



Policy on Familiarisation of Independent Directors

November 2022

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Policy on Familiarisation of Independent Directors

Key Policy Information:

Policy reference number	Policy Owner	Policy Approver	Creation date
SHAIC- PFID	Board & Secretarial	Board	May 23 2021

Summary - Version Control:

Version	Reviewed By	Approved By	Revision date	Reason for review
1.0	Board	Board	2020-21 / May 23 2021	Initial Policy
2.0	Board	Board	2022-23 / November 09 2022	Periodic Review

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1. Introduction

1.1. Background

The role of Independent Directors is of paramount importance to the Company, its stakeholders and the regulators as Independent Directors are required to uphold ethical standards, exercise independent judgement and assist in implementing best corporate governance practices (while fulfilling the strict criteria of being independent of the management and the Company). Independent Directors also bring a diverse set of skills and experience to the Board.

This Policy is framed pursuant to the requirements under LODR 2015, CA 2013, CGG 2016 and other applicable laws with the objective of providing opportunity to the Independent Directors to familiarise themselves with the Company's strategy, industry overview, performance, key regulatory developments and their roles, and responsibilities. In order to enable the Independent Directors to fulfil their responsibilities efficiently and effectively, a familiarisation programme has been put in place by the Company.

1.2. Objective

The following are the main objectives of the Policy:

- i. To lay down a formal and structured process to familiarise the Independent Directors at the time of their appointment on the Board to enable them to understand the Company (its operations, business, industry and environment in which it functions and the regulatory environment applicable to it) and their own roles, responsibilities and duties vis-a-vis the Company.
- ii. Further, to update the Independent Directors on a continuous basis on any significant changes that may arise/ occur during their tenure on the Board.
- iii. To take all efforts to keep the Independent Directors well informed and enable them to make timely decisions and provide appropriate advice to the Company.

1.3. Applicability

The familiarisation requirements are applicable to the Independent Directors of the Company.

1.4. Review and approval of Policy

The Board may review the Policy as and when required.

The Policy is effective from the date of listing of the securities of the Company in the recognized Stock Exchange/s and the revised versions come into effect from the date of approval of the Board.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions in this Policy.

2. Policy Requirements

2.1. Policy Statement

This Policy sets out the Company's approach and plan on familiarisation and training of Independent Directors to help them understand the Company's business and operations and to cater to the ever-changing regulatory requirements applicable to the industry in which the Company operates.

2.2. Familiarisation Programme/ Process

A. Initial Familiarisation

The Company shall organise an induction programme for every new Independent Director wherein the Executive Directors/Senior Management will provide an overview of the following:

- The Company and its business model, strategies
- The industry nature and dynamics
- Company's organization structure and operations
- Corporate governance regulatory framework and the Company's corporate governance philosophy
- D&O Insurance provided by the Company
- Roles, rights and responsibilities of Independent Directors under applicable laws; and
- Other areas of relevance

The Company shall endeavour to organize the above session within 3 (three) months from the date of joining of the Independent Director.

A kit containing the following key information/ documents of the Company will also be shared with the Independent Directors prior to or during the induction programme:

- Various declarations and submissions required to be made to the Board by the Independent Directors
- Code of Conduct and links to all other Codes and Policies of the Company
- Latest Memorandum and Articles of Association and Annual reports for last 3 years
- Organizational chart
- Charters / Terms of Reference of the relevant Committees in which the Independent Director is appointed/ proposed to be appointed
- Profile and contact details of all Directors and Senior Management personnel

In addition to the letter containing the terms and conditions of appointment, a Deed of Adherence setting out the roles, rights and responsibilities of every Independent Director, in line with the requirements of the CA 2013, LODR 2015 and CGG 2016, will be issued to and signed by the Independent Directors.

The Independent Directors will also be introduced to the other Directors and Senior Management and are free to interact with them.

B. Periodic / Ongoing Familiarisation

- In the quarterly Board meetings of the Company, the Independent Directors will have access to the detailed presentations on the Company's performance, strategy, industry dynamics and other key regulatory developments.
- The Independent Directors who are members of various Board Committees will be presented with the necessary information, to enable them to review and grant approvals as per the charters/ terms of reference of the relevant Committees. Presentations will be made at Committee meetings which inter-alia cover specific industry overview, customer service, new digital initiatives, risk profile, investment portfolio, CSR activities etc. as relevant to the Committee.
- Periodic meetings will also be conducted between the Independent Directors and senior functional heads for more elaborate understanding of various aspects of business. The Independent Directors may also hold separate discussions with the Statutory and Secretarial Auditors of the Company.

- Directors will also be updated on the regulatory developments on the governance aspects i.e. Guidelines/ Regulations/ circulars by IRDAI, Secretarial Standards, Circulars/ Regulations/ Notifications issued under CA 2013 and LODR 2015 on a regular basis.
- Each Independent Director of the Company has complete access to any information/ document relating to the Company. Independent Directors also have the freedom to interact with the Company's management. Visits to the Company's offices and locations will be organized as and when required.
- The Company may also engage external professional agencies/ firms to conduct the familiarisation sessions for the Independent Directors or sponsor them for any such programs organised by the Regulatory bodies, subject to the confidentiality policies of the Company.

3. Compliance and Reporting

This Policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.

It shall be the responsibility of the Compliance Officer of the Company to ensure adherence to this Policy.

4. Appendices

4.1 Definitions

- 4.1.1. **Board** means the Board of Directors of the Company.
- 4.1.2. **CA 2013** means the Companies Act, 2013 and rules made thereunder, as amended from time.
- 4.1.3. **CGG 2016** means the Corporate Governance Guidelines for Issuers in India, 2016 issued by the Insurance Regulatory and Development Authority of India.
- 4.1.4. **Company** means Star Health and Allied Insurance Company Limited.
- 4.1.5. **Compliance Officer** means the Compliance Officer as defined under the LODR 2015.
- 4.1.6. **Independent Directors** shall mean the Directors as defined in CA 2013, LODR 2015 and CGG 2016.
- 4.1.7. **LODR 2015** means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- 4.1.8. **Policy** means this Policy on Familiarization of Independent Directors as amended and approved by the Board from time to time.
- 4.1.9. **SEBI** means the Securities and Exchange Board of India.
- 4.1.10. **Senior Management** shall mean officers/personnel of the Company who are members of the core management team excluding the Board and shall comprise all Key Managerial Personnel and members of management one level below the Chief Executive Officer/Managing Director/Whole time Director/Manager (including Chief Executive Officer/Manager, in case they are not part of the Board),

Capitalised terms used in this Policy and not defined above shall have the same meaning as assigned to them under the CA 2013 or LODR 2015 or CGG 2016 or any other applicable law or guidelines.

Summary of Familiarization programme of Independent Directors:

	during the year 2021-22
Number of programmes convened during the year	4
Number of hours spent	8.5 Hours