When you work, work as if everything depends on you. When you pray, pray as if everything depends on God

- J.R.D. Tata
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MESSAGE FROM THE MANAGING DIRECTOR & CEO

Dear Colleagues,

As an organisation committed to sustainable growth, it is imperative that we adhere to uncompromising ethical conduct. A successful organisation is not defined by its accomplishments alone, but more by the quality of its people. Our people are our brand ambassadors and therefore how we conduct ourselves within the organisations, with our partners, and within our ecosystem, becomes extremely important.

Our company has a well-defined Code of Conduct ("Code") which is an extension of our values and goes beyond conformity to the laws. It is expected that everyone displays absolute honesty and integrity at all times and under all circumstances. Compliance to the Code is fundamental to our long-term success as it empowers us to live our Vision - "To be the pre-eminent protection provider - enabling dreams, inspiring healthier and happier lives".

Tata AIA Life has a zero-tolerance policy towards non-compliance to the Code and organisational policies. To facilitate your understanding and adherence to the Code, this handbook provides an overview of the principles of conduct for all business units and employees. The "Tata AIA Life Code of Conduct" is simple and easy for all to understand.

It is the responsibility of each one of us to:

- Comply with all the applicable laws, regulations and guidance.
- Observe and promote high ethical business standards and honest practices.
- Respect and treat fairly; all our colleagues, consumers, suppliers, other business partners and our stakeholders.
- Be loyal to the Company and protect our assets, confidential information, data and know-how.
- Secure the health and safety of our colleagues, family and neighbours.
- Protect the overall reputation of the Company.

I would like to state unequivocally that there will be no compromise regarding compliance to the above. They form the bedrock of our sustainable & inclusive growth.

Join us in strengthening our great legacy by demonstrating adherence to the stated Code.

With kind regards,

Naveen Tahilyani
Managing Director & Chief Executive Officer
OUR VISION
To be the pre-eminent protection provider - enabling dreams, inspiring healthier and happier lives.

OUR MISSION
To provide the best and simplest life and health insurance solutions.

OUR VALUES

Consumer Obsession
Consumer is paramount in everything we do
  • Innovate solutions and services to delight our consumers
  • Transparently deliver on promise

Passion for Excellence
Set and achieve the highest standards
  • Do the Right things in the Right way
  • Take accountability and drive results
  • Pioneer Change

People - Our Core
Inspire myself & my colleagues to be and deliver the very best
  • Create and take distinctive opportunities for development
  • Demonstrate courageous leadership at all times
  • Exceptionally reward outstanding performance and right behaviour
When used in this Code, ‘Tata AIA Life’ refers to Tata AIA Life Insurance Company Limited. Concerns regarding potential conflicts between a provision of this Code and local law should be escalated to Tata AIA Life’s Legal & Compliance Department (hereinafter referred to as ‘Compliance Department’).

To whom does the Code apply?
The Code applies to all the Employees and Agents of Tata AIA Life, where they act on behalf of Tata AIA Life (applicable to Agents to the extent relevant).

Be it for smooth functioning of organization, maintaining ethical business standards or building of public confidence in Tata AIA Life, it becomes imperative that each Tata AIA Life Employee and Agent performs his or her duties with honesty and integrity.

This Code provides principles of conduct for Tata AIA Life Employees and Agents. As a practical matter, this document cannot cover every possible policy and procedure. Tata AIA Life Employees/Agents are expected to make themselves aware of all policies that apply to their job functions.

Note:
The Tata AIA Life Code of Conduct does not provide a full, comprehensive and complete explanation of all the rules that Employees and Agents are bound to follow. Employees and Agents have a continuing obligation to familiarize themselves with all the applicable laws, company policies, procedures and work rules.
DELIVERING ON OUR COMMITMENTS

At the core of Tata AIA Life’s business is a promise that we will stand for our products and services. Personal and organizational integrity are critical for delivering on this promise and protecting our reputation. Delivering on our commitments is vitally important to our Employees, Agents, Consumers, Shareholders and the Communities in which we live and do business.
National Interest

Tata AIA Life shall be committed in all its actions to benefit the economic development of India and any other country/countries in which it may operate and shall not engage in any activity that would adversely affect such objective. It shall not undertake any project or activity to the detriment of the National interest or those that will have any adverse impact on the social and cultural life patterns of its citizens. Tata AIA Life’s management practices and business conduct shall benefit the country, localities and communities in which it operates, to the extent possible and affordable and shall be in accordance with the laws of the land. Tata AIA Life shall conduct its business affairs in accordance with the economic development, foreign policies and shall strive to make a positive contribution to the achievement of such goals at the international, national and regional levels as appropriate. Tata AIA Life, in the course of its business activities, shall respect the culture, customs and traditions of each region in which it operates.

Individual Responsibilities

Meeting our responsibilities enables our business to succeed and grow, today and in the future. Each of us is expected to:

- Understand and act according to this Code and Tata AIA Life’s policies, applicable laws and regulations.
- Seek guidance from our reporting managers or the Compliance Department when we have questions.
- Participate in the Ethics and Compliance training to keep oneself updated on current standards and expectations.
- Promptly report concerns about possible violations of this Code or applicable laws and regulations to the Management or Whistleblow as given in the Remedies section of the Code.

No reason, including the desire to meet business goals, can ever be an excuse for violating laws or regulations.

Ethical Conduct

Every Employee and Agent of Tata AIA Life, including Whole-time Directors and the Managing Director, shall exhibit culturally appropriate behavior at all times and deal on behalf of the Company with professionalism, honesty, integrity while confirming to high moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be as such by the third parties.

Every Employee and Agent of the Company shall preserve the human rights of every individual and the community and shall strive to honor the commitments.

Every Employee and Agent shall be responsible for the implementation of and compliance with the Code in his/her professional environment. Failure to adhere to the Code could attract the most severe consequences, including termination of the engagement.
Regulatory Compliance

All Employees and Agents of Tata AIA Life shall, in their business conduct, comply with all applicable laws and regulations, both in letter and in spirit, in all the territories in which they operate. If the ethical and professional standards set out in the applicable laws and regulations are lower than the standards as prescribed in the Code, then the standards of the Code shall prevail. However, the applicable local laws and regulations shall always supersede and prevail over any contrary provisions mentioned in the Code of Conduct.

Important Notice: This Code is NOT a Contract. Nothing in this Code should be construed as a promise of any kind, or as creating a contract regarding wages or any other working conditions. Tata AIA Life Employees and Agents have the unqualified right to terminate their engagement at any time for any reason; likewise, Tata AIA Life has the right to discharge any Employee or Agent with or without just cause or prior warning. This takes priority over any other provision in this Code and any promise, oral or written, made by any Employee or Agent of Tata AIA Life.

If any provision of this Code of Conduct is not permitted by the local laws of the country or jurisdiction in which an Employee or Agent works, then such local law shall supersede that provision of the Code of Conduct with respect to that Employee or Agent.

This Code of Conduct may be updated or amended from time to time. Tata AIA Life Employees and Agents are required to stay informed of any updates or amendments, and to comply with all provisions of this Code.

Disciplinary Action

Any Tata AIA Life Employee or Agent who compromises or violates the ethical standards contained in this Code may be subject to disciplinary action up to and including levy of penalties, dismissal (and loss of engagement related benefits) and if applicable, to criminal or civil proceedings.

Examples of conduct that may result in disciplinary actions include acts that are against the policies/Values of Tata AIA Life such as requesting/instigating others to violate the Tata AIA Life policies, failure to promptly report a known or suspected violation of the Tata AIA Life policy, or retaliation against any Tata AIA Life Employee or Agent for reporting a policy violation.

In all such cases, it is the judgement of the Managing Director, Head of Compliance and Head of HR of Tata AIA Life either jointly or severally that would prevail, and not the judgement of Tata AIA Life Employee or Agent, as to whether a particular transaction violates this Code.

Waivers

Under certain limited circumstances, waivers of any provision of this Code may be granted by the Managing Director/Compliance Department/HR Department. However, in the case of the Managing Director, a waiver may be granted only by the Board of Directors or its Nominee.
Delivering on our Commitments

Q: My Business Unit sets various goals that we are supposed to achieve. Sometimes I feel pressured to violate the Code to achieve these goals. Is this acceptable?

A: No. While successful businesses often set high goals and strive to achieve them, you should never violate the Code of Conduct or other Tata AIA Life policies to achieve your goals.

Q: Our manager typically does nothing when concerns about potential misconduct are brought to her attention. She has made things difficult for co-workers who have raised issues. Now I have a problem: a co-worker is doing something wrong. What should I do?

A: Speak up! Our Code says that you should report misconduct and that you can do so without fear of retaliation. While starting with your direct manager is often the best way to get concerns addressed, if you do not believe that it is appropriate or that your manager will help, you should talk to another member of the Management, HR, or to the Compliance Officer or you may Whistleblow by logging into Whistleblower system available on https://apps.tataaia.com/WHISTLE/ or on the Intranet (Quick Links).

Q: If I think that a local law conflicts with this Code, what should I do?

A: If you believe local laws conflict with the Code, please discuss the issue with the Compliance Officer.
OUR COMMITMENTS TO OUR CONSUMERS

Tata AIA Life shall be committed to deliver superior quality products, backed by services consistent with the requirements of its Consumers, while striving for their total satisfaction.
Dealings with Consumers

- Our dealings with our consumers shall be professional, fair and transparent.
- We respect our consumers’ right to privacy in relation to their personal data. We shall safeguard our consumers’ personal data, in accordance with the applicable law.

Products and Services

- We are committed to catering for best products and services that meet all applicable standards.
- The products and services we offer shall comply with the applicable laws, and after-sales service obligations.
- We shall market our products and services on their own merits and not make unfair or misleading statements about the services of our competitors.
- Marketing, advertising, and sales related materials and services shall always be truthful and accurate.
- Misrepresenting, or attempting to mislead or deceive consumers by use of unsupported or fictitious claims about Tata AIA Life products, or those of our competitors, is not acceptable and may result in disciplinary action.
- Product solutions and advice offered must be based on consumer needs and the sale of unsuitable products must be avoided.
- We must provide high standards of service and respond promptly and fairly to consumer feedback.

Fair Competition

- We support the development and operation of competitive open markets.
- We shall not enter into any activity constituting anti-competitive behaviour such as abuse of market dominance, collusion, participation in cartels or inappropriate exchange of information with competitors.
- We shall collect competitive information only in the normal course of business and obtain the same through legally permitted sources and means.

Our Commitments to our Consumers

Q: You are attending a consumer meeting with a colleague, and your colleague makes an untruthful statement about the Company's services. What should you do?

A: You should assist your colleague in correcting the inaccuracy during the meeting if possible. If this is not possible, raise the issue with your colleague after the meeting to enable him/her or the Company to correct any misrepresentation made to the consumer.

Q: You were referred a lead by your manager about an 85 year old lady inquiring about an investment linked product, being funded out of the life savings of her deceased husband. There are better products for her but your manager wants to close the sale by only giving what the seemingly ill-informed consumer wants. You decide to just go ahead and close the sale without informing her about our other offerings suitable to her.

A: This is not the right thing to do. The product does not appear suitable for the consumer due to her age, circumstances and particular financial needs. Doing the right thing means ensuring that the products are suited to consumers’ needs and properly explaining product features and associated risks.
OUR COMMITMENTS TO EACH OTHER

We believe in the power of diverse, talented people to create value and perform for consumers and shareholders.
Diversity and Opportunity

Tata AIA Life seeks to hire and promote the best talent by providing a dynamic environment that brings people with diverse skills and ideas together. An inclusive, diverse workforce fosters innovation and enhances our position in the market.

Tata AIA Life relies on the contributions of its people, who best understand the business. Tata AIA Life is always committed to hiring expertise and providing talent with a positive business environment, leadership opportunities and fair compensation.

Equal Opportunities Employer

Tata AIA Life shall provide equal opportunities to all its Employees, Agents and all qualified applicants for engagement without regard to their race, caste, religion, colour, ancestry, marital status, gender, sexual orientation, age, nationality, origin or disability. Our HR policies promote diversity and equality in the workplace as well as compliance with all labour laws while encouraging the adoption of international best practices. Policies and practices shall be administered in a manner consistent with applicable laws and other provisions of this Code, respect for the right to privacy and the right to be heard and that in all matters, equal opportunity is provided to those eligible and all business decisions are based on their merit. Employees and Agents of Tata AIA Life shall be treated with dignity and in accordance with the Tata AIA Life policy of maintaining a work environment, free of all forms of harassment; whether physical, verbal or psychological.

Non-Discrimination and Non-Harassment

Treating others with respect means that we do not discriminate on the basis of race, colour, caste, religion, ancestry, gender, origin, age, nationality, disability, military service, marital status or sexual orientation. All business decisions shall be considered on their own merits. Respect also means valuing each other’s differences. We respect each other’s opinions and should not treat others in a harassing or threatening manner.

Human Rights

We do not employ children at our workplaces. We do not use forced labour in any form. We do not confiscate personal documents of our Employees and Agents, or force them to make any payment to us or to anyone else in order to secure engagement with us, or to work with us.

Safe, Healthy and Secure Workplace

Tata AIA Life shall strive to provide a safe, secure, healthy, clean and ergonomic working environment and comply, in the conduct of its business affairs, with all regulations regarding the preservation of the environment of the territory it operates in. Tata AIA Life shall be committed to prevent the wasteful use of natural resources and minimize any hazardous impact on the development, production, use and disposal of any of its products and services on the ecological environment.
Tata AIA Life, in the process of production and sale of its products and services shall strive for economic, social and environmental sustainability.

Situation that may pose a health, safety, security or environmental hazard must be reported to the Head - Facilities and Projects at the Corporate Office and to the HR Department.

**Alcohol and Substance Abuse**

To protect Employees, Agents and Tata AIA Life from the abuses of illegal or controlled substances or alcohol, Tata AIA Life calls for disciplinary action up to and including termination of engagement for anyone who uses, sells, possesses or is under the influence of illegal drugs or inappropriate or excessive use of alcohol while conducting business for Tata AIA Life, whether or not consumed during working hours or whether or not consumed on Tata AIA Life’s premises. Tata AIA Life reserves the right, in certain circumstances to test for the presence of illegal or controlled substances.

**Privacy**

Tata AIA Life respects personal information and property. Access to personal information or property is only authorized for appropriate personnel with a legitimate reason to access such information or property. Nonetheless, from time to time, Tata AIA Life may access and monitor emails, internet usage and communications. Subject to local laws, Employees and Agents shall have no expectation of privacy with regard to workplace communication or use of Tata AIA Life information technology resources.

**Our Commitments to each other**

**Q:** My supervisor and several of my colleagues narrate jokes with a sexual overtone that I find very offensive. I have not complained because I know they will tell me to mind my own business or that I’m making trouble over nothing. Would they be right?

**A:** No, they would be wrong. Offensive jokes of a sexual nature, even in private conversations that may be overheard by others, can be a form of sexual harassment. First, you should try to talk to your supervisor and colleagues. If this does not work, or if you think doing so may subject you to retaliation or other problems, talk to a HR representative or contact the Compliance Department or you may Whistleblow by logging into Whistleblower system available on https://apps.tataaia.com/WHISTLE/ or on the Intranet (Quick Links).

**Q:** Isn't diversity an issue? Why include it in the Code of Tata AIA Life?

**A:** Diversity is a worldwide issue. We have always worked together to utilize the unique talents and perspectives of our diverse workforce. Diversity is one of the key contributors to Tata AIA Life’s success. To make good decisions and serve our consumers, we need a broad spectrum of perspectives and backgrounds.

**Q:** I overheard my manager discussing with a peer, some private information contained in a co-worker’s medical records. What should I do?

**A:** Medical information is strictly confidential. Inappropriate sharing of such information is a violation of Tata AIA Life policy and a breach of trust. You should report the matter to the Compliance Department or you may Whistleblow by logging into Whistleblower system available on https://apps.tataaia.com/WHISTLE/ or on the Intranet (Quick Links).
OUR COMMITMENTS IN THE MARKETPLACE

At Tata AIA Life, we compete vigorously to create new opportunities for our consumers and ourselves. We seek competitive advantages only through legal, compliant and ethical business practices.
Consumer Privacy and Data Security

Every Employee or Agent of Tata AIA Life shall ensure at all times, the integrity of data or information furnished by him/her to Tata AIA Life. He/she shall be entirely responsible in ensuring that the confidentiality of data is retained and in no circumstance transferred outside in the course of normal operations, without the express approval of the Management.

Our consumers expect us to carefully handle and safeguard the business and personal information they share with us. Never compromise a consumer’s trust by disclosing private information, other than to those with a legitimate business need to know.

Employees and Agents who handle consumer information are responsible for knowing and complying with applicable information privacy norms and information security laws. In all cases, we must maintain appropriate physical, administrative and technical safeguards for personal information and business data. Personal information, if required to be shared under obligation with Government agencies or officials, must be shared only with the approval of the Compliance Department.

We must be vigilant, especially in following laws, regulations and policies, while transferring personal information and business data across offices. If you have any questions about information privacy and/or data security, please consult the Compliance Department.

Examples of private information include:

- Personal information may include information about an individual’s identity, such as: name, address, social security, identity or passport numbers; personal financial information related to banking or credit information; business plans or health and family matters.
- Business data: Information related to the business plans, transactions and financial information of commercial consumers, business associates and other parties.

Note: The Company may require identified employees to sign a separate Non-Disclosure Agreement where it is felt that protecting Consumer data requires additional focus.

Conflicts of interest

One’s position at Tata AIA Life cannot be used for inappropriate personal gain or advantage to himself/herself or a member of one’s family. Any situation that creates or even appears to create a conflict of interest between personal interests and the interests of Tata AIA Life must be avoided. Potential conflicts of interest should be reported to the reporting manager/HR who shall work with the Compliance Department to determine how best to handle the situation.

An Employee of Tata AIA Life shall not engage in any business, relationship, activity, business decision, business with a Policyholder, Producer, Intermediary, Reinsurer, Prospect, etc., which might detrimentally conflict with the interests of the Company. A Conflict of interest, actual or potential, may arise where, directly or indirectly:

- an Employee of Tata AIA Life, in his/her personal capacity, engages in a business, relationship or activity with anyone who is party to a transaction with the Company,
- an Employee is in a position to derive a personal benefit or a benefit to any of his/her relatives by making or influencing decisions relating to any transaction,
• and an independent judgment of the Company's best interests cannot be exercised. Employees must not knowingly permit themselves to be placed in a position where their interests may become adverse to those of Tata AIA Life. A Tata AIA Life Employee must maintain sound personal financial conditions so as to avoid any distractions that may prevent him/her from carrying out his/her responsibility to Tata AIA Life.

**The main areas of such actual or potential conflicts of interest would include the following:**

• Financial interest of an Employee of Tata AIA Life or his/her relatives including the holding of an investment in the subscribed share capital of any company or a share in any firm which is an actual or potential competitor, supplier, consumer, distributor, joint venture or other alliance partner of the Company.

• An Employee of Tata AIA Life or a Whole-time Director, conducting business on behalf of the Company or being in a position to influence a decision with regard to the Company's business with a supplier or a consumer of which his/her relative is a principal officer or representative resulting in a benefit to the Employee/Whole-time Director or his/her relative.

• Award of benefits such as increase in salary or other remuneration, posting, promotion or recruitment of a relative of an Employee of Tata AIA Life where such an individual is in a position to influence the decision with regard to such benefits.

• Acceptance of gifts, donations, hospitality and/or entertainment beyond the customary level from existing or potential suppliers, consumers or other third parties which have business dealings with the Company.

• Business dealings, where the interests of the Company or Group can be compromised or defeated. Notwithstanding that such or other instances of Conflicts of Interest exist due to any historical reasons, adequate and full disclosure by the interested Employees should be made to their respective reporting managers/HR. It is also incumbent upon every Employee to make a full disclosure of any interest which the Employee or the Employee's immediate family; which would include parents, spouse and children, may have in a family business or a company or firm which is a competitor, supplier, consumer, distributor of or has other business dealings with the Company.

Every Employee who is required to make a disclosure as mentioned above shall do so in the Code of Conduct web based training module subsequent to joining and annually in the refresher training.

If an Employee fails to make a disclosure as required therein and the Management of its own accord becomes aware of an instance of Conflicts of Interest that ought to have been disclosed by the Employee, the Management would take a serious view of the matter and consider suitable disciplinary action against the Employee. A Tata AIA Life Employee must maintain the confidentiality of Tata AIA Life's business information both during and after his/her employment with Tata AIA Life. This includes, but is not limited to, HR and Employee salary and benefits information, business plans and other proprietary information as outlined in this Code and the relevant Tata AIA Life policies and procedures relating to confidentiality, privacy and theft of trade secrets.

An Employee planning to exit Tata AIA Life professionally, may not solicit or encourage another Tata AIA Life Employee to leave the employment of Tata AIA Life.

An Employee, including the Executive Director (other than Independent Director) of Tata AIA Life shall not accept a position of responsibility in any other company or not-for-profit organization without specific sanction.

The above shall not apply to (whether for remuneration or otherwise):
• Nominations to the boards of Parent Companies, Joint Ventures or Associate Companies
• Memberships/positions of responsibility in educational/professional bodies, wherein such association will benefit the Employee/Tata AIA Life
• Nominations/memberships in Government committees/bodies or organizations
• Exceptional circumstances, as determined by the competent authority.

Competent authority in the case of all Employees shall be Head - HR. In case of Head - HR, the competent authority shall be the Managing Director. In case of the Managing Director and Executive Directors, the Board of Directors shall be the competent authority.

Agents shall not engage in any activity that creates a Conflict of Interest while engaged with Tata AIA Life, and shall disclose any such Conflict to Compliance department.

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**Corporate Opportunities**

Tata AIA Life Employees or Agents are prohibited from taking for themselves or directing to a third party a business opportunity that is discovered through the use of Tata AIA Life corporate property, information or position, unless Tata AIA Life has already been offered and declined the opportunity. Tata AIA Life employees are prohibited from using corporate property, information or position for personal gain to the exclusion of Tata AIA Life and from competing with Tata AIA Life.

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**Personal Relationships**

Immediate family members, members of the Employee’s and Agent’s household and individuals with whom the Employee or Agent has a close personal relationship should never improperly influence the business decisions of the Employee.

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**Concurrent Employment/Outside Business Activities**

Tata AIA Life Employee shall not, without the prior written approval of the Managing Director of the Company, accept employment or a position of responsibility (such as a consultant or a Director) with any other company, nor provide ‘freelance’ services, with or without remuneration, to competitors of the Company. In the case of a Whole-time Director or the Managing Director, such prior written approval must be obtained from the Board of Directors of the Company (applicable to Agents to the extent relevant).

**For-Profit:**

Tata AIA Life Employees must obtain written approval from the Managing Director before accepting outside employment or serving as a Trustee, Officer, Owner, Partner or Consultant of a 'For-Profit' organization, regardless of whether compensation of any form is received or not.

The Managing Director should send a copy of the written approval to Head - HR and the Compliance Department.
Not-For-Profit:
Tata AIA Life employees desiring to serve as a Director, Trustee, Officer, Owner or Partner of a 'Not-For-Profit' organization as a volunteer and without compensation (for example, on the Board of a school, hospital, cooperative or social organization) need not obtain prior approval if there is no actual, potential or perceived conflicts of interest. In case it arises, Tata AIA Life employees must avoid even the appearance of impropriety in association with their conduct. All Conflicts of Interest should be disclosed to HR and the Compliance Department. Tata AIA Life employee who is compensated for any activity prepared or conducted using the time and/or facilities of Tata AIA Life must report this in writing to the Managing Director as this will either be declined or paid to Tata AIA Life other than nominal honorariums (Rs. 7,000/- or less). The Managing Director should send a copy of the written approval to Head - HR and Compliance Department.

Outside Activities

On certain occasions, outside activities of Tata AIA Life Employees can create a potential Conflict of Interest. The following activities may be considered conflicts and should be reported as set forth below: Service with an entity (other than Tata AIA Life), whether as an Employee, Board Member, Officer, Trustee, Partner or Consultant, and especially any business that currently does or seeks to do business with Tata AIA Life, or competes or seeks to compete with Tata AIA Life; prior written approval from the HR Department is required before engaging in this type of outside activity (applicable to Agents to the extent relevant).

In case of service with a foundation, charity or non-profit organization, where an Employee will be paid for his or her service, prior written approval from the HR Department is to be obtained before engaging in such outside activity.

In case of service with a foundation, charity or non-profit organization that has a business relationship with Tata AIA Life, no approval for this type of outside activity is required, provided that the Employee will not be paid and there are no actual, potential or perceived conflicts of interest. If you have a question whether there is a conflict, discuss it with your reporting manager, the HR Department or the Compliance Department.

A presentation, talk or service on a panel in which one is offered an honorarium, and if an Employee is offered compensation for such activities he/she must notify his/her reporting manager in advance in writing, of any fees to be received and may be required to turn the fees over to Tata AIA Life.

While serving as a public official or running for elected office, prior written approval must be obtained from Tata AIA Life’s Managing Director or his/her designate to serve as a public official or run for elected office. To avoid even the appearance of any conflict with Tata AIA Life’s interests, Employees who participate in community support efforts outside of Tata AIA Life sponsored programs should never imply Tata AIA Life endorsement of the effort.

Gifts and Entertainment

Modest gifts and appropriate entertainment can help strengthen business relationships, but these business courtesies, whether given or received by Tata AIA Life Employees, must never improperly influence business decisions.
If you are offered a gift that does not meet the criteria set forth in the Anti-Bribery and Anti-Corruption, Gifts, Entertainment and Hospitality Policy, politely decline the gift or entertainment. If declining a gift would be offensive or hurt a business relationship, accept the gift on behalf of Tata AIA Life and submit a written gift report to your reporting manager within 30 days. The gift must be forwarded to your manager who shall, together with the Compliance Department, determine the appropriate disposition of the gift. Managers are responsible for collecting gift reports and filing them with the Compliance Department.

Cash or cash equivalents, including gift certificates, cheques, traveler's cheques or money orders, investment securities, negotiable instruments, payment of credit card charges or similar items, cannot be accepted or offered as gifts - regardless of the amount.

Special care must be taken when providing gifts and entertainment to Officials or Employees of Governments or Government-owned or controlled enterprises. When providing gifts or entertainment to Government officials or Employees of Government owned or controlled enterprises, you are required to abide by local laws and the Company policy. Consult with the Compliance Department if you have any questions regarding gifts or entertainment provided to Government officials.

In all matters related to gifts or entertainment, it is the responsibility of the Tata AIA Life Employee to exercise good judgment. Offering and/or accepting gifts and entertainment is appropriate provided there is a specific business purpose, the expenses incurred are ordinary and necessary and the gift or entertainment falls within the guidelines of the Company and all relevant laws and regulations.

Tata AIA Life and its Employees shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits that are intended or perceived to obtain uncompetitive favors for the conduct of its business. Tata AIA Life shall cooperate with Government authorities in efforts to eliminate all forms of bribery, fraud and corruption.

Tata AIA Life Employees may not accept or present a gift or entertainment (including, but not limited to, beverages, recreation, lodging, transportation and tickets) for the purpose of improperly influencing good business judgment in any business dealing or transaction involving Tata AIA Life or any business or enterprise associated with Tata AIA Life. However, gifts and/or entertainment can be offered in the ordinary course of business, so long as such gifts and/or entertainment are extended without intent to improperly induce.

A gift is any item of monetary value presented to a Tata AIA Life Employee by a Non-Tata AIA Life Employee or any item of monetary value presented to a Non-Tata AIA Life Employee by a Tata AIA Life Employee.

Entertainment (including, but not limited to, beverages, recreation, lodging, transportation and tickets) is an event with a specific business purpose. Entertainment must include the presence of a Tata AIA Life Employee. Tata AIA Life does not consider entertainment of a non-Tata AIA Life Employee as a gift, as long as both, a Tata AIA Life Employee and a non-Tata AIA Life Employee are present during the event.

As a pecuniary reference, a gift of value not exceeding Rs. 2,500/- may be considered reasonable, if made in good faith.

The Company may be held responsible for bribes paid on its behalf by its third-party agents, with severe and often irreparable consequences, even if the Company did not authorize these payments. Therefore, it is critical that we are careful in the selection of Agents, that is, those people or companies who act on our behalf.

All dealings with suppliers, agents, contractors, service providers, intermediaries, consultants, and advisors shall be carried out with the highest standards of integrity and in compliance with all relevant laws and regulations. We expect all our Agents to imbibe our values and our ethical standards.
Accepting Gifts

A Tata AIA Life Employee may accept and retain gifts of minimal value if the value of the gift is in line with accepted business practices and could not be construed as improperly influencing good business judgement. Tata AIA Life Employees may not receive gifts on a regular or frequent basis from the same source. Tata AIA Life Employee is responsible for determining that a gift is of minimal value at the time of acceptance.

A Tata AIA Life Employee who has been offered a gift or entertainment that exceeds minimal value and therefore cannot be personally accepted under this Code, may accept the gift on behalf of Tata AIA Life, if refusal, reimbursement at the fair market value or return would cause offense or embarrassment or would otherwise adversely affect the relationship of Tata AIA Life with the gift giver.

A tangible gift of more than minimal value is deemed to have been accepted on behalf of Tata AIA Life and upon acceptance, shall become the property of Tata AIA Life.

If a Tata AIA Life Employee accepts a gift of more than minimal value, the Employee must submit a written gift report to his/ her manager within thirty days. Managers are responsible for collecting gift reports and filing them with the Compliance Department. Holiday season gift reports must be filed within a month from the end of the respective holiday season.

Offering Gifts

Gifts must be in good taste and without excessive expense. Prior written approval is required before purchasing a gift whose value equals or exceeds minimal value, as established by this Code.

Accepting Entertainment

Invitations for excessive or extravagant entertainment or invitations for entertainment not in good taste and/or without a specific business purpose must be declined.

If a Non-Tata AIA Life Employee is present at an entertainment event paid for by a Non-Tata AIA Life Employee, the entertainment should be regarded as a gift and subject to the monetary gift limitation.

Offering Entertainment

Entertainment offered by a Tata AIA Life Employee must be for a specific business purpose and in good taste. If a Tata AIA Life Employee is not present at an entertainment event paid for by a Tata AIA Life Employee, the entertainment will be deemed a gift and subject to the monetary gift limitation discussed above.

For further details, refer the Tata AIA Life Gifts, Entertainment and Hospitality Policy available on the intranet.

Relations with our Business Partners

Our business partners serve as extensions of Tata AIA Life. When working on behalf of Tata AIA Life, business partners are expected to adhere to the Code, and to any applicable contractual provisions. Business partners must not act in a way that is prohibited or considered improper for a Tata AIA Life Employee to perform. We must all ensure that consumers, producers, agents, channel partners, consultants, contractors and suppliers shall not be authorized to represent Tata AIA Life without the written permission of Tata AIA Life and do not exploit their relationship with Tata AIA Life or use Tata AIA Life’s name in connection with any fraudulent, unethical or dishonest transaction.
Tata AIA Life business partners are expected not to create incentives for Tata AIA Life employees or others who do business with Tata AIA Life, which will violate the Code.

Tata AIA Life Employees must exercise appropriate business judgement when selecting a third-party to represent Tata AIA Life.

Tata AIA Life Employees or Agents cannot use third-party agents, consultants, independent contractors or other representatives to do indirectly, that which a Tata AIA Life Employee or Agent could not do directly, under the Tata AIA Life Code of Conduct or applicable laws and regulations.

Tata AIA Life Employees must be careful to ensure that consumers, producers, agents, channel partners, consultants, contractors or suppliers do not exploit their relationship with Tata AIA Life and that such persons do not use Tata AIA Life’s name in connection with any fraudulent, unethical or dishonest transactions.

Employees should ensure that third-parties abide by the Code in their interaction with, and on behalf of, Tata AIA Life and ensure that third-parties and their Employees sign a non-disclosure agreement to support confidentiality of information.

The use of the Tata AIA Life name and trademark shall be governed by manuals and agreements to be issued by Tata AIA Life. No third party or joint venture shall use the Tata AIA Life brand to further its interests without specific authorization.

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**Supplier Diversity**

Tata AIA Life seeks supplier partnerships with diverse businesses. We particularly value suppliers that share Tata AIA Life’s dedication and commitment to diversity and social responsibility. Each of us is expected to support this ideology.

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**Fair Dealing**

Tata AIA Life seeks competitive advantages only through legal, compliant and ethical business practices. Tata AIA Life shall fully support the development and operation of competitive open markets and shall promote the liberalization of trade and investment. Specifically, Tata AIA Life shall not engage in restrictive trade practices, abuse of market dominance or similar unfair trade practices. Each of us must conduct business in a fair manner with our consumers, service providers, suppliers and competitors.

Tata AIA Life (including its Employees and Agents) shall market its products and services on its own merits and shall not make unfair and misleading statements about competitors’ products and services. Any collection of competitive information shall be made only in the normal course of business and shall be obtained only through legally permitted sources and means. Tata AIA Life and its employees shall not disparage competitors or their products and services. Taking advantage of anyone through improper means such as manipulation, concealment, and abuse of privileged information, intentional misrepresentation of facts or any other unfair practice is not tolerated at Tata AIA Life.
Important points to remember:

- Be aware of business practices of third-party agents and other representatives to ensure that proper means are used to deliver our services.
- Perform appropriate due diligence regarding potential third-party agents, consultants and independent contractors prior to engaging their services.
- Never pressurize or encourage suppliers or third-party agents to engage in improper activities.
- Treat suppliers, third-party agents and other representatives with respect and consideration.
- Conduct business with consumers and suppliers in a manner that demonstrates our commitment to fair competition.
- Provide truthful and accurate marketing information.
- Gather information about competitors only according to legal and proper means and in a manner that reinforces Tata AIA Life’s integrity.
- Never use improper or questionable methods to gather information about competitors.
- Never misrepresent yourself or your purpose in business interactions with a potential or current Tata AIA Life consumer or business partner.

Anti-Trust and Fair Competition

Tata AIA Life competes vigorously and fairly across the country. We seek to maintain and grow our business through superior products and services - not through improper or anti-competitive practices. We strive to understand and comply with competition and anti-trust laws. These laws are complex. Employees or Agents who are unsure of appropriate practices should consult with the Compliance Department for additional information and clarification. The following guidelines will help ensure fair business conduct and appropriate competition:

Do's

- Compete vigorously and lawfully in every market in which Tata AIA Life participates, making all business decisions independently in the best interest of Tata AIA Life.
- Obtain competitively sensitive information about Tata AIA Life’s competitors, only from lawful & appropriate sources.
- Comment on competitors or their products or services based only on factual information.

Don'ts

- Do not agree formally or informally with a competitor to fix prices or other terms of sale or allocate consumers, markets, or territories.
- Do not discuss any of the following with a competitor: prices, consumer sales, commissions, terms of sale, profits, margins, costs, marketing plans or other competitively sensitive information.
- Do not attend meetings with competitors at which competitively sensitive information, including the subjects mentioned in the above two bullets, is discussed.
- Do not agree with others outside of Tata AIA Life, as to which suppliers or consumers to do business with.
- Do not make unsubstantiated/untruthful comparisons with competitors/their products/services.
- Do not obtain competitively sensitive information about competitors, from those known to have a duty of confidentiality to such competitors.
Trade secrets developed by Tata AIA Life for use in its business are to be kept confidential. Tata AIA Life Employees and Agents must exercise discretion in using, discussing or otherwise transferring information regarding Tata AIA Life’s business. Tata AIA Life prohibits using illegal or unethical means to obtain competitor or supplier confidential information, including trade secrets.

Never improperly obtain, disclose or use other’s trade secrets without appropriate authorization. A Tata AIA Life Employee or Agent may not disclose to any non-Tata AIA Life Employee or Agent who is not authorized to receive such information, any of Tata AIA Life’s confidential or proprietary information or trade secrets whether in written, electronic or verbal form. In the event that an Employee or Agent leaves Tata AIA Life, he or she may not use or disclose to any non-Tata AIA Life Employee or Agent, any of Tata AIA Life’s confidential or proprietary information or trade secrets whether in written, electronic or verbal form. Every Tata AIA Life Employee or Agent who has entered into a non-disclosure agreement or any other contract with a former employer or organization, that restricts the use of confidential information or trade secrets, must provide a copy of the agreement or contract to the Managing Director/Compliance Department/HR Department. Offers of sharing confidential information that may have been obtained improperly must be immediately reported to the Compliance Department.

Our Commitments in the Marketplace

Q: Does privacy and confidentiality of sensitive personal data mean medical data, credit card numbers and Permanent Account Numbers only?
A: No. Confidentiality and privacy norms would potentially apply to all data about individuals and consumers. Consumers’ e-mail addresses, contact details, preferences, voices and images are all personal data protected by privacy and confidentiality norms when such data can be linked to an identifiable individual/consumer.

Q: What is meant by a valid business purpose for accepting gifts or entertainment?
A: Tata AIA Life Employees are paid by Tata AIA Life to act in its best interests. An example of a valid business purpose for accepting entertainment would be lunch from a business partner to discuss business issues and build a stronger working relationship. In contrast, accepting gifts of personal items such as jewelry does not further a business interest of Tata AIA Life. Such gifts should be declined as they may compromise Employee loyalty or create an obligation to the giver.

Q: To help me do a better job at Tata AIA Life, I kept several documents from my previous employer. These documents describe marketing initiatives my prior employer used. Can I use these documents at Tata AIA Life?
A: If the documents contain your former employer’s confidential or proprietary information, then you cannot use or share this information. Tata AIA Life expects all employees to honor any ‘disclosure’ or ‘use’ restrictions on confidential information obtained from former employers or other third parties. If you are unsure whether prior employer information would be considered confidential or subject to ‘use’ restrictions, you should not use or share this information until you have consulted with the Compliance Department.
OUR COMMITMENTS TO OUR SHAREHOLDERS

Shareholders entrust their assets to us. Tata AIA Life safeguards these assets by acting with integrity in all our business practices.

Tata AIA Life is committed to enhance shareholder value and comply with all regulations and laws that govern shareholders’ rights. The Board of Directors of Tata AIA Life shall duly and fairly inform its shareholders about all relevant aspects of the Company’s business and disclose such information in accordance with the respective regulations and agreements.
Financial Reporting

Shareholders, business partners, regulators and the public rely on our financial reports to make decisions. Our financial reports must reflect honesty, should be complete, timely, fair, accurate and easy to understand.

To ensure that we consistently meet these standards, only authorized Employees may provide financial reports to external parties.

Tata AIA Life shall prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations.

Internal accounting and audit procedures shall fairly and accurately reflect all of the Company’s business transactions and disposition of assets, and shall have internal controls to provide assurance to the Company’s Board and shareholders that the transactions are accurate and legitimate. All required information shall be accessible to Company auditors and other authorized parties and Government agencies. There shall be no willful omissions of any transaction of the Company from the books and records, no advance income recognition and no hidden bank account and funds.

Any willful material misrepresentation of and/or misinformation on the financial accounts and reports shall be regarded as a violation of the Code apart from inviting appropriate civil and/or criminal action under the relevant laws. No Employee or Agent shall make, authorize, abet or collude in an improper payment, unlawful commission or bribing.

Business records should always be prepared honestly and accurately. Information on business records should never be falsified or altered. We must never be dishonest or deceptive in maintaining Tata AIA Life’s records, or otherwise attempt to mislead Tata AIA Life’s Management, auditors, regulators or shareholders. Business records include information in any medium, including hard copies, electronic records, e-mails, instant messages, videos and backup tapes.

Accurate Business Records

Tata AIA Life business records must always be prepared with accuracy and reliability. The details of Tata AIA Life’s relationships and transactions with those with whom it does business must be accurately entered in its books and records. Tata AIA Life Employees or Agents shall not alter or falsify information on any record or document. Compliance with applicable, generally accepted and statutory accounting principles and controls is expected at all times. No Tata AIA Life Employee or Agent shall take any action to fraudulently induce, coerce, manipulate or mislead Tata AIA Life’s independent auditors.

Audit and Investigations

If requested, Tata AIA Life Employees or Agents will cooperate with auditors and investigators conducting an internal or external audit or investigation of Tata AIA Life’s activities. Acts designed to hamper the effectiveness of an audit or investigation (including failure to keep details of the investigation confidential e.g. by advising the subject persons of the investigation) may result in disciplinary action.

For further details, refer the Tata AIA Life Anti-Fraud Policy available on the intranet.
Tata AIA Life Employees or Agents must comply with Tata AIA Life’s relevant records policies. Documents, records and data (including emails) must be preserved as required by relevant policies and may be destroyed only as authorized by those policies. Destruction of documents, records or data (including emails) in accordance with those policies may be stopped at any time upon notice of a litigation or threat of litigation, investigation (internal or external) or regulatory inquiry. If you believe that any document, record or data (including emails) in your possession or in your control are, or may be, the subject of litigation, audit, or investigation, you must notify and consult with the Compliance Department. The failure to maintain required documents, records or data may result in criminal and/or civil proceedings against Tata AIA Life and the concerned Employees or Agents.

The assets of Tata AIA Life shall not be misused, but employed for the purposes of conducting duly authorized business only. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources, as well as intangible assets such as information technology and systems, proprietary information, intellectual property rights, and relationships with consumers and suppliers, etc. To best serve our consumers and shareholders, it is vital that we demonstrate proper care and use of our resources. Subject to applicable local laws, Tata AIA Life may have the right to review all electronic mails and other electronic information to determine compliance with this Code, laws and regulations. All electronic information, including without limitation, e-mails, instant messages, and voicemails sent or received from a Tata AIA Life computer, handsets/instrument or work station may be subject to review.

Tata AIA Life property, including real estate, equipment and supplies, must be protected from misuse, damage, theft or other improper handling. Generally, Tata AIA Life property is meant solely for Tata AIA Life business; though incidental personal use, such as local telephone calls, appropriately limited personal use of e-mail, minor photocopying or computer use is permitted.

Intellectual property; including, but not limited to patents, trademarks and copyrights, developed or otherwise acquired by Tata AIA Life Employees or Agents, using Tata AIA Life resources, during their engagement with Tata AIA Life and which is related to Tata AIA Life’s business, is the property of Tata AIA Life. Tata AIA Life Employees or Agents with access to Tata AIA Life intellectual property must not improperly disclose or use the intellectual property either during or after engagement with Tata AIA Life unless proper authorization is received.
Tata AIA Life Employees and Agents must cooperate with Tata AIA Life in all efforts to secure its interest in intellectual property deemed to be the property of Tata AIA Life. Tata AIA Life Employees may not use intellectual property obtained in the course of their engagement with another company without first obtaining permission from the other company. Tata AIA Life respects the limitations placed upon software by the developer and/or distributor. Tata AIA Life Employees or Agents are not permitted to use or copy software or documentation, except as specified in the licensing agreement. Tata AIA Life Employees or Agents who are approached with any offer of confidential information that may have been obtained improperly, must immediately discuss this matter with the Compliance Department.

Funds

Tata AIA Life and its Employees or Agents shall not, unless mandated under applicable laws, offer or give any Tata AIA Life funds or property as donation to any Government agencies or their representatives, directly or through intermediaries, in order to obtain any favorable performance of official duties. Tata AIA Life shall comply with Government regulations and shall be transparent in all its dealings with Government agencies, as applicable.

Tata AIA Life funds are to be used responsibly and solely for Tata AIA Life business. Corporate credit cards issued for payment of business expenses may not be used for personal expenses. Each one of us has a responsibility to safeguard Tata AIA Life funds from misuse or theft and ensure that Tata AIA Life receives good value when spending Tata AIA Life funds. We should only seek reimbursement for actual, reasonable and authorized business expenses.

Information Technology Systems

Tata AIA Life’s Information Technology Systems include computers, networking resources, e-mail systems, telephone, voice systems and other computer-processed information. Tata AIA Life’s Information Technology Systems are the property of Tata AIA Life and are provided as a tool to enhance and facilitate business-related communications. Tata AIA Life Employees and Agents, therefore, should use Tata AIA Life’s information technology systems to provide service to consumers and for other business purposes. Each of us has a responsibility to protect these systems and the data resident on these systems, from improper access, damage or theft. Subject to applicable local laws, Tata AIA Life may have the right to review all electronic mail and other electronic information to determine compliance with this Code, laws, regulations or any policy. All electronic information, including without limitation, e-mails, instant messages, and voicemails sent or received from a Tata AIA Life computer, handsets/instruments or work station may be subject to review. Tata AIA Life Employees or Agents should have no expectation of privacy when accessing and using Tata AIA Life’s information technology systems and Tata AIA Life retains the right to monitor, access, review, copy, delete and disclose such information or activity, even those marked private, without notice to, or consent of, the Employee or the Agent (unless not permitted by the local laws of a country or jurisdiction in which the Tata AIA Life Employee or Agent works).
The electronic mail system is a Tata AIA Life property and is intended for business purposes. Occasional, incidental, appropriate personal use of the e-mail system may be permitted if the use does not interfere with any employee's work performance, have undue impact on the operation of the e-mail system, or violate any other Tata AIA Life policy, guideline or standard.

E-mail messages and any other communications sent or received using Tata AIA Life’s information technology systems are not to be used to create, store, or transmit information that is hostile, malicious, unlawful, sexually explicit, discriminatory, harassing, profane, abusive or derogatory. These systems are also not to be used to intentionally access websites which contain illegal, sexually explicit or discriminatory content.

Tata AIA Life Employees and Agents are required to exercise the highest standards of corporate and social behaviour in all of their Information Technology systems usage, language and communications.

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**Our Commitments to our Shareholders**

**Q:** I think I found an error in a financial summary prepared by the Company and audited by an external auditor. The information is submitted for inclusion in a public disclosure. How should I raise my concern?

**A:** It is critical that you notify someone with the authority to address the issue. The error potentially could be serious. You have a responsibility to raise your concern with appropriate individuals immediately. If unsure, contact the Compliance Department.

**Q:** My supervisor asked me to prepare a purchase order for services that cost Rs. 50000. Her spending authority is only Rs. 25000. Can I divide the order into two purchase orders to avoid getting higher level approval?

**A:** No, you may not. The spending limits are imposed to ensure that adequate internal accounting controls are maintained and operate effectively.

**Q:** I was attending a meeting with several Tata AIA Life managers in a hotel conference room. At lunchtime, everyone left their laptops in the room. I felt uneasy, but I did the same. Should I have done something else?

**A:** Yes, the situation should have been handled differently. The laptops and the information on them are Tata AIA Life property and frequently include confidential or sensitive data. You have a responsibility to ensure that the equipment and information is protected from loss, theft or inadvertent disclosure. You and your co-workers should have either secured the equipment/room or chosen someone to stay with the equipment.

**Q:** I just learnt that Employees of a vendor have been given broad access to our networks. I don’t think they need that type of access to do their work. Isn’t this putting Tata AIA Life information at risk? What should I do?

**A:** You may be right, but you may not have all the information. You should first discuss the situation with your reporting manager or you may Whistleblow by logging into Whistleblower system available on https://apps.tataaia.com/WHISTLE/ or on the Intranet (Quick Links).
OUR COMMITMENTS AS CORPORATE CITIZENS

Through our products, services and responsible business practices, Tata AIA Life strives to improve the quality of life in every area in which we do business. Promoting compliance with the laws and regulations that apply to our business is at the foundation of corporate citizenship.
Sustainability

Through sustainable practices, each of us can do our part to help Tata AIA Life make a positive contribution to the society and the environment.

Political Activities

Political Alignment

Tata AIA Life shall be committed to and support a functioning democratic constitution and system with a transparent and fair electoral system in India. Tata AIA Life shall not support, directly or indirectly, any specific political party or candidate for political office. The Company’s conduct shall preclude any activity that could be interpreted as mutual dependence/favour with any political body or person. The Company shall not offer or give any Company funds or property as donations, directly or indirectly to any specific political party, candidate or campaign.

Tata AIA Life Employees or Agents may participate in community affairs and may support the political party or candidate of their choice, pursuant to the rights bestowed to the citizens of India under the Constitution of India.

Holding Political Office

A Tata AIA Life Employee or Agent, wishing to contest for political office or accept a political appointment, must obtain prior written approval from the Compliance Department and the Managing Director.

Tata AIA Life Employees or Agents are not permitted to use Tata AIA Life’s name in connection with any political campaign other than to state that they are employed by Tata AIA Life.

Making Political Contributions

No Tata AIA Life funds or any other Tata AIA Life asset may be used for political purposes without first consulting the Managing Director of the Company. Further such political contributions proposed to be made shall be in strict compliance with the Companies Act, 2013, and other applicable laws, if any, and should be done in consultation with the Compliance Department. It is important that personal political activities or interests do not conflict with responsibilities at Tata AIA Life or imply Tata AIA Life’s support. Specifically: Tata AIA Life’s name should never be used by Employees or Agents running for a political office, other than to identify Tata AIA Life as their employer or Principal. Holding or campaigning for political office by Tata AIA Life Employees or Agents must not create, or appear to create, a Conflict of Interest with Tata AIA Life duties.

Trading in Securities

An Employee or Agent of Tata AIA Life and immediate family shall not derive any benefit or assist others to derive any benefit from the access to, and possession of, information about the Company or Group or its clients or suppliers, which is not in the public domain and thus constitutes unpublished, price-sensitive insider information.
An Employee or Agent of Tata AIA Life shall not use or proliferate information which is not available to the investing public and which therefore constitutes insider information for making or giving advice on investment decisions on the securities of Tata AIA Life, Group, client or supplier.

**Such insider information might include the following:**
- Acquisition & divestiture of businesses or business units.
- Financial information such as profits, earnings and dividends.
- Announcement of new product introductions or developments.
- Asset revaluations.
- Investment decisions/plans.
- Restructuring plans.
- Major supply and delivery agreements.
- Raising of finances.

Tata AIA Life Employees or Agents, while engaged by Tata AIA Life, often learn of important material information about Tata AIA Life and its suppliers that has not been provided to the public. It is our duty to safeguard this information from improper use.

An Employee or Agent of a Tata AIA Life shall also respect and observe the confidentiality of information pertaining to other companies, their patents, intellectual property rights, trademarks and inventions; and strictly observe a practice of non-disclosure.

It is illegal and against the Company's policy for an Employee or Agent to buy or sell securities on the basis of material non-public information. This type of illegal conduct is referred to as "insider trading". Passing on or "tipping" material non-public information to someone who may buy or sell securities may also be a violation by both, the person who provides the information and the person who receives it.

For further details, refer the Tata AIA Life Employee Personal Trading Guidelines available on the intranet.

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**Anti-Money Laundering Program**

Tata AIA Life is committed to meeting its responsibilities to help prevent money laundering and terrorist financing. These responsibilities generally include identifying consumers, monitoring consumer activity and reporting suspicious or unusual activity consistent with applicable laws. Employees and Agents are required to abide by Anti-Money Laundering Program established by Tata AIA Life. Suspicious activity reporting requirements are time sensitive. An Employee and Agent shall contact his/her reporting manager or the Principal Compliance Officer responsible for money laundering prevention, as soon as he/she realizes that an activity might be unusual or suspicious.

For further details, refer the Tata AIA Life Anti-Money Laundering Policy available on the intranet.
In compliance with applicable Economic Sanctions Programs, Tata AIA Life Employees and Agents are prohibited from conducting business with, or benefiting designated Governments, individuals and entities (such as suspected terrorists and narcotics traffickers) as well as individuals and entities that are located in, have certain dealings with, or are Nationals or Agents of particular countries. To determine if a Government, individual or entity is subject to these prohibitions, consult the Compliance Department. Tata AIA Life has the discretion to refrain from conducting business in particular countries/regions, based on its risk assessment of those countries/regions (e.g. Tata AIA Life may avoid doing business with citizens/residents of a country/region constantly at war).

Tata AIA Life Employees and Agents are prohibited from participating in boycotts unless sanctioned. If an Employee or Agent is asked to participate in, or to provide information that may be used for the furtherance of such a boycott, the Employee or Agent shall report the matter immediately to the Compliance Department. Tata AIA Life Employees and Agents may be asked to follow Economic Sanctions or embargo laws and in case of any conflicts, it is necessary to contact the Compliance Department.

Tata AIA Life honours the information requirements of the public and its stakeholders. In all its public appearance with respect to disclosing Company and business information to public constituencies such as the media, the financial community, employees and shareholders, agents and distributors, Tata AIA Life shall be represented only by specifically authorized Directors and Employees. It will be the sole responsibility of these authorized representatives to disclose information on the Company.

Only persons who are authorized to do so should speak on behalf of Tata AIA Life, and the information they provide must be full, fair, accurate, timely and understandable. All requests from investors, analysts and the media should be referred to the Corporate Communications Department/Compliance Department/Managing Director. Never give the impression that you are speaking on behalf of Tata AIA Life in any personal communication, including user forums, blogs, chat rooms and bulletin boards.

Tata AIA Life’s Social Media Policy is applicable to all employees, agents, business associates, contractual consultants (retainers), academic interns associated and third-parties performing services on behalf of Tata AIA Life. They should be cautious and careful not to mix their personal and business lives, and keep in mind at all times the global audience of social media. Employees and Agents should not refer financials, achievements, strategies, or other confidential information of the Organization on social media. Use of social media for grievance redressal related to business is prohibited. Personal participation on social media, should in no way be done in a manner prejudicial to the interest of the Company.

For further details, refer the Tata AIA Life Social Media Policy available on the intranet.
Communicating with Regulators and Other Government Officials

In the event of an inquiry from an industry regulator - via telephone, mail or personal visit - a Tata AIA Life Employee or Agent must contact the Managing Director and/or Compliance Department.

Inquiries from regulators - outside the normal course of Tata AIA Life’s regulatory relationships - must be reported immediately to the Compliance Department before a response is made. Requests from regulators for information should be answered with complete, factual and accurate information. Financial reporting related inquiries may be responded to by authorized comptrollers. Responses to regulators must contain complete, factual and accurate information. During a regulatory inspection or examination, documents must never be concealed, destroyed or altered, nor should lies or misleading statements be made to regulators/their representatives. Requests from auditors are subject to the same standards.

Tata AIA Life Employees or Agents must refer other external requests for information (e.g., press or media inquiries) to the Corporate Communications Department or if more appropriate to the Compliance Department and/or the Managing Director.

If a Tata AIA Life Employee or Agent is served with legal documents (e.g., a subpoena), he or she must notify the Managing Director/Compliance Department immediately by telephone or e-mail, and the documents should be sent to the Managing Director/Compliance Department without delay. No Employee of the Company shall write/publish any article/news/views pertaining to the Company or its affiliates, including the Parent Companies/Owners or Regulators/Government Bodies, without the prior written permission from the Compliance Department.

Government Business

Doing business with Governments may present different risks than business in the commercial marketplace. Laws relating to contracting with Central, State and Local Government Agencies are generally more stringent and complex. Certain conduct and practices that might be acceptable in the commercial setting are prohibited in the public sector. You therefore should consult the Compliance Department and the Managing Director before you make any decision about doing business with Government entities.

Customs, Laws and Regulations

Tata AIA Life Employees and Agents are responsible for knowing and complying with Indian laws and regulations applicable to them/the Company/both.

Many countries regulate international transactions such as international financial transactions, life insurance business and securities transactions for a variety of reasons including national security and foreign policy.
Tata AIA Life Employees and Agents should consult/contact the Managing Director/Compliance Department to ensure compliance with current laws and regulations and for guidance if there appears to be a conflict between applicable law and/or local customs of different jurisdictions.

**Anti-Bribery and Anti-Corruption**

It is unlawful to offer to give/give bribe for the purpose of obtaining or retaining business or obtaining an unfair advantage in any business dealing or transaction and Tata AIA Life Employees and Agents must never use improper means to influence another’s business judgement.

Tata AIA Life Employees and Agents must fully comply with applicable laws and Tata AIA Life policies and procedures related to anti-corruption initiatives as outlined in the Governing Policies as may be issued by Tata AIA Life from time to time.

No Tata AIA Life Employee, Agent, or Independent Contractor may provide bribes or other improper benefits to another person in order to obtain or retain business or an unfair advantage in any business interaction that involves Tata AIA Life, our consumers or employees. Payments or promises to pay something of value to obtain or retain business or otherwise secure an improper advantage must never be made to a Government Official or Employee.

With the exception of compensation paid as insurance or reinsurance commissions, management fees, profit or contingent commissions and other normal compensation paid to agents, brokers, intermediaries, managers, etc., in the ordinary course of business and recorded in Tata AIA Life’s books as such, an Employee or an Agent should never make payments to any person or entity in any manner in the course of seeking or retaining business for Tata AIA Life. No kickbacks, bribes or other payments (except for normal compensation) in any form whatsoever, whether or not such payment is secret or illegal, shall be made under any circumstances to obtain a benefit for Tata AIA Life, its lives insured or a Tata AIA Life Employee. Anti-corruption laws also prohibit the creation of inaccurate or false books and records and they require companies to develop and maintain adequate controls regarding corporate assets and accounting.

No payment should ever be made to a Government official, except in the ordinary course of business. However, such payments must never be made with intent to bribe. Government officials may include Senior Management of enterprises that are controlled or owned in whole or in part by a Government.

Any Tata AIA Life Employee or Agent who has knowledge of, or in good faith suspects a violation of any of these laws, regulations or policies, must report them promptly to the Compliance Department.

For further details refer the Tata AIA Life Anti-Bribery and Anti-Corruption Policy available on the intranet.
Our Commitments as Corporate Citizens

Q: I heard from my manager that a new supplier is being used in connection with a newly-developed product that will be announced to the public in four weeks. Investing in that supplier seems like a great investment idea. Can I let others know?

A: No. This type of information is considered material, non-public information. You cannot trade while possessing it, nor should you share it with others who may use the information.

Q: If I am asked to comment about Tata AIA Life's financial outlook by a member of the media, may I give my opinion if I state it as such?

A: No. You should not provide any comments, even personal opinion to the press without prior approval from Corporate Communications Department. You should refer all media requests for information to Corporate Communications Department.

Q: An executive of a state-owned company has suggested that if we make a donation to a local charity, he believes our sales efforts in his country would be more favorably received. I'm uncomfortable with this. What should I do?

A: You are right to be uncomfortable. The payment may be a violation of regulations against bribery. Discuss the situation with the Compliance Department.

Q: I am an administrative assistant. My manager is very active in local politics and often asks me to help him copy flyers and plan political events that he hosts on his own time. Since his political work is often related to our industry and to issues that have an impact on Tata AIA Life, he has asked me to submit some of his expenses for reimbursement. Is this okay?

A: No, it is not. Your manager's expenses are his own personal expenses. Tata AIA Life reimbursement of personal political contributions is prohibited by law. Your manager may also be violating our Code and policies if he is asking you to use Tata AIA Life equipment or other resources, including your work time, to make copies and otherwise assist in planning his personal political activities.

Q: I am planning to run for political elections from my locality. Do I need to get permission from Tata AIA Life?

A: You must obtain prior written approval from the Compliance Department and the Managing Director before announcing your candidacy for elected office or accepting appointed office. The Compliance Department and the Managing Director shall determine whether any potential Tata AIA Life business conflict might arise if you run for elected office or are appointed to a political office. For example complex issues regarding campaign financing and potential conflicts of interest may need to be addressed in connection with running for office.
REMEDIES AVAILABLE UNDER THE CODE
Raising Concerns

We encourage our Employees, Agents, Consumers, Suppliers and other stakeholders to raise concerns or make disclosures when they become aware of any actual or potential violation of our Code, policies or law. We also encourage reporting of any event (actual or potential) of misconduct that is not reflective of our values and principles.

Non-Retaliation

Tata AIA Life prohibits retaliation against any Employee and/or Agent who reports any suspected or potential violation of this Code, if made in good faith*. Tata AIA Life also prohibits retaliation for using any of Tata AIA Life’s complaint reporting procedures, if made in good faith, or for filing, testifying, assisting or participating in any investigation conducted by a Government enforcement agency.

**"Good Faith": A thing is said to be done in ‘good faith’ when it is done with proper care and attention, by following the Standard Operating Procedures (SOPs) of Tata AIA Life and after careful investigation of relevant facts and representing them with the intention of benefiting the organization.

Prevention of Sexual Harassment Policy

‘Sexual Harassment’ means unwelcome acts or behaviour (whether directly or by implication), physical contact or advances, a demand or request for sexual favour, making sexually coloured remarks, showing pornography, or any other unwelcome physical, verbal or non-verbal conduct of a sexual nature.

Some examples of behaviour that constitute sexual harassment:

- Making sexually suggestive remarks or teasing related to a person’s body or appearance.
- Offensive comments or jokes.
- Displaying offensive pictures, posters, texts.
- Intimidation, threats or blackmail around sexual favours.
- Physical contact such as touching inappropriately.
- Stalking an individual.
- Abuse of authority or power to seek sexual favours.

Sexual Harassment at workplace can be in the form of Visual or Verbal or Written acts or a combination of these. Tata AIA Life has a ZERO TOLERANCE policy towards sexual harassment at the workplace and offenders will face strict punitive action. In case of frivolous/false allegations, the Company may take necessary action on the complainant.

For further details, please refer the Prevention of Sexual Harassment Policy available on the Intranet.
Remedies available under the Code

Q: Who can register a complaint?
A: The aggrieved person who alleges to have been subject to any act of sexual harassment can raise the complaint.

Q: How to raise a complaint?
A: Complaints must be reported on posh@tataaia.com or on the Whistleblowing mechanism provided at the last page of this Handbook.
ACKNOWLEDGEMENT

I acknowledge that I have read the Tata AIA Life Code of Conduct and have access to all the Policies referred to in this Code.

I acknowledge that as a Tata AIA Life Employee or Agent, I am expected to comply with the Tata AIA Life Code of Conduct and failure to do so may subject me to disciplinary action, up to and including termination (and loss of engagement benefits) and if applicable, to criminal and/or civil proceedings.

I understand that if I have a concern about a violation of the Tata AIA Life Code of Conduct, I must promptly report the violation using the Whistleblow mechanism.

Signature: ________________________________

Date: ________________________________

Name: ______________________________________________________________

Department: ________________________________

Address: ______________________________________________________________
In a free enterprise, the community is not just another stakeholder in business, but is in fact the very purpose of its existence.

- Ratan Tata
Whistleblowing Options at Tata AIA Life

Call: 000 800 100 4382 (Toll free 24x7) - An Independent Ethics Hotline for Employees, Agents and Suppliers.

Email: tataaiaindia@tip-offs.com

Website: Log a complaint at https://whistleblower.tataaia.com/, or on the Intranet (Quick links).

Contact: SVP and Head - Legal, Compliance & Company Secretary, 14th Floor, Peninsula Business Park, Lower Parel, Mumbai - 400013.

For further details, please refer the Whistleblower Policy available on the Intranet.