non-zero lapse rates	4,137	16.0%
3j	5% absolute decrease in non-zero lapse rates	2,139	-40.0%
4	**Insurance risk**		
4a	5% multiplicative increase in mortality and morbidity rates	3,355	-5.9%
4b	5% multiplicative decrease in mortality and morbidity rates	3,774	5.8%
5	**Required Capital**		
5a	Required Capital set equal to 150% of the RSM	3,567	0.1%
6	**Taxation**		
6a	Assumed income tax rate increased to 34.94%[1]	2,350	-34.1%

Note 1: Based on input from IndiaFirst Life on applicable tax rate if this was set equivalent to corporate tax rate for other industries. For participating business, the impact of higher tax is also reflected within the calculation of reserves.

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Analysis of movement in IEV

4.10 The table below sets out an analysis of movement in embedded value from 31 March 2021 to 31 March 2022.

Table 4.8: Analysis of movement in IEV from 31 March 2021 to 31 March 2022

Amounts in INR millions

Items	FS	RC	VIF	IEV
Opening IEV as at 31 March 2021	**2,860**	**5,123**	**8,829**	**16,812**
Opening adjustments				
Adjusted opening IEV	**2,860**	**5,123**	**8,829**	**16,812**
Value added by new business during the period	(2,934)	2,164	4,335	3,565
Expected return on existing business				
At reference rate	113	202	360	675
At expected real-world return in excess of reference rate	102	182	481	765
Transfers from VIF and RC to FS	1,998	(798)	(1,200)	-
Variance in operating experience	(4,062)	(384)	918	(3,528)
…*of which*: mortality / morbidity	*(3,228)*	*(421)*	*(23)*	*(3,672)*
…*of which*: expenses	-	*(54)*	-	*(54)*
…*of which*: persistency	*156*	*(204)*	*433*	*385*
…*of which*: change in operating assumptions	*(703)*	*74*	*574*	*(55)*
…*of which*: other operating variance	*(288)*	*221*	*(65)*	*(131)*
IEV operating earnings	**(4,783)**	**1,366**	**4,894**	**1,477**
Economic variances	-	-	-	-
From actual return in excess of expected real-world return	889	(577)	(423)	(112)
From change in economic assumption	146	16	325	487
Other non-operating variances	-	-	-	-
Total IEV earnings	**(3,748)**	**805**	**4,796**	**1,852**
Capital contributions / dividend payouts	1,250	(1,250)	(14)	(14)
Closing adjustments	-	-	-	-
Closing IEV as at 31 March 2022	**362**	**4,679**	**13,611**	**18,651**

4.11 An explanation of each step of the analysis of movement set out in the table above is provided below:

4.12 **Opening IEV**: IndiaFirst Life has computed its IEV as at 31 March 2021 using the methodology consistent with APS10 and as described in this report for the IEV as at 31 March 2022. The demographic assumptions are set consistent with the closing IEV. The economic and expense assumptions have been determined by the Company as at 31 March 2021.

4.13 **Opening Adjustments:** There are no opening adjustments for the year.

4.14 **Value added by new business during the period:** This is the value added by new business written during 1 April 2021 to 31 March 2022. VIF contribution has been determined for new policies still in-force as at 31 March 2022, while FS captures new business strain and any distributable earnings realised over the year. RC represents the Required Capital for new policies still in-force as at 31 March 2022.

4.15 **Expected return on existing business:** This has been determined based on the following two steps:

- **Expected unwind at the reference rate**: Opening ANW and VIF have been rolled-forward at the one-year reference spot rate as at 31 March 2021.
- **Expected return in excess of the reference rate**: Expected return on ANW and VIF has been determined based on expected real world return, using the asset mix at 31 March 2021 and respective expected real world return by asset class, in excess of the reference rate as determined above.

4.16 **Transfers from VIF and RC to Free Surplus:** This represents the expected distributable earnings from the beginning of the year transferred from VIF during the year into the FS, together with expected release of RC over the year based on run-off of existing business. Net impact on the IEV is nil.

4.17 **Variance in operating experience:** This is split into current year variances which are captured in the ANW through expected versus actual profits, as well as impact of these variances on future distributable earnings as captured in the difference between actual VIF as at 31 March 2022 and expected VIF at 31 March 2022 based on best estimate projections from the start of the year using end of period projection assumptions. Such variances have been captured for each material component in the order as described below:

- **Mortality and morbidity**: this captures the change in ANW and VIF due to actual experience in respect of mortality and morbidity over the year being different from that expected. The impact of COVID-19 pandemic on the claims experience of the Company over the year has been captured here.
- **Expenses**: this line captures the impact over the year of variance in actual expenses incurred versus expenses expected to be incurred based on the unit cost assumptions as at 31 March 2021. This line only affects the ANW.

- **Policy persistency**: this line captures the impact of actual persistency experience versus expected policy surrenders, paid-ups as well as reinstatements on the ANW and VIF.
- **Other operating variance:** This includes other miscellaneous variances not captured above explicitly and residual miscellaneous variance.

4.18 **Change in operating assumptions:** This represents the impact of change in operating assumptions as at the start of the year on the ANW and VIF

4.19 **Economic variances:** This has been determined based on the following two steps:

- First, the impact of actual return earned over the year against the expected real-world return has been determined on ANW and VIF.
- Next, the impact of economic assumption changes due to market movements at the end of the year has been determined on VIF.

4.20 **Other non-operating variances:** This is nil, as there are no other non-operating variances for the year.

4.21 **Capital contributions / dividend pay-outs**: This has been determined as the impact of Company raising capital through sub-ordinated debt during FY2021-22.

4.22 **Closing adjustments:** This is nil, as there are no closing adjustments for the year.

4.23 **Closing IEV**: This is the IEV reported as at 31 March 2022, being the sum of opening IEV as at 31 March 2021 and movements as explained above.

Model review and checks on results

4.24 We have performed detailed checks on the deterministic cash-flows for representative model points for selected products covering in excess of 90% of VIF and 90% of VONB. Our review of the cash-flow outputs from IndiaFirst Life's actuarial software has provided us assurance on the following aspects of the IEV and VONB cash-flows for the products covered in our review:

- that the model captures the material product features as set out in the respective product literature;
- that inputs to the model (data and assumptions) are reflected in the model calculations as intended;
- that calculations in the model are performed in accordance with the intended IEV methodology as set out in this report;
- that all relevant calculations performed in the model are materially reasonable and fit-for-purpose;
- Our review of the detailed calculations included computations of the benefit and other amounts (before application of probabilities); modelling of decrements; projections of policy cash-flows (such as premiums, expenses, commissions, policyholder benefits, run-off of

reserves and any other material incomes and outgoes; aggregation of individual cash-flows as well as determination of relevant present values and the agreed reporting metrics); and

– that expert judgement incorporated with respect to any modelling approximations and simplifications are reasonable and materially proportionate.

Review of IEV and VONB results

4.25 In addition to the detailed review of model point cash-flows above, we have performed a range of checks on the aggregate cash-flow outputs and results to assess reasonableness of the results. We have also performed static validations on the model outputs for policy counts and reserves to validate all intended data has been captured within the IEV.

4.26 Similar checks have been undertaken on sensitivity tests as for the base scenario to ensure that the sensitivities relative to the base case are materially accurate and reasonable.

4.27 Additionally, analysis of movement provides a further check with regards to overall reasonableness and internal consistency of results.

Section 5: Reliances and limitations

Reliances

5.1 In carrying out the review and producing this report we have relied without independent verification upon the accuracy and completeness of the data and information provided to us, both in written and oral form, by IndiaFirst Life. Where possible, we have reviewed certain information provided for reasonableness and consistency with our knowledge of the Indian life insurance industry, but we have adopted, without review, the financial statement information regarding asset values as this falls outside our area of expertise. We have relied on advice received by IndiaFirst Life in respect of allowance for taxation as communicated to us by the Company as we are not experts on taxation matters.

5.2 We have relied upon the accuracy and completeness of the policy data and other inputs made to the actuarial cash-flow projection models by IndiaFirst Life, used in the calculations of the embedded value and value of new business presented in this report.

5.3 Reliance was placed on, but not limited to, the accuracy of the information provided to us by IndiaFirst Life, including:

– financial statements and supporting documentation to those statements;
– descriptions of products and other features of IndiaFirst Life’s business, including product documentation, and other written and oral descriptions;
– valuation summaries setting out in-force and new business volumes, mathematical reserves and capital requirements;
– information on the asset values and regulatory liabilities of IndiaFirst Life at the valuation date and the basis used to calculate the regulatory liabilities;
– statistical data and experience studies, together with explanations provided to us as to interpretation of such studies relating to the current and recent operating experience, such as expenses, mortality, investment performance and discontinuance rates which were used in determining the best estimate assumptions;
– information as to the value and nature of the invested assets and asset adjustments; and
– responses to queries and clarifications, both in written and oral form received throughout the assignment from IndiaFirst Life.

5.4 We have relied on IndiaFirst Life having brought to our attention any other information or data which ought to have been made available to us that might materially affect my opinion set out herein. IndiaFirst Life has provided us with a letter of representation verifying the accuracy and completeness of the information provided to us for the purpose of this report.

5.5 This report was authored by me and save to the extent set out herein and as may be provided by the law and by contract I take responsibility for the contents of this report. For the avoidance of doubt, Mr. Jalan or Mr. Chadha, by virtue of the support provided to me as described in Section 1.17, do not assume any liability or responsibility for any part of this report.

Limitations

5.6 This report and the opinions and conclusions contained within are for the sole use of IndiaFirst Life and are not intended for use by any third party and may not address their needs, concerns or objectives. The report has been prepared by us on an agreed basis to meet the specific purposes of IndiaFirst Life and must not be relied upon for any other purpose.

5.7 This report has been prepared for use by persons technically competent in the areas covered. This report must be considered in its entirety as individual sections of this report, if considered in isolation, may be misleading. Draft versions of the report must not be relied upon by any person for any purpose. No reliance should be placed on any advice not given in writing. If reliance is placed contrary to the guidelines set out herein, we disclaim any and all liability which may arise. Furthermore, we are available to explain and/or amplify any matter presented herein, and it is assumed that the user of this note will seek such explanation and/or amplification as to any matter in question.

5.8 In preparing the results shown in this report, assumptions have been made about future experience, including economic and investment experience, tax regime, expenses, discontinuance rates, mortality, reinsurance and legislation. These assumptions have been made on the basis of reasonable estimates. However, actual future experience is likely to differ from these assumptions, due to random fluctuations, changes in the operating environment and other factors. Such variations in experience could have a significant effect on the results and conclusions of this report. No warranty is given by us that the assumptions made in this report will be reflected in actual future experience.

5.9 Although IndiaFirst Life has developed the model projections in conformity with what is believed to be the current and proposed operating environments of IndiaFirst Life, and with a view of the expected future experience within such environments, it should be recognized that actual future results will vary from those projected. Deviations in the parameters used to reflect the environment could alter the projected results substantially. These parameters include reinsurance practices, management direction, insurance regulations, court interpretations of coverage and liability, accounting practices, taxation and external economic factors such as inflation rates and available investment yields.

5.10 The projections and values developed have been determined on a “going concern” basis and assume a continuation of the current economic, regulatory and legal environment prevailing in India. These projections, therefore, have the inherent assumptions that the environment in India will remain stable. The user of this report should be aware that any political or economic instability in India would add a high degree of uncertainty to the values calculated and reported herein.

5.11 No allowance has been made for any expected taxes incurred in the hands of the shareholders or as a consequence of distributions to shareholders. Furthermore, no adjustments have been made in respect of any tax implications arising as a result of a potential transfer of interest in IndiaFirst Life.

5.12 We have not attempted to determine the quality of the asset portfolios, nor have we reviewed the adequacy of the balance sheet provisions held or the solvency capital requirements. No warranty regarding the adequacy of the reserves or solvency capital requirements of IndiaFirst Life is provided by us.

5.13 The embedded value results shown in this report are not intended to represent an opinion of market value and should not be interpreted in that manner. This report does not purport to encompass all of the many factors that may bear upon a market value.

5.14 The embedded value results only consider claims by policyholders in the normal course of business under the terms of the policies issued to them. No attempt has been made to determine the effect upon the results of any other claims for or against IndiaFirst Life.

5.15 We have assumed that all of IndiaFirst Life's reinsurance protection will be valid and collectible. Contingent liability may exist for any reinsurance recoveries that may prove to be uncollectible.

5.16 Sudden unforeseen events such as the COVID-19 (the coronavirus outbreak named as COVID-19 by the World Health Organization on 11 February 2020) pandemic can have significant impacts on the level of economic activity, investment markets and IndiaFirst Life's business and its experience. In forming our opinion and undertaking a review of IEV and VONB of IndiaFirst Life we have not directly considered the potential impact including volatility on IndiaFirst Life's business, the investment markets or the industry of such events, including COVID-19, unless and only to the extent that such potential impact is specifically described in this Report.

5.17 This report was based on data available to us at, or prior to, 12 September 2022, and takes no account of any data or information available after that date. We are under no obligation to update or correct inaccuracies which may become apparent in the report due to any such additional information.

Appendix A: Persistency experience and assumptions

The table below summarises the assumed discontinuance rates for material product groups along with historic experience

	Y1	Y2	Y3	Y4	Y5	Y6	Y7	Y8	Y9	Y10	Y11+
Unit Linked - regular pay[1]											
Best-estimate	**20.0%**	**10.0%**	**8.0%**	**5.0%**	**30.0%**	**22.0%**	**14.0%**	**10.0%**	**8.0%**	**8.0%**	**8.0%**
2021	19.4%	9.8%	7.7%	4.6%	29.5%	22.1%	14.3%	9.0%	8.4%	10.1%	8.8%
2020	20.0%	11.7%	8.9%	6.8%	26.8%	21.1%	12.7%	8.4%	7.8%	8.9%	n/a
2019	18.8%	10.2%	7.2%	6.5%	26.1%	19.7%	11.1%	9.3%	8.9%	n/a	n/a
Non-Participating Term - Guaranteed protection plan[2]											
Best-estimate[3]	**7.5%**	**7.5%**	**7.5%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**
2021	7.8%	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
2020	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
2019	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Non-Participating Term - e-Term plan[2]											
Best-estimate[4]	**7.0%**	**3.5%**	**3.5%**	**3.5%**	**3.5%**	**3.5%**	**3.5%**	**3.5%**	**3.5%**	**3.5%**	**3.5%**
2021	6.7%	0.9%	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
2020	1.9%	4.7%	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
2019	6.0%	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Non-Participating Term - Life plan[5]											
Best-estimate	**10.0%**	**10.0%**	**10.0%**	**10.0%**	**3.0%**	**3.0%**	**3.0%**	**3.0%**	**3.0%**	**3.0%**	**3.0%**
2021	5.8%	10.6%	23.3%	9.5%	2.9%	4.3%	2.4%	4.3%	7.9%	4.9%	5.1%
2020	11.3%	13.3%	13.8%	5.4%	5.8%	4.0%	4.8%	5.7%	5.2%	3.1%	n/a
2019	25.6%	13.9%	5.5%	3.3%	4.9%	13.8%	4.8%	5.6%	7.0%	n/a	n/a
Non-Participating Endowment - Lifelong guaranteed income plan											
Best-estimate[4]	**20.0%**	**10.0%**	**5.0%**	**2.0%**	**2.0%**	**2.0%**	**2.0%**	**2.0%**	**2.0%**	**2.0%**	**2.0%**
2021	7.4%	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
2020	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
2019	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Non-Participating Endowment - Guaranteed benefit plan[6]											
Best-estimate[4]	**10.0%**	**10.0%**	**10.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**

	Y1	Y2	Y3	Y4	Y5	Y6	Y7	Y8	Y9	Y10	Y11+
2021	7.9%	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
2020	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
2019	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Participating Endowment - Smart pay plan											
Best-estimate[7]	**16.0%**	**10.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**
2021	15.9%	10.5%	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
2020	16.0%	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
2019	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Participating Endowment - Maha jeevan plan[8]											
Best-estimate	**39.0%**	**16.0%**	**13.0%**	**10.0%**	**9.0%**	**7.0%**	**6.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**
2021	39.1%	16.0%	12.6%	9.8%	8.6%	6.7%	5.6%	4.9%	n/a	n/a	n/a
2020	41.9%	11.9%	11.3%	7.9%	8.3%	6.3%	3.0%	n/a	n/a	n/a	n/a
2019	38.0%	9.5%	10.9%	7.5%	8.0%	5.3%	n/a	n/a	n/a	n/a	n/a
Participating Endowment - Guaranteed monthly income plan											
Best-estimate	**10.0%**	**8.0%**	**8.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**
2021	9.8%	8.1%	9.6%	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
2020	13.7%	8.7%	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
2019	12.5%	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Participating Endowment - Little champ plan											
Best-estimate	**18.0%**	**11.0%**	**8.0%**	**7.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**
2021	17.6%	11.1%	8.2%	7.4%	n/a	n/a	n/a	n/a	n/a	n/a	n/a
2020	23.7%	9.5%	9.4%	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
2019	26.1%	8.9%	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Participating Endowment - Guaranteed retirement plan											
Best-estimate	**11.0%**	**11.0%**	**6.0%**	**4.0%**	**14.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**	**5.0%**
2021	7.1%	10.9%	5.9%	3.7%	14.1%	n/a	n/a	n/a	n/a	n/a	n/a
2020	10.0%	8.7%	8.4%	7.8%	n/a	n/a	n/a	n/a	n/a	n/a	n/a
2019	12.4%	8.8%	10.0%	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a

Notes:

1. For Unit Linked single pay variants, the persistency assumptions have been taken as 40%, 10%, 10%, 10%, 8% for policy years 5, 6, 7, 8 and 9+ respectively. Long term assumption of 8% has been aligned to regular pay.
2. For single pay variants, a nil discontinuance rate has been assumed based on pricing.
3. After the completion of premium paying term, discontinuance rates have been assumed to be 2% p.a. based on pricing.
4. Assumptions based on pricing due to lack of credible experience.
5. For single pay variants, a flat 3% discontinuance rate has been assumed aligned with the long-term assumption of regular pay.
6. From the income variant of the plan, discontinuance rates for policy year 6 onwards have been assumed to be 2% p.a. based on pricing.
7. After policy year 2, assumptions have been based on pricing due to lack of credible experience.
8. The assumptions provided in the table are for versions v2 to v5 of the product. For version v1 only the long-term rate will be applicable which has been set at 3% based on actual experience.

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