RELIANCE GENERAL INSURANCE COMPANY LIMITED

Our Company was originally incorporated as 'Reliance General Insurance Limited', a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the RoC on August 17, 2000. Thereafter, the name of our Company was changed to 'Reliance General Insurance Company Limited' and a fresh certificate of incorporation was issued by the RoC, on October 12, 2000. Subsequently, our Company received a certificate for commencement of business on November 17, 2000 from the RoC. Pursuant to a certificate issued by the Insurance Regulatory and Development Authority of India ("**IRDAI**") on October 23, 2000, our Company was registered with the IRDAI (registration number 103). For details of changes in the name and registered office address of our Company, see '*History and Certain Corporate Matters*' on page 179.

Registered Office: H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400710, Maharashtra, India
Corporate Office: Reliance Centre, South Wing, 4th Floor, Off. Western Express Highway, Santacruz (East), Mumbai 400 055, Maharashtra, India
Contact Person: Mohan Khandekar, Company Secretary and Compliance Officer for the Offer; **Tel.**: + 91 22 33031000; **Fax**: +91 22 3303 4662
E-mail: rgicl.compsec@relianceada.com; **Website**: www.reliancegeneral.co.in; **Corporate Identity Number:** U66603MH2000PLC128300

PROMOTER OF OUR COMPANY: RELIANCE CAPITAL LIMITED

INITIAL PUBLIC OFFERING OF UP TO 67,079,979 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF RELIANCE GENERAL INSURANCE COMPANY LIMITED (OUR "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE (THE "OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER"). THE OFFER COMPRISES OF A FRESH ISSUE OF UP TO 16,769,995 EQUITY SHARES BY OUR COMPANY AGGREGATING UP TO ₹ [●] MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE BY RELIANCE CAPITAL LIMITED (THE "SELLING SHAREHOLDER") OF UP TO 50,309,984 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION (" THE OFFER FOR SALE"). THE OFFER CONSTITUTES 25.00 % OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE OFFER COMPRISES OF A NET OFFER OF UP TO 60,371,982 EQUITY SHARES AND RELIANCE CAPITAL SHAREHOLDERS' RESERVATION PORTION OF UP TO 6,707,997 EQUITY SHARES. THE OFFER AND THE NET OFFER SHALL CONSTITUTE 25.00% AND 22.50%, RESPECTIVELY OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES.

THE PRICE BAND AND THE MINIMUM BID LOT SIZE WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDER IN CONSULTATION WITH THE GCBRLMS AND BRLMS AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL DAILY NEWSPAPER [●], ALL EDITIONS OF THE HINDI NATIONAL DAILY NEWSPAPER [●], AND THE [●] EDITION OF THE MARATHI DAILY NEWSPAPER [●] (MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA WHEREIN THE REGISTERED OFFICE OF OUR COMPANY IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST FIVE WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED ("BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR UPLOADING ON THEIR RESPECTIVE WEBSITES.

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the websites of the GCBRLMs and BRLMs and at the terminals of the Syndicate Members.

The Offer is being made in terms of Rule 19(2)(b)(iii) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**"). The Offer is being made through the Book Building Process in accordance with Regulation 26(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI ICDR Regulations**"), wherein 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIB Portion**"), provided that our Company and the Selling Shareholder in consultation with the GCBRLMs and BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price, on a discretionary basis, out of which at least one-third will be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. The number of Equity Shares representing 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. For details, see "*Offer Procedure*" on page 430.

RISKS IN RELATION TO FIRST OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 and the Floor Price is [●] times of the face value and the Cap Price is [●] times of the face value of our Equity Shares. The Offer Price, as determined and justified by our Company and the Selling Shareholder in consultation with the GCBRLMs and BRLMs in accordance with the SEBI ICDR Regulations and as stated in "*Basis for Offer Price*" on page 98 should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of the Issuer and this Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 15.

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

The IRDAI does not undertake any responsibility for the financial soundness of our Company or for the correctness of any of the statements made or opinions expressed in this connection. Any approval by the IRDAI under the IRDAI Capital Regulations (as defined in "*Definitions and Abbreviations*") shall not in any manner be deemed to be or serve as a validation of the representations by our Company in the offer document.

COMPANY AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and this Offer, which is material in the context of this Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. The Selling Shareholder accepts responsibility for and confirms only the statements specifically made by the Selling Shareholder in this Draft Red Herring Prospectus to the extent of information specifically pertaining to it and the Offered Shares assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on BSE and NSE. Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of this Offer, [●] shall be the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be delivered for registration to the RoC in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 495.

GLOBAL CO-ORDINATORS AND BOOK RUNNING LEAD MANAGERS

Motilal Oswal Investment Advisors Limited
Motilal Oswal Tower, Rahimtullah, Sayani Road,
Opposite Parel ST Depot, Prabhadevi,
Mumbai - 400 025,
Maharashtra, India
Tel: +91 22 3980 4380
Fax: +91 22 3980 4315
E-mail: rgic.ipo@motilaloswal.com
Investor Grievance E-mail: moiaplredressal@motilaloswal.com
Website: www.motilaloswalgroup.com
Contact Person: Subodh Mallya/Kristina Dias
SEBI Registration No.: INM000011005

Credit Suisse Securities (India) Private Limited
9th Floor, Ceejay House, Plot F,
Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai 400 018,
Maharashtra, India
Tel: +91 22 6777 3914
Fax: +91 22 6777 3820
E-mail: list.projectgenuine@credit-suisse.com
Investor grievance e-mail: list.igcellmerbnkg@credit-suisse.com
Website: https://www.credit-suisse.com/in/en/investment-banking/regional-presence/asia-pacific/india/ipo.html
Contact Person: Ashish Khullar
SEBI Registration No.: INM000011161

Edelweiss Financial Services Limited
14th Floor, Edelweiss House
Off. C.S.T Road, Kalina
Mumbai 400 098, India
Tel: + 91 22 4009 4400
Fax : +91 22 4086 3610
Email: Reliancegi.ipo@edelweissfin.com
Investor grievance Email: customerservice.mb@edelweissfin.com
Website: www.edelweissfin.com
Contact person: Pradeep Tewani
SEBI Registration No.: INM0000010650

UBS Securities India Private Limited
2/F, 2 North Avenue, Maker Maxity
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051, Maharashtra, India
Tel: +91 22 6155 6000
Fax: +91 22 6155 6292
E-mail: OL-RGI_IPO@ubs.com
Investor Grievance E-mail: customercare@ubs.com
Website: www.ubs.com/indianoffers
Contact Person: Vibhor Gupta
SEBI Registration No.: INM000010809

BOOK RUNNING LEAD MANAGERS

Haitong Securities India Private Limited
1203A, Floor 12A, Tower 2A, One Indiabulls Centre, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400 013 Maharashtra, India
Contact person: Ritesh Khetan
Tel: +91 22 4315 6856
Fax: +91 22 2421 6327
E-mail: reliancegi.ipo@htisec.com
Website: http://www.htisec.com/en-us/haitong-india
Investor Grievance e-mail: India.Compliance@htisec.com
SEBI Registration Number: INM000012045

IDBI Capital Markets & Securities Limited
(Formerly known as IDBI Capital Market Services Limited)
3rd Floor, Mafatlal Centre
Nariman Point, Mumbai 400 021
Maharashtra, India
Tel: +91 22 4322 1212
Fax: +91 22 2285 0785
Email: ipo.rgicl@idbicapital.com
Investor grievance E-mail: redressal@idbicapital.com
Website: www.idbicapital.com
Contact Person: Priyankar Shetty
SEBI Registration No.: INM000010866

REGISTRAR TO THE OFFER

Karvy Computershare Private Limited
Karvy Selenium Tower B
Plot 31-32, Gachibowli
Financial District, Nanakramguda
Hyderabad 500 032, India
Tel: +91 40 6716 2222
Fax: +91 40 2343 1551
E-mail: einward.ris@karvy.com
Investor Grievance E-mail: reliancegeneral.ipo@karvy.com
Website: https://karisma.karvy.com
Contact Person: M. Murali Krishna
SEBI Registration No.: INR000000221

BID/OFFER PROGRAMME

BID/ OFFER OPENS ON: *	[●]
BID/ OFFER CLOSES ON: **	[●]

* *Our Company and the Selling Shareholder may, in consultation with the GCBRLMs and BRLMs, consider participation by Anchor Investors. The Anchor Investors shall Bid during the Anchor Investor Bidding Date, i.e., one Working Day prior to the Bid/Offer Opening Date.*

***Our Company and the Selling Shareholder may, in consultation with the GCBRLMs and BRLMs, decide to close Bidding by QIBs one day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations.*

[*This page has been intentionally left blank*]

TABLE OF CONTENTS

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended. If there is any inconsistency between the definitions given below and the definitions contained in the General Information Document (defined hereinafter), the following definitions shall prevail.

General Terms

Term	Description
"the Company", "our Company", or "the Issuer" or "we", "our" or "us"	Reliance General Insurance Company Limited, a public limited company incorporated under the Companies Act, 1956, and having its Registered Office at H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710, Maharashtra, India and Corporate Office at Reliance Centre, 4th Floor, South Wing, Off. Western Express Highway, Santacruz (East), Mumbai 400 055, Maharashtra, India.

Company Related Terms

Term	Description
"Articles" or "Articles of Association" or "AoA"	The articles of association of our Company, as amended from time to time.
Audit Committee	The audit committee of our Board, as described in "*Our Management*" on page 183.
"Auditors" or "Joint Statutory Auditors" or "Statutory Auditors"	The current joint statutory auditors of our Company, namely, Price Waterhouse Chartered Accountants LLP, Chartered Accountants and Pathak H.D. & Associates, Chartered Accountants.
"Board" or "Board of Directors"	The board of directors of our Company (including any duly constituted committee thereof).
CSR Committee	The corporate social responsibility committee of our Board, as described in "*Our Management*" on page 183.
Corporate Office	Reliance Centre, South Wing, 4th Floor, Off. Western Express Highway, Santacruz (East), Mumbai 400 055, Maharashtra, India.
Director(s)	The director(s) on our Board.
Equity Shares	The equity shares of our Company of face value of ₹ 10 each.
Group Companies	The companies as described in "*Our Group Companies*" on page 209.
Independent Director(s)	Independent Director(s) on our Board.
IPO Committee	The committee constituted by our Board for the Offer, as described in "*Our Management*" on page 183.
Key Management Personnel	Key management/ managerial personnel of our Company in terms of the SEBI ICDR Regulations, IRDAI Corporate Governance Guidelines and the Companies Act, 2013 and as disclosed in "*Our Management*" on page 183.
"Memorandum" or Memorandum of Association or "MoA"	The memorandum of association of our Company, as amended from time to time.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as described in "*Our Management*" on page 183.
Phantom Stock Plan	RGICL Phantom Stock Option Scheme, 2015.
Phantom Stock Option	Phantom stock option issued pursuant to the Phantom Stock Plan.
Promoter	The promoter of our Company, namely, Reliance Capital Limited.
Promoter Group	The entities constituting the promoter group of our Company in terms of Regulation 2(1) (zb) of the SEBI ICDR Regulations. For details, see "*Our Promoter and Promoter Group*" on page 202.
Registered Office	H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400710, Maharashtra, India.
"Registrar of Companies" or "RoC"	The Registrar of Companies, Maharashtra, at Mumbai.
Reliance Capital	Reliance Capital Limited, a public limited company incorporated under the Companies Act, 1956, and having its registered office at H' block 1st floor, Dhirubhai Ambani

Term	Description
	Knowledge City, Navi Mumbai 400 710, Maharashtra, India.
Restated Financial Information	The restated financial information of our Company for the Fiscals years 2013, 2014, 2015, 2016, 2017 and the three months ended June 30, 2017 prepared in accordance with the Companies Act and restated in accordance with the requirements of the SEBI ICDR Regulations and the relevant provisions of the IRDAI Capital Regulations
RGICL ESOP 2017	Reliance General Insurance Company Limited Employee Stock Option Scheme.
Shareholders	The holders of the Equity Shares from time to time.
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board as described in "*Our Management*" on page 183.

Offer Related Terms

Term	Description
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary (ies) to the Bidder as proof of registration of the Bid cum Application Form.
'Allot' or 'Allotment' or 'Allotted'	Allotment of Equity Shares pursuant to the Fresh Issue and transfer of the Offered Shares by the Selling Shareholder pursuant to the Offer for Sale to the successful Bidders.
Allotment Advice	Advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee	A successful Bidder to whom an Allotment is made.
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with SEBI ICDR Regulations and the Red Herring Prospectus, and who has Bid for an amount of at least ₹ 100 million.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors according to the terms of the Red Herring Prospectus and Prospectus, which will be decided by our Company and the Selling Shareholder in consultation with the GCBRLMs and BRLMs.
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Anchor Investor Bid/ Offer Period or Anchor Investor Bidding Date	The date, one Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to Anchor Investors shall be completed.
Anchor Investor Offer Price	The price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company and the Selling Shareholder in consultation with the GCBRLMs and BRLMs.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company and the Selling Shareholder in consultation with the GCBRLMs and BRLMs, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price.
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/ Offer Closing Date.
'ASBA' or 'Application Supported by Blocked Amount'	The application (whether physical or electronic) used by an ASBA Bidder to make a Bid authorising the relevant SCSB to block the Bid Amount in the relevant ASBA Account.
ASBA Account	An account maintained with an SCSB and specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the ASBA Form.
ASBA Bid	A Bid made by an ASBA Bidder.
ASBA Bidder(s)	Any Bidder (other than an Anchor Investor) in the Offer who intends to submit a Bid.
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
'Banker(s) to the Offer' or 'Escrow Collection Bank(s)'	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom the Escrow Account will be opened, in this case being [●].

Term	Description
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer, described in "*Offer Procedure*" on page 430.
Bid(s)	An indication by a Bidder (other than an Anchor Investor) to make an offer during the Bid/Offer Period pursuant to submission of the ASBA Form, or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to the submission of the Anchor Investor Application Form, to subscribe to or purchase Equity Shares at a price within the Price Band, including all revisions and modifications thereto, to the extent permissible under the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term 'Bidding' shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form, and payable by an Anchor Investor or blocked in the ASBA Account of an ASBA Bidder, as the case may be, upon submission of the Bid in the Offer.
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires.
'Bidder' or 'Applicant'	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, *i.e.*, Designated SCSB Branches for SCSBs, Specified Locations for Members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Bid Lot	[●] Equity Shares.
Bid/ Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be notified in all editions of the English national daily newspaper [●], all editions of the Hindi national daily newspaper [●], and the [●] edition of Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra wherein our Registered Office is located), each with wide circulation and in case of any revision, the extended Bid/Offer Closing Date shall also be notified on the website and terminals of the Syndicate Members, as required under the SEBI ICDR Regulations. Our Company and the Selling Shareholder in consultation with the GCBRLMs and BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Offer Opening Date was published, as required under the SEBI ICDR Regulations.
Bid/ Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of the English national daily newspaper [●], all editions of the Hindi national daily newspaper [●], and the [●] edition of Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra wherein our Registered Office is located), each with wide circulation, and in case of any revision, the extended Bid/ Offer Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.
Bid/ Offer Period	Except in relation to Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof.
Book Building Process	Book building process, as provided in Schedule XI of the SEBI ICDR Regulations, in terms of which the Offer is being made.
'Book Running Lead Managers' or 'BRLMs'	The book running lead managers to the Offer, being Haitong Securities India Private Limited and IDBI Capital Markets & Securities Limited.
Broker Centres	Broker centres notified by the Stock Exchanges where Bidders can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com.
'CAN' or 'Confirmation of Allocation Note'	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bidding Date.

Term	Description
Cap Price	The higher end of the Price Band, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted.
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account.
'CDP' or 'Collecting Depository Participant'	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Compliance Officer for the Offer	Compliance officer for the Offer in terms of the SEBI ICDR Regulations.
Cut-Off Price	Offer Price, which shall be any price within the Price Band, finalised by our Company and the Selling Shareholder in consultation with the GCBRLMs and BRLMs. Only Retail Individual Bidders and Reliance Capital Shareholders applying under the Reliance Capital Shareholders' Reservation Portion (subject to the Bid Amount being upto ₹ 200,000) are entitled to Bid at the Cut-off Price. QIBs and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively,) as updated from time to time.
Designated Date	The date on which the Escrow Collection Bank(s) transfers funds from the Escrow Account, and funds blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account or the Refund Account, as appropriate, after finalisation of the Basis of Allotment, in terms of the Red Herring Prospectus following which the Equity Shares will be Allotted in the Offer.
Designated Intermediary(ies)	Collectively, the Syndicate, Sub-Syndicate Members/ agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the Bidders in the Offer.
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively,) as updated from time to time.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms used by the Bidders, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	[●]
Draft Red Herring Prospectus or DRHP	This draft red herring prospectus dated October 9, 2017 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer.
Credit Suisse	Credit Suisse Securities (India) Private Limited
Edelweiss	Edelweiss Financial Services Limited
Eligible NRI	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to purchase the Equity Shares.
Escrow Account	An account opened with the Escrow Collection Bank and in whose favour Anchor Investors will transfer the money through direct credit/NEFT/RTGS in respect of the Bid Amount while submitting a Bid.
Escrow Agreement	The agreement dated [●] amongst our Company, the Selling Shareholder, the Registrar to the Offer, the GCBRLMs, BRLMs, the Escrow Collection Bank(s), the Public Offer Account Bank(s) and the Refund Bank(s) for among other things, collection of the Bid Amounts from the Anchor Investors and where applicable, refunds of the amounts collected from Anchor Investors, on the terms and conditions thereof.
First or sole Bidder	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the

Term	Description
	Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted.
Fresh Issue	The issue of up to 16,769,995 Equity Shares aggregating up to ₹ [●] million by our Company for subscription pursuant to the terms of the Red Herring Prospectus.
"Global Co-ordinators and Book Running Lead Managers" or "GCBRLMs"	Motilal Oswal Investment Advisors Limited, Credit Suisse Securities (India) Private Limited, Edelweiss Financial Services Limited and UBS Securities India Private Limited
Haitong	Haitong Securities India Private Limited
ICRA	ICRA Limited.
ICRA Report	Report titled "Indian General Insurance Industry - Overview" dated October 4, 2017 prepared by ICRA Limited.
IDBI Capital	IDBI Capital Markets & Securities Limited.
General Information Document or GID	The General Information Document for investing in public issues, prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 issued by SEBI, modified and updated pursuant to, among others, the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016, the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and the notification dated November 30, 2016 issued by SEBI and included in "*Offer Procedure*" on page 430.
Maximum RIB Allottees	Maximum number of RIBs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot.
Materiality Policy	Policy for identification of group companies, material outstanding civil litigations and material creditors of the Company, pursuant to the disclosure requirements under SEBI ICDR Regulations, as adopted by the Board through its resolution dated September 8, 2017.
Motilal Oswal	Motilal Oswal Investment Advisors Limited
Mutual Fund Portion	603,719 Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Net Proceeds	Proceeds of the Fresh Issue less our Company's share of the Offer expenses.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors.
NBFC-SI	A systemically important non-banking financial company as defined under Regulation 2(1)(zla) of the SEBI ICDR Regulations.
Net Offer	The Offer less the Reliance Capital Shareholders' Reservation Portion.
Non-Institutional Bidders	Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount more than ₹200,000.
Non-Institutional Portion	Not less than 9,055,798 Equity Shares which shall be available for allocation to Non-Institutional Bidders on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
'Non-Resident' or 'NR'	A person resident outside India, as defined under FEMA and includes FPIs, VCFs, FVCIs and NRIs.
Offer	Initial public offering of up to 67,079,979 Equity Shares for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] million (the "Offer"). The Offer comprises of a Fresh Issue of up to 16,769,995 Equity Shares aggregating up to ₹ [●] million and an Offer for Sale of up to 50,309,984 Equity Shares aggregating up to ₹ [●] million. The Offer comprises of a Net Offer of up to 60,371,982 Equity Shares and Reliance Capital Shareholders' Reservation Portion of up to 6,707,997 Equity Shares. The Offer and the Net Offer shall constitute 25.00% and 22.50%, respectively of the post-offer paid-up equity share capital of our Company.
Offer Agreement	The agreement dated October 9, 2017 among our Company, the Selling Shareholder, the GCBRLMs, BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer.
Offer for Sale	The offer for sale of up to 50,309,984 Equity Shares aggregating up to ₹ [●] million by the Selling Shareholder, in terms of the Red Herring Prospectus.
Offer Price	The final price at which Equity Shares will be Allotted to successful ASBA Bidders in terms of the Red Herring Prospectus.

Term	Description
	The Offer Price will be decided by our Company and the Selling Shareholder in consultation with the GCBRLMs and BRLMs on the Pricing Date, in accordance with the Book-Building Process and in terms of the Red Herring Prospectus.
Offered Shares	Equity Shares being offered for sale by the Selling Shareholder in the Offer.
Offer Proceeds	The gross proceeds of this Offer based on the total number of Equity Shares Allotted under this Offer and the Offer Price.
Price Band	The price band ranging from the Floor Price of ₹ [●] per Equity Share to the Cap Price of ₹ [●] per Equity Share, including any revisions thereof. The Price Band and minimum Bid Lot, as decided by our Company and the Selling Shareholder, in consultation with the GCBRLMs and BRLMs will be advertised in all editions of the English national daily newspaper [●], all editions of the Hindi national daily newspaper [●], and [●] edition of the Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra wherein our Registered Office is located), each with wide circulation, at least five Working Days prior to the Bid/ Offer Opening Date with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.
Pricing Date	The date on which our Company and the Selling Shareholder in consultation with the GCBRLMs and BRLMs, will finalise the Offer Price.
Prospectus	The Prospectus to be filed with the RoC after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, *inter alia*, the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto.
Public Offer Account	The bank account opened with the Public Offer Account Bank under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date.
Public Offer Account Bank	[●].
'QIBs' or 'Qualified Institutional Buyers'	Qualified institutional buyers as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations.
QIB Bidders	QIBs who Bid in the Offer.
QIB Portion	30,185,990 Equity Shares, which shall be available for allocation to QIBs (including Anchor Investors) on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
QIB Bid/ Offer Closing Date	In the event our Company and the Selling Shareholder in consultation with the GCBRLMs and BRLMs, decide to close Bidding by QIBs one day prior to the Bid/Offer Closing Date, the date one day prior to the Bid/Offer Closing Date; otherwise it shall be the same as the Bid/Offer Closing Date.
'Red Herring Prospectus' or 'RHP'	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto.
Refund Account(s)	The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to Anchor Investors shall be made.
Refund Bank(s)	The Bankers to the Offer with whom the Refund Account(s) will be opened, in this case being [●].
Registrar Agreement	The agreement dated October 6, 2017, entered into between our Company, the Selling Shareholder and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012, issued by SEBI.
Reliance Capital Shareholders	Individuals and HUFs who are the public equity shareholders of Reliance Capital, our Promoter and one of our Group Companies (excluding such other persons not eligible under applicable laws, rules, regulations and guidelines) as on the date of the Red Herring Prospectus.
Reliance Capital Shareholders' Reservation Portion	Reservation of up to 6,707,997 Equity Shares aggregating to ₹[●] million in favour of the Reliance Capital Shareholders, which is equivalent to 10% of the size of the Offer.
'RTAs' or 'Registrar and Share Transfer Agents'	The registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.

Term	Description
'Registrar to the Offer' or 'Registrar'	Karvy Computershare Private Limited.
Resident Indian	A person resident in India, as defined under FEMA.
'Retail Individual Bidder(s)' or 'Retail Individual Investor(s)' or 'RII(s)' or 'RIB(s)'	Individual Bidders, who have Bid for the Equity Shares for an amount which is not more than ₹ 200,000 in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRI Bidders) and does not include NRIs (other than Eligible NRIs).
Retail Portion	Not less than 21,130,194 Equity Shares, available for allocation to Retail Individual Bidders as per the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s). QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date.
'Self Certified Syndicate Bank(s)' or 'SCSB(s)'	The banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or such other websites and updated from time to time.
Selling Shareholder	Reliance Capital Limited
Share Escrow Agent	The share escrow agent appointed pursuant to the Share Escrow Agreement, namely [●].
Share Escrow Agreement	The agreement dated [●] between our Company, the Selling Shareholder and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment.
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms from Bidders.
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the GCBRLMs and BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms.
Syndicate Agreement	The agreement dated [●] between our Company, the Registrar to the Offer, the Selling Shareholder, the GCBRLMs, BRLMs and the Syndicate Members in relation to the procurement of Bid cum Application Forms by the Syndicate.
Syndicate Members	Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, namely, [●].
'Syndicate' or 'Members of the Syndicate'	The GCBRLMs, BRLMs and the Syndicate Members.
UBS	UBS Securities India Private Limited
Underwriters	[●]
Underwriting Agreement	The agreement dated [●] between the Underwriters, our Company and the Selling Shareholder, entered into on or after the Pricing Date but prior to filing of the Prospectus with the RoC.
Wilful Defaulter	A company or a person categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and includes any company whose director or promoter is categorised as such.
Working Day	All days other than second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business; provided, however, with reference to (a) announcement of Price Band; and (b) Bid/ Offer Period, the expression "Working Day" shall mean all days on which commercial banks in Mumbai are open for business, excluding all Saturdays, Sundays or public holidays; and (c) with reference to the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, the expression 'Working Day' shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, in terms of the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

Technical/ Industry Related Terms/ Abbreviations

Term	Description
AY	Accident Year
CAGR	Compounded Annual Growth Rate ((End Value/Beginning Value)^(1/number of years) – 1)
CCE	Crop Cutting Experiments
EMI	Equated Monthly Installment
FVA	Fair Value Change Account
FLOP	Fire Loss of Profit Insurance
FDI	Foreign Direct Investment
GDP	Gross Domestic Product
GDPI	Gross Direct Premium Income
GDPW	Gross Direct Premium Written
GWP	Gross Written Premium
IMTPIP	Indian Motor Third-Party Insurance Pool
IMTPDRP	Indian Motor Third-Party Declined Risk Pool
IAR	Industrial All Risk Insurance
IRDAI	Insurance Regulatory And Development Authority Of India
ISNP	Insurance Self Network Platform
Net Direct Premium Income to GDPI ratio	Net Written Premium on Gross Direct Premium / Gross Direct Premium
SFSP	Standard Fire And Special Perils Insurance
Total Debt to Net Worth Ratio	Total Debt / Net worth, where Total Debt = secured and unsecured borrowing and net worth includes share capital + reserves and surplus + application money pending for allotment + Change in fair value account
TAC	Tariff Advisory Committee
TPA	Third Party Administrators
UY	Underwriting Year

Conventional and General Terms or Abbreviations

Term	Description
'Mn' or 'mn'	Million.
AGM	Annual General Meeting.
AIF	An alternative investment fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
AS or Accounting Standards	Accounting standards as prescribed by Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014
BSE	BSE Limited.
Category II FPI	FPIs registered as "Category II foreign portfolio investors" under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
Category III FPI	FPIs registered as "Category III foreign portfolio investors" under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
CBDT	Central Board of Direct Taxes, Department of Revenue, Ministry of Finance, Government of India.
CDSL	Central Depository Services (India) Limited.
CEO	Chief Executive Officer.
CIN	Corporate Identity Number.
CIT	Commissioner of Income Tax.
Companies Act	Companies Act, 1956 and Companies Act, 2013, as applicable.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have an effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made thereunder.
Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections by the Ministry of Corporate Affairs, Government of India as of the date of this Draft Red Herring Prospectus, along with the relevant rules made thereunder.
Contract Labour Act	The Contract Labour (Regulation and Abolition) Act, 1970.
CSR	Corporate Social Responsibility.
Depositories	NSDL and CDSL.
Depositories Act	The Depositories Act, 1996, read with regulations framed thereunder.

Term	Description
DIN	Director Identification Number.
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India.
DP ID	Depository Participant's Identity Number.
DP or Depository Participant	A depository participant as defined under the Depositories Act.
EGM	Extraordinary General Meeting.
ELSS	Equity Linked Savings Scheme.
Employees Provident Fund Act	Employees Provident Funds and Miscellaneous Provisions Act, 1952.
Employees State Insurance Act	Employees State Insurance Act, 1948.
EPS	Earnings Per Share.
FAQs	Frequently asked questions.
FCNR	Foreign currency non-resident account.
FDI	Foreign Direct Investment.
FDI Circular	Consolidated Foreign Direct Investment policy circular of 2017, effective from August 28, 2017, issued by the DIPP.
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder.
'Financial Year' or 'Fiscal or Fiscal Year' or 'FY'	The period of 12 months ending March 31 of that particular year.
FIPB	The erstwhile Foreign Investment Promotion Board.
FPI(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations.
FVCI	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations.
GDP	Gross domestic product.
GoI or Government or Central Government	The Government of India.
GST	Goods and services tax.
HUF	Hindu undivided family.
ICAI	The Institute of Chartered Accountants of India.
ICDS	Income Computation and Disclosure Standards, notified by the GoI on September 29, 2016.
IFRS	International Financial Reporting Standards.
Income Tax Act	Income- Tax Act, 1961, read with the rules framed thereunder.
Income Tax Rules	Income- Tax Rules, 1962.
Ind AS	Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under Companies (Indian Accounting Standard) Rules, 2015
Indian Accounting Standard Rules	Companies (Indian Accounting Standards) Rules of 2015.
Indian GAAP	Generally accepted accounting principles in India.
Indian Penal Code	Indian Penal Code, 1860.
Insurance Act	Insurance Act, 1938.
IPO	Initial public offering.
IRDA Act	The Insurance Regulatory and Development Authority Act, 1999.
IRDAI	Insurance Regulatory and Development Authority of India.
IRDAI Capital Regulations	Insurance Regulatory and Development Authority of India (Issuance of Capital by Indian Insurance Companies transacting other than Life Insurance Business) Regulations, 2015.
IRDAI Corporate Governance Guidelines	Guidelines for corporate governance issued by the IRDAI by way of circular no. IRDA/F&A/GDL/CG/100/05/2016 dated May 18, 2016.
IRDAI Transfer Regulations	Insurance Regulatory and Development Authority of India (Transfer of Equity Shares of Insurance Companies) Regulations, 2015.
IST	Indian Standard Time.
IT	Information Technology.
Listed Insurance Companies Guidelines	Insurance Regulatory and Development Authority of India (Listed Indian Insurance Companies) Guidelines, 2016.
MCA	Ministry of Corporate Affairs, Government of India.
MICR	Magnetic ink character recognition.
MoU	Memorandum of understanding.
N.A.	Not applicable.
NAV	Net asset value.

Term	Description
NCD	Non-Convertible Debentures.
NEFT	National Electronic Fund Transfer.
NPS	National Pension Scheme.
NRE Account	Non-Resident External account.
NRI	A person resident outside India, who is a citizen of India or an overseas citizen of India cardholder within the meaning of section 7(A) of the Citizenship Act, 1955.
NSDL	National Securities Depository Limited.
NSE	The National Stock Exchange of India Limited.
'OCB' or 'Overseas Corporate Body'	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer.
p.a.	Per annum.
P/E Ratio	Price/earnings ratio.
PAN	Permanent account number.
PAT	Profit after tax.
PFRDA Pension Fund Regulations	Pension Fund Regulatory and Development Authority (Pension Fund) Regulations, 2015
PMS	Portfolio Management Services.
RBI	Reserve Bank of India.
"RONW"/ "RoNW"	Net profit after tax / net worth as at the end of period/year.
RTGS	Real time gross settlement.
SCRA	Securities Contracts (Regulation) Act, 1956.
SCRR	Securities Contracts (Regulation) Rules, 1957.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act, 1992.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
SEBI Depository Regulations	Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996.
SEBI ESOP Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
SEBI Mutual Fund Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
SEBI Stock Broker Regulations	Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Regulations, 1992.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996.
State Government	The government of a state in India.
Stock Exchanges	Collectively, the BSE and the NSE.
STT	Securities transaction tax.
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
TAN	Tax deduction account number.
TDS	Tax deducted at source.
U.S. GAAP	Generally accepted accounting principles of the United States of America.
U.S. Investment Company Act	U.S. Investment Company Act of 1940, as amended
U.S. Securities Act	U.S. Securities Act of 1933, as amended.
VAT	Value added tax.
VCFs	Venture capital funds as defined in and registered with SEBI under SEBI VCF Regulations.
Year/ Calendar Year	The 12 month period ending December 31.

Words and expressions used but not defined herein shall have the same meaning as is assigned to such terms in the SEBI ICDR Regulations, the Companies Act, the SEBI Act, the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, capitalised terms in "*Statement of Tax Benefits*", "*Financial Statements*", "*Basis for Offer Price*", "*Outstanding Litigation and Material Developments*", "*Offer Procedure*" and "*Main Provision of the Articles of Association*" on pages 101, 220, 97, 372, 413 and 482 respectively, shall have the meaning as ascribed to such terms in such sections.

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION

Page Numbers

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

Currency and Units of Presentation

All references to *"Rupee(s)"*, *"Rs."* or "₹" or "INR" are to Indian Rupees, the official currency of the Republic of India. All references to *"US$"* or *"U.S. Dollars"* or *"USD"* are to United States Dollars, the official currency of the United States of America.

Exchange Rates

This Draft Red Herring Prospectus contains conversions of certain other currency amounts into Rupees that have been presented solely to comply with the requirements of SEBI ICDR Regulations. Unless otherwise stated, the exchange rates referred to for the purpose of conversion of foreign currency amounts into Rupee amounts, are as follows:

Currency		**Exchange rate as on**				
	June 30, 2017	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014(2)**	**March 31, 2013(1)**
USD#	64.73	64.84	66.33	62.59	60.10(2)	54.39(1)

#Source: RBI reference rate
(1) Exchange rate as on March 28, 2013, as RBI reference rate is not available for March 31, 2013, March 30, 2013 and March 29, 2013 being a Sunday, a Saturday and a public holiday, respectively
(2) Exchange rate as on March 28, 2014, as RBI reference rate is not available for March 31, 2014, March 30, 2014 and March 29, 2014 being a public holiday, a Sunday and a Saturday, respectively.

Such conversion should not be considered as a representation that such currency amounts have been, could have been or can be converted into Rupees at any particular rate, the rates stated above or at all.

Time

All references to time in this Draft Red Herring Prospectus are to Indian Standard Time.

Financial and Other Data

Unless stated or the context requires otherwise, our financial information in this Draft Red Herring Prospectus is derived from our Restated Financial Information, included in this Draft Red Herring Prospectus.

Our Company's fiscal year commences on April 1 of each year and ends on March 31 of the next year. Accordingly, all references to a particular fiscal year (referred to herein as "**Fiscal**", "**Fiscal Year**" or "**FY**") are to the 12 month period ended March 31 of that particular year, unless otherwise specified.

India has decided to adopt the "*Convergence of its existing standards with IFRS*" referred to as the "*Indian Accounting Standards*" or "*Ind AS*". In terms of a notification released by the IRDAI, our Company is required to prepare its financial statements in accordance with Ind AS for accounting periods beginning on April 1, 2020. Accordingly, our financial statements for the period commencing from April 1, 2020, may not be comparable to our historical financial statements. We have not attempted to quantify the impact of Ind AS on the financial information included in this Draft Red Herring Prospectus, nor have we provided a reconciliation of our financial statements to those under Ind AS.

All the figures in this Draft Red Herring Prospectus have been presented in millions or in whole numbers where the numbers have been too small to present in million unless stated otherwise. One million represents 1,000,000 and one billion represents 1,000,000,000. Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. Any discrepancies in any table between the totals and the sum of the amounts listed are due to rounding off. Except for figures derived from our Restated Financial Information (which are rounded off to the 2nd decimal), all figures in decimals have been rounded off to the second decimal. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, figures sourced from third-party industry sources may be expressed in denominations other than millions or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Non-Indian GAAP Financial Measures

This Draft Red Herring Prospectus contains certain non-Indian GAAP financial measures and certain other statistical information relating to our operations and financial performance. We compute and disclose such non-Indian GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These non-Indian GAAP financial measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the insurance industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other insurance companies.

Industry and Market Data

The industry and market data set forth in this Draft Red Herring Prospectus have been obtained or derived from publicly available information as well as industry publications and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we have no reason to believe that industry data used in this Draft Red Herring Prospectus is not reliable, it has not been independently verified by us, none of our Directors, the Selling Shareholder and any of the GCBRLMs and BRLMs any of their affiliates or advisors make any representation as to its accuracy or completeness. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable.

The extent to which industry and market data set forth in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Accordingly, no investment decision should be made solely on the basis of such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in "*Risk Factors*" on page 15.

This Draft Red Herring Prospectus contains certain industry and market data and statements concerning our industry obtained from ICRA report titled "Indian General Insurance Industry: Overview", dated October 4, 2017." ("**ICRA Report**")

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "goal", "expect", "estimate", "intend", "objective", "plan", "project", "should" "will", "will continue", "seek to", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. For the reasons described below, we cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Therefore, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with the expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company has businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in laws, regulations and taxes and changes in competition in our industry. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- The Indian economy;
- Regulatory and fiscal environment;
- Demand for general insurance products;
- Claims incurred and reserves;
- Reinsurance;
- Performance of our investment portfolio; and
- Competition

For a further discussion of factors that could cause our actual results to differ from our expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 15, 138 and 344, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

Forward-looking statements reflect our views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on the currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. None of our Company, Directors, the Selling Shareholder, the GCBRLMs and BRLMs or their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with regulatory requirements, our Company will ensure that investors in India are informed of material developments from the date of registration of the Red Herring Prospectus with the RoC until the date of Allotment. The Selling Shareholder will ensure that investors are informed of material developments in relation to the statements and undertakings expressly made by the Selling Shareholder in this Draft Red Herring Prospectus until the date of Allotment.

SECTION II - RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares, or the industry and segments in which we currently operate in India. In addition, the risks set out in this section may not be exhaustive and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or may become material in the future. If anyone or a combination of the following risks or other risks that are not currently known or are now deemed immaterial actually occurs, our business, prospects, results of operations and financial condition could suffer, the trading price of the Equity Shares could decline and you may lose all or part of your investment. Unless specified in the relevant risk factor below, we are not in a position to quantify the financial implication of any of the risks mentioned below. Any potential investor in the Equity Shares should pay particular attention to the fact that we are subject to extensive regulatory requirements that may differ significantly from one jurisdiction to another.

In making an investment decision, prospective investors must rely on their own examinations of us and the terms of the Offer, including the merits and the risks involved. Prospective investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Equity Shares. For further details, see "*Our Business*" *and* "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" *on pages 138 and 344, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. If our business, results of operations or financial condition suffers, the price of the Equity Shares and the value of your investments therein could decline.*

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including but not limited to the considerations described below and elsewhere in this Draft Red Herring Prospectus. For further details, see "*Forward-Looking Statements*" *on 14.*

Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our Restated Financial Information.

INTERNAL RISK FACTORS

1. ***Our loss reserves are based on estimates as to future claims liabilities and could be inadequate. If our loss reserves are determined inadequate, we would be required to make provisions for additional reserves which in turn could adversely affect our financial condition and results of operations.***

   We are required to establish a liability in our accounts for the unpaid portion of ultimate costs (including loss adjustment expenses) of claims that have been 'incurred but not reported' ("**IBNR**") and 'incurred but not enough reported' ("**IBNER**") as at the end of each reporting period.

   There are several possible methods for the determination of this ultimate cost. The method most appropriate in a particular case will depend on the nature of the business and the claims development pattern. The provisions for IBNR and IBNER are calculated separately for each year of occurrence and are aggregated to arrive at the total amount to be provided, by line of business. Our methodology is consistent with regulatory guidelines, which do not permit discounting of reserves or negative provisions for any particular year of occurrence.

   The process of establishing the liability for unpaid losses and loss adjustment expenses is complex, as it takes into consideration many variables that are subject to the outcome of future events. Reserves do not represent an exact calculation of liability. Reserves represent estimates, generally involving actuarial projections at a given time, of what we expect the ultimate settlement of claims will cost. Estimates are based on assessments of known facts and circumstances, assumptions related to the ultimate cost to settle such claims, estimates of future trends in claims severity and frequency, changing judicial pronouncements, and other factors. These variables are affected by both internal and external events, including changes in claims handling procedures, economic inflation, unpredictability of court decisions, risks inherent in major litigation and legislative changes. Many of these items may not be directly quantifiable particularly on a prospective basis. As a result, informed subjective estimates and judgments about our ultimate exposure to losses are an integral component of our loss reserving process. Significant reporting lags may exist between the occurrence of an insured event and the time it is actually reported. We adjust our reserve estimates regularly as experience develops and further claims are reported and settled.

Due to the inherent uncertainty in estimating reserves for losses and loss adjustment expenses, we cannot give any guarantee that the ultimate liability will not exceed amounts reserved. If our estimated reserves are inadequate this could affect our liquidity and financial condition, requiring us to raise funds. There is also no guarantee that we would be able to raise such funds on favorable terms or at all, which could jeopardize our solvency.

A significant proportion of our reserves are for motor third-party liability, which tend to involve longer periods of time for the reporting and settlement of claims. In addition, the reserves related to motor third-party insurance are made on an estimated basis prior to a claim being filed. This differs from the approach taken in respect of other business lines, where reserves are created when a claim is reported. The additional uncertainty resulting from the larger number of assumptions and the time period for which such reserves are held increases the inherent risk and uncertainty associated with motor third-party loss reserve estimates.

One of the significant factors involved in estimating future claims liability is the effect of inflation on claims. The anticipated effect of inflation is implicitly considered when estimating liabilities for unpaid losses and loss adjustment expenses. Estimates of the ultimate value of all unpaid losses are based in part on the development of average paid losses, which reflects inflation. Inflation is also reflected in the case estimates established on reported open claims, which, when combined with paid losses, form another basis for the derivation of estimates of reserves for all unpaid losses. We also consider specific factors that may affect losses, such as changing trends in medical costs, minimum wages and other economic indicators, and changes in legislation and social attitudes that may affect the decision to file a claim or the magnitude of court awards. There is no precise method for subsequently evaluating the adequacy of the consideration given to inflation, since claim settlements are affected by many factors.

As a result of all the above, our loss reserves may not be adequate to meet our future claim liabilities, which could require us to make provisions for additional reserves and adversely affect our financial condition and results of operations.

2. Catastrophic events, including natural disasters, could increase our liabilities for claims by policyholders and result in an adverse effect in our results of operations or even losses in our investment portfolio.

Our fire and engineering, weather and crop, motor and health insurance businesses expose us to risks of liabilities for insurance claim payments relating to catastrophic events, which are covered by the insurance products that we make available to customers. Catastrophes can be caused by various natural hazards, including earthquakes, typhoons, floods, drought, storms, severe weather and fires. Catastrophes may also be man-made, such as terrorist attacks, explosions and industrial or engineering accidents. Certain catastrophes are covered by our insurance and are known as 'insurable catastrophes'. In addition, our health insurance business is exposed to the risk of catastrophes such as a pandemic or other event that causes a large number of hospitalizations. In particular, our weather and crop insurance business is exposed to the risk of catastrophic events as such events can have particularly significant effects on agricultural businesses. Neither the likelihood, timing, nor the severity of a future catastrophe or pandemic can be predicted. For example, in the financial year 2016, the city of Chennai and the surrounding region experienced severe floods, leading to increased claims in the region.

Catastrophes could also result in losses in our investment portfolio, due to, among others, the failure of our counterparties to perform their obligations or significant volatility or disruption in the financial markets, in turn resulting in absolute losses as well as decreases or delays in investment income. We have experienced, and are likely to in the future experience, losses related to catastrophic events that could reduce our revenues and net profit. The extent of our losses from catastrophes is a function of their frequency and severity.

The frequency and severity of catastrophes covered by our insurance are inherently unpredictable. Although we establish reserves after an assessment of potential losses relating to catastrophes covered by our insurance that have taken place, there can be no assurance that such reserves would be sufficient to pay for all related claims.

In addition, although we enter into catastrophic reinsurance arrangements to reduce our catastrophe loss exposure, due to limitations in the underwriting capacity and terms and conditions of the reinsurance market as well as inherent difficulties in assessing our exposure to catastrophes, such reinsurance may not be sufficient to adequately cover our losses.

We purchase reinsurance coverage based on probable maximum loss ("**PML**") amounts which are calculated internally based on our experience and are lower than the sum assured, for each policy we write. If our estimates of PML are incorrect or if there is a loss in excess of the corresponding PML amount, we would have inadequate reinsurance coverage and may suffer losses.

In addition, we may be unable to purchase a reinstatement for catastrophic reinsurance at acceptable prices in a hardening reinsurance market, or at all, after the occurrences of severe catastrophes, which would expose us to losses in case of future catastrophes in the same policy period. Also, we may be unable to obtain adequate reinsurance in future years for multi-year products that we offer. Certain emerging claim areas, like business interruption and cyber security, also may not have adequate reinsurance available. If we do not have adequate reinsurance coverage and a catastrophe occurs our losses could be particularly significant.

As a result of all of risks mentioned above, if catastrophic events covered by our insurance occur with greater frequency and severity than has historically been the case, or multiple catastrophic events occur in a year, claims arising therefrom could reduce our results of operations or even losses in our investment portfolio.

3. ***We, some of our Directors, our Promoter and certain Group Companies are involved in certain legal and other proceedings.***

We, some of our Directors, our Promoter and certain Group Companies are currently involved in a number of legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. The summary of outstanding litigation in relation to criminal matters, direct tax matters, indirect tax matters and actions by regulatory/statutory authorities against us and our Directors, our Promoter and Group Companies as at the date of this Draft Red Herring Prospectus have been set out below, where an adverse outcome could materially and adversely affect our business, financial condition and results of operations.

I. Litigation against the Company

(*₹ in million*)

S. No.	Nature of litigation	Number of cases	Approximate amount involved
1.	Criminal	2	-
2.	Action by regulatory/statutory authorities	5	1.50
3.	Tax proceedings	20	2,397.73
4.	Material civil litigation	8	888.10

* *Does not include any penalty or interest that may be levied.*

II. Litigation against the Directors

(*₹ in million*)

S. No.	Nature of litigation	Number of cases	Approximate amount involved
1.	Criminal	1	-
2.	Action by regulatory/statutory authorities	-	-
3.	Tax proceedings	-	-

S. No.	Nature of litigation	Number of cases	Approximate amount involved
4.	Material civil litigation	-	-

III. Litigation against the Promoter

(*₹ in million*)

S. No.	Nature of litigation	Number of cases	Approximate amount involved
1.	Criminal	-	-
2.	Action by regulatory/statutory authorities	-	-
3.	Tax proceedings	24	455
4.	Material civil litigation	-	-

IV. Litigation against Group Companies

(*₹ in million*)

S. No.	Nature of litigation	Number of cases	Approximate amount involved
1.	Criminal	9	-
2.	Action by regulatory/statutory authorities	3	22.66
3.	Tax proceedings	42	1,229.83
4.	Material civil litigation	1	93.10

Additionally, we are often subjected to policyholders' complaints and lawsuits, including criminal complaints against us and our employees as well as public interest litigations. Such lawsuits are costly to defend against and can materially affect our financial condition, even if we are successful in defending them or effectively redress such complaints. Such lawsuits include proceedings as part of the claims process wherein, in the event of an unfavorable outcome, our ultimate liability may be significantly high, especially in respect of claims made under our motor third-party liability policies, for which liability is unlimited.

If we are unsuccessful in defending these suits or settling these complaints or disputes, we may have to pay significant damages or receive lesser premium after adjustment of any penalties imposed. Even if we are successful in defending them, our reputation could be materially harmed. We are also exposed to the risk of complaints and/or litigation being filed by customers, which may result in adverse publicity or direct financial losses due to actual or purported breaches of promise or wrongful denial of claims. We cannot provide any assurance that such complaints or suits will be decided in our favor. In addition, even if we are successful in defending such cases, we will be subject to legal and other costs relating to such litigation and complaints, and such costs could be substantial. Further, we can give no assurances that similar proceedings or complaints will not be initiated in the future. If any of the above scenarios were to occur, they could materially and adversely affect our business, results of operations, financial condition, prospects and our reputation. Further, even if we take steps to maintain an effective grievance redressal system, in relation to our policyholders' complaints, denial and repudiation of claims, and fraud by our employees and agents, we may not be able to effectively redress such complaints in a timely manner, which could adversely affect our financial condition and results of operations.

4. If we do not meet solvency ratio requirements, we could be subject to regulatory actions and could be forced to stop transacting any new business or change our business strategy which could have an adverse effect on our business and results of operations.

Under the Insurance Act, every insurer is required to maintain (at all times) an excess of value of assets over the amount of liabilities of, not less than 50% of the amount of minimum capital as prescribed therein. IRDAI further specifies a level of solvency margin known as control level of solvency on the breach of which IRDAI is required to take action as prescribed therein (including requiring such insurer to submit a financial plan to IRDAI, indicating a plan of action to correct the deficiency within a specified period not exceeding six months). The control level of solvency specified by IRDAI is the minimum solvency ratio of 1.50x.

If our share capital and profit do not continue to support the growth of our business in the future, or if the statutorily required solvency margin increases, or if our financial condition or results of operations deteriorate, or for other reasons we cannot comply with the statutory solvency ratio requirements, we may need to raise additional capital in order to meet such requirements.

Our ability to obtain additional capital from external sources in the future is subject to a variety of uncertainties, including but not limited to, our future financial condition, results of operations, cash flow, Government regulatory approvals, changes in regulations relating to capital raising activities, our credit rating, general market conditions for capital raising activities, and other economic and political conditions in and outside India. As a result of any of these factors or any others, we may not be able to obtain additional capital in a timely manner, on favorable terms or at all.

The solvency regime that applies to us is different from those of other countries. Therefore, our solvency ratio might not be comparable to that of insurance companies in other countries with which an investor in the Equity Shares might be familiar. Our capital requirement is determined through the framework prescribed in the Insurance Regulatory and Development Authority of India (Assets, Liabilities and Solvency Margin of General Insurance Business) Regulations, 2016 (the "**ALSM Regulation**"). As per the Insurance Laws (Amendment) Act 2015, insurance companies licensed to operate in India are required to maintain a control level of solvency at all times. The solvency margin is determined by dividing available solvency margin by required solvency margin.

The present framework of determination is a factor-based approach with factors and computational methodology prescribed in the ALSM Regulation. However internationally, there is a concerted movement by regulators to move away from a factor-based approach to a risk-based approach for the determination of an insurance company's capital. Any such shift by the IRDAI to adopt a risk-based approach, could potentially adversely affect our capital requirements and consequently our capital position, which in turn could lead to the need for a capital infusion. We cannot assure you that we will be able to obtain such capital infusion on terms we consider fair, or at all, and the failure to obtain such capital infusion can lead to our being required to stop transacting any new business or change our business strategy.

5. A significant portion of our business comes from working with the Government which subjects us to risks which could result in non-payment or delayed payments, litigation, penalties and sanctions including early termination, suspension and removal from the approved panel of insurers.

In the financial year 2017, 28.5% of our GDPI was derived from Government programs, in relation to weather and crop, health and personal accident insurance. These programs present a number of risks, including:

- delayed or non-payment of obligations by the central and state Governments, due to funding issues or otherwise;
- changes to Government policies or regulations;
- risks inherent to Government tenders such as lower pricing, long tender process and uncapped damages;
- investigations by various law enforcement agencies upon allegations of misconduct or irregularities;
- the ability of competitors to protest tender awards;
- civil and criminal actions and penalties, including regulatory sanctions, due to non-adherence to the terms of the contract;
- termination of contracts, forfeiture of profits, suspension of payments, fines and removal from the approved panel of insurers due to non-adherence to terms of the contract;
- complaints and other legal proceedings filed by beneficiaries of such Government programs;
- increased damage to reputation and possible active involvement of civic representatives, including on account of repudiation of claims, due to publicity of such programs by media;
- any penal action effected in one product or jurisdiction may affect or have consequences on other products or jurisdictions; and
- restrictions on bidding for future tenders.

An adverse decision against us in any of these proceedings may result in additional litigation which may have a significant effect on our reputation or require a large payment affecting our financial condition. As of March 31, 2017, the outstanding premium receivable for a period greater than 90 days from the Government was ₹ 484.01 million, respectively. If the premium is not received from the Government, we may be required to make provisions on account of non-receipt of such receivables.

In the course of our business, we are party to contracts with Government and participate in various Government undertakings such as Government-sponsored insurance programs. In all such insurance programs, the Government may initiate investigations or enquiries against any insurer as a consequence of complaints or allegations of any irregularity or performance of such insurer, and as a result, the Government may prohibit the insurer from participating in such Government contracts partially or fully. We have, in the past, been subject to certain such prohibitions. For instance, our Company, pursuant to an order dated March 14, 2017 passed by the Director, Health Services, Chhattisgarh ("**Order**") read with order dated October 7, 2017 passed by the Government of Chhattisgarh, has been restrained from participating in the Rashtriya Swasthya Bima Yojana and Mukhyamantri Swasthya Bima Yojana schemes for a period of three years in the state of Chhattisgarh. For details in relation to such matters that remain outstanding, see "*Outstanding Litigation and Material Developments*" on page 372.

As long as we are involved in insuring assets and other works of the Government or participating in Government-sponsored insurance programs, we are exposed to such prohibitory, debarment or restraining orders either for limited period or permanently.

6. There is significant competition in our industry and we may not be able to compete successfully with our competitors which may adversely affect our market share and results of operations.

We face significant competition from other insurers in the insurance markets in India (from established insurers as well as new entrants to the market). Such competitors currently offer or may in the future offer the same or similar products and services as we do. Many of our competitors may have greater financial resources, longer track record of profitability, more reliable, more varied or larger distribution networks (such as our competitors who are promoted by banks or financial institutions who have an advantage in their connections to distributors of bancassurance and related insurance products) or greater access to resources than we do. The targeting of, the markets in which we operate, particularly the motor insurance market, by insurers with greater financial resources, better brand recognition, greater pricing flexibility or risk tolerance, more advanced technological distribution platforms than us could adversely affect our ability to obtain new, or retain existing, customers, which would negatively affect our market share and results of operations.

If we are unable or are perceived to be unable to compete effectively in our core insurance markets or products, our competitive position may be adversely affected. In particular, competitive pressures may, among other things, compel us to reduce prices, which may adversely affect our operating margins and, where there is no commensurate reduction in expenses, may adversely affect our net profit, or reduce our market share.

7. We may not be able to attract or retain our agents who are our main third-party distributors which could have a material adverse effect on our business, financial condition, results of operations and prospects.

Outside of our direct sales, the main distribution method we use is distribution through individual and corporate agents. We compete with other insurance companies and similar financial institutions to attract and retain the services of such agents. Our success in attracting and retaining such agents depends upon factors such as remuneration, the range of our product offerings, pre and post-sale support, our reputation, our perceived stability, our financial strength, and the strength of the relationships we maintain with such agents. If we fail to attract or retain such agents, we could experience a significant decline in our ability to sell and market our products and therefore generate GDPI.

Recruitment, training and deployment of agents demands and consumes considerable cost and effort. If we are unable to develop and maintain the pipeline of agents in a cost-effective manner, we could experience a significant decline in our ability to sell and market our products and therefore generate GDPI.

Under the IRDAI (Registration of Corporate Agents) Regulations, 2015, any of our existing corporate agents may, subject to certain restrictions, act as a corporate agent of our competitors. Further, our corporate agents could sell a larger share of our competitors' products, which could have an adverse effect on our business, financial condition and results of operations.

Furthermore there are restrictions that prevent corporate agents from acting for more than three general insurance providers. Competition for such relationships is therefore significant and we may not be able to generate new relationships or retain existing relationships on commercially reasonable terms, or at all.

8. We rely on selected types of insurance for most of our GDPI and profitability. Any decrease in the popularity or profitability of such products could have an adverse effect on our business, financial condition and results of operations and future prospects.

In the financial year 2017, motor insurance, weather and crop, health, fire, and engineering insurance accounted for 49.9%, 27.7%, 9.7% and 9.0% of our GDPI, respectively. In the event regulatory changes or variations in consumer behavior lead to a decrease in the demand for or profitability of any of these types of insurance, we might be significantly disadvantaged, as compared to other companies that are less dependent on such sectors for their business. Any such diminished performance in such sectors could have an adverse effect on our business, financial condition and results of operations.

9. We may not be able to maintain a profitable mix of products which may have an adverse effect on our business, financial condition, results of our operations and future prospects.

We design and distribute a range of insurance products, including motor, weather and crop, fire and engineering, health, and marine insurance, as well as in other insurance business lines. The mix of insurance products that we offer to our customers through our multiple distribution channels affects our performance, as our capital requirements, pricing assumptions, level of reserves and profitability vary from product to product. Therefore, changes in our product mix for new business may affect our financial condition.

Furthermore, our different lines of business present different levels of profitability and opportunity for growth. If we fail to increase or maintain the proportion of certain products that are profitable in our portfolio this may lead to a reduction in our profitability.

If we are not able to attract a sufficient market share of products in growing sectors we may also not be able to continue to grow our business which may lead to a loss of our market position and therefore a reduction in GDPI.

10. We may be unable to manage growth successfully which may have an adverse effect on our business, financial condition and results of operations.

We have experienced growth in our GDPI in the periods under review. Such growth has placed, and may continue to place, significant demands on our managerial, operational and financial resources. As part of our overall strategy, we may undertake investments, acquire certain businesses, assets and technologies, as well as develop new business lines, products and distribution channels. Such expansion of our business activities could require, among other things, the following:

- strengthening and expanding our risk management capabilities and information technology systems to effectively manage risks associated with existing and new lines of insurance products and services and increased marketing and sales activities;
- developing adequate underwriting and claims settlement capabilities;
- recruiting, training and retaining management, technical personnel and sales staff with sufficient experience and knowledge;
- managing our growing investment assets;

- developing new distribution channels, including digital platforms to expand capacity and improve productivity;
- maintaining consistent standards of actuarial reviews;
- compliance with existing or additional regulatory obligations;
- maintaining and developing the 'Reliance' brand and our reputation; and
- meeting the demand of an increased capital base and higher requirements for cost controls to satisfy the minimum solvency ratio requirements stipulated by the IRDAI and other capital needs.

We cannot assure you that we will be successful in managing our growth, if any, in the future. If we are not able to manage future growth successfully, our current business operations, reputation and relationships with existing customers could be damaged.

11. We are dependent on Reliance Capital Limited, our Promoter and the Reliance group for the goodwill that we enjoy in the industry.

Reliance Capital Limited holds 100% of our pre-Offer equity share capital. We believe that the goodwill of the Reliance group has a significant effect on our ability to attract customers, as individual retail general insurance is a relatively new industry in India, and potential customers are likely to consider a provider's reputation in their purchase decision. It is possible that the goodwill of the Reliance group may deteriorate for a wide variety of reasons, including many that are out of our control or are not related to our business, such as credit risk downgrades of companies related to the Reliance group, non-payment of debt, such as the poor performance (or perceived poor performance), or negative customer or counter-party perception, of other entities in the Reliance group, or the markets or industries they operate in. In the event the goodwill of the Reliance group deteriorates for any reason, we may lose that ability to attract customers, which could lead to a reduction in our GDPI and increase our cost of capital.

12. The offering of weather and crop insurance products is subject to certain specific risks that could have an adverse effect on our business, financial condition, results of operations and future prospects.

We have substantially increased our weather and crop insurance business by insuring crop insurance under the Government of India's insurance schemes, which form part of the Government of India's stated policy of seeking to increase crop insurance protection to the level of 50% of India's cropped area by the financial year 2019.

We have not operated at this level of exposure in our weather and crop segment before, and this substantial growth in our weather and crop business exposes us to risks, losses, uncertainties and challenges that are particular to this segment. In particular, we may experience large losses in the event of a bad monsoon season or successive bad monsoon seasons, drought, flooding or other catastrophic events and risks facing India's weather and crop industry and crops. In addition, our actuarial information on risks may not allow us to adequately predict and reserve for losses under new Government programs. Furthermore the allotment of positions as insurance providers under such schemes takes place through closed tenders, further limiting our ability to control exactly how we grow in this sector. There can also be no assurance that we will be able to manage our growth effectively as it relates to our substantial increase in the weather and crop insurance business.

In the financial years 2017, 2016 and 2015, we derived 27.7%, 4.0% and 5.8%, respectively, of our GDPI from weather and crop insurance products. We offer weather and crop insurance primarily under the Government of India promoted programs. We face risks in connection with our weather and crop insurance offering. These include:

- *Reduction in Government support.* The weather and crop insurance market has grown in the recent past on account of significant amendments in the structure of government promoted programs, which have encouraged the purchase of weather and crop insurance programs, including as a result of the inclusion of premium contributions made the central Government, creating an upper limit on the premium contribution made by the beneficiary. If the Government reduces its support for the program, the market for weather and crop insurance could decline accordingly.

- *Reinsurance risk*. Weather and crop reinsurance is not yet as broadly available as other forms of reinsurance. Such reduced supply exposes us to the risk of having to pay higher prices for weather and crop reinsurance. In particular we currently purchase a significant amount of our weather and crop reinsurance from GIC Re, exposing us to the credit risk of GIC Re. Furthermore, as the weather and crop insurance market grows (including the scale of finance in that market) it is possible that GIC Re may be unable to take on further reinsurance and meet our reinsurance needs, due to lack of capacity for further weather and crop reinsurance. In this case, as a result of the lack of alternative providers in the domestic market, we may be required to purchase reinsurance from overseas providers, at rates that are not as beneficial as those provided by GIC Re. Further, certain Government promoted program tenders are often for tenures longer than one year, for example covering a specific number of seasons. In such cases, we risk having to agree to provide insurance without simultaneously arranged reinsurance for future years.

- *Reputation risk*. Certain Government programs are widespread, highly publicized, intensely scrutinized and receive significant media attention. Any dispute, accusation or litigation against us, even if unfounded, could lead to significant negative publicity and damage to our reputation and brand. For example, under the terms of the Pradhan Mantri Fasal Bima Yojana program (the "**PMFBY**") our liability with respect to the insured risk does not commence until we receive premium from both the relevant farmer and the Government. However, repudiation of any claim on the basis that receipt of such share of the premium from the farmer (who may not make payments until later in the season) may lead to negative publicity. Furthermore, the Government has recently heightened its scrutiny of its programs on a retrospective basis and any failure to respond or satisfy regulatory questions or requests for information or other demands could lead to negative publicity or legal or regulatory actions.

- *Tender-based award*. Government program insurance contracts are typically awarded on a tender basis by the states. As such, we are unable to control the number of polices we are required to underwrite, or their distribution, due to the nature of the tender process. This can subject us to concentration risk and increased risk of losses in case of adverse weather conditions or catastrophes. In addition, competitors may contest tender awards making the process more expensive.

- *Selection and basis risk*. There has been a significant increase in our weather and crop insurance business over the past two financial years. As the market is both large and relatively new, we have limited data, upon which we are reliant for making assumptions, based on which we analyze the risk and pricing of providing such insurance. Such data may be insufficient or unreliable, and in addition, given that it has only been collected for a short period, it is likely to result in predictions that can be subject to more volatile changes following the collation of new data. Data has also not been collected from all appropriate regions or in a consistent or accurate manner, further limiting its effectiveness. In addition, the relevant Governments coordinating the programs also rely on such limited data in setting the terms of the tender. If we misprice risks or are unable to select preferable risks to underwrite, we may suffer significantly higher claims and a reduction in profitability.

- *Non-payment/delay in payment*. A major portion of the premium received for the weather and crop policies are borne by the Government. While Government program guidelines typically provide for the early settlement of such premium upon receipt of invoices by the Government, in practice, there have been delays in payment of such premiums. In addition, there is a risk of non-payment of such receivables in the case of a dispute between us and the Government.

- *Potential for higher claims and disputes*. For certain Government programs, claims are determined by yield data in crop cutting experiments ("**CCEs**"). CCE's are operationally demanding and detailed projects that include high levels of manual input and as such could be prone to errors. If

CCEs are not conducted as prescribed by the Government, or if CCE data is inaccurately captured or incomplete, it can lead to higher claims and disputes. For other Government programs claims are paid based on weather data automatically collected by third parties.

- *Compliance issues*. As the majority of purchasers of insurance under the PMFBY are borrowers of regional or rural banks, and the PMFBY scheme mandates coverage for all such borrowers, we are required under the program to rely on such banks for know your customer requirements. The internal controls and standards of such banks are not uniform and we may be required to underwrite policies for customers relying on such internal controls and standards.

- *Fraud risk*. We may face fraud in the form of incorrect enrolment of a beneficiary who does not qualify for the relevant Government scheme, fraud by collusion of intermediaries, and errors of diligence by banks when they issue loans which are linked to such weather and crop insurance.

- *Political risks*. Government programs such as the PMFBY are social welfare programs involving a sizeable number of farmers. The involvement and activism of local civic representatives, especially in the claims process, cannot be ruled out and could affect the level of claims payments.

- *Tax risks*. The PMFBY program is exempted from erstwhile service tax and the GST. Since such programs are exempted from taxation, we are required to disallow certain indirect tax credits in relation to our weather and crop insurance business. Any growth in our weather and crop insurance segment in the future is likely to reduce the tax credits available to us which would affect our total profitability.

- *Cyclicality*. The weather and crop insurance business in India is subject to cyclical variations in revenue, and we receive the majority of our GDPI from the weather and crop segment in the second and third quarters of the financial year, coinciding with the two main crop seasons of the year, kharif and rabi. If our weather and crop business does not perform well in those periods it is unlikely it will recover in the other periods of any financial year.

13. The offering of health insurance products is subject to certain specific risks which could have an adverse effect on our business and results of operations.

In the financial years 2017, 2016 and 2015, we derived 9.7%, 20.2% and 19.7%, respectively, of our GDPI from health insurance products. We face certain risks in connection with our health insurance offering, including:

- losses due to misrepresentations of pre-existing conditions by customers;
- losses due to errors in pricing or our inadequate underwriting;
- losses due to fraud by customers and other third parties; and
- additional payments that we may have to make due to our inability to meet certain service level guarantees provided by us.

Additionally, under the Insurance Regulatory and Development Authority of India (Health Insurance) Regulations, 2016, as amended, health insurance policies are ordinarily renewable except on grounds of fraud, moral hazard or misrepresentation or non-cooperation by the insured, provided the policy is not withdrawn.

All these factors may result in increased liabilities and difficulty in pricing our health insurance products which in turn could affect our business and results of operations.

14. There may be changes in the regulation of motor insurance or demand for motor vehicles in India, which could adversely affect our business and results of operations.

In the financial years 2017, 2016 and 2015, we derived 49.9%, 59.5% and 60.0%, respectively, of our

GDPI from motor vehicle insurance products. This has largely been driven by the continued growth in consumer demand for motor vehicles in India. There can be no assurance that such growth in consumer demand for motor vehicles in India will continue in the future. As a result of adverse changes in consumer demand for motor vehicles in India or any unfavorable change in Government policies which may affect such demand, the GDPI derived from motor vehicle insurance products could be lower than our expectations. This could have an adverse effect on our business.

Under the Motors Vehicles Act, 1988, as amended, there is a requirement for every person who uses (except passengers) or causes or allows any other person to use a motor vehicle in public, to purchase motor vehicle third-party liability insurance. If there is any change in this requirement, the demand for third-party motor insurance may decline, which could have an adverse effect on our business and results of operations as this product line contributed to 25.7% of our GDPI in the financial year 2017.

Further, the premiums for such insurance are set by the regulations laid down by IRDAI every year based upon new data with respect to actual claim payouts and there is no maximum liability cap set for such claims. If the premiums set by the IRDAI are too low when compared to actual claim payouts, or if we suffer a large claim that we have not adequately reserved for, we may suffer net losses in respect of such insurance policies.

Third-party liability claims in respect of motors vehicles are not subject to any period of limitations, so we may suffer claims significantly after the occurrence of the purported incident, making investigation of any such claim more difficult. Additionally, the Motor Vehicle (Amendment) Bill, 2016 (the "**Motor Vehicle Amendment Bill**"), has been passed by the Lok Sabha on April 10, 2017 and is pending before the Rajya Sabha. The Motor Vehicle Amendment Bill could have an adverse effect on our motor insurance business and our business and results of operations. Further, third-party liability claims in respect of motor vehicles are calculated based on principles laid-down by the courts in India, which have and may change from time to time. Any modification of these principles which are onerous to the insurer may, in addition to increasing our exposure going forward, also affect our liability on our outstanding claims.

The Insurance Laws (Amendment) Act, 2015 was notified on March 23, 2015, mandating insurers to complete a certain minimum motor third-party insurance business in the manner to be specified by IRDAI. In compliance with the said amendment in the Insurance Act, the IRDAI issued the Insurance Regulatory and Development Authority of India (Obligation of Insurer in Respect of Motor Third-Party Insurance Business) Regulations, 2015 which specified that insurers underwrite minimum obligations in respect of motor third-party business. Hence, IRDAI dismantled the Indian Motor Third-party Declined Risk Pool (the "**IMTPDRP**") imposed in the financial year 2013 effective from April 1, 2016.

However, IRDAI may again set up a third-party insurance pool and we may be forced to assume some of such risk, which could have an adverse effect on our risk profile and profitability.

15. Our reputation may be adversely affected by any negative publicity or market perception regarding our operations which may have an adverse effect on our business, financial condition and results of our operations.

Our business is significantly dependent on the strength of our brand and reputation, as well as market perception regarding our operations. While we have developed our brand and reputation over our history, any negative incidents or adverse publicity could rapidly erode customer trust and confidence in us, particularly if such incidents receive widespread adverse mainstream and social media publicity, or attract regulatory investigations or litigation. The high level of media scrutiny and public attention that the insurance sector is subjected to, together with increasing consumer activism in India, has significantly increased the risk of negative publicity that may affect our reputation or the reputation of the insurance industry in general.

Litigation, employee misconduct, operational failures, regulatory investigations, press speculation and negative publicity, whether actual, unfounded or merely alleged, could damage our brand and our reputation and confidence of customers. Our brand and reputation may also be adversely affected if the products or services recommended by us (or any of our employees, agents or other intermediaries) do not perform as expected by the customers (irrespective of whether such expectations are legitimate or reasonable), or if there is a change in customers' expectations from the relevant insurance product.

Negative publicity could be based, for instance, on allegations that we have failed to comply with regulatory requirements or result from failure in business continuity or the performance of our information technology systems, loss of customer data or confidential information, unsatisfactory service levels or insufficient transparency in product terms and administration of claims. Furthermore in the past there have been attempts by individuals unconnected with us, to fraudulently purport sell our insurance products to customers, in order to collect the premium on the issue of the supposed policy. It is possible that the success or attempt of such frauds, illegally using our branding and or logo, may damage our reputation and perceived trustworthiness.

Any damage to our brand or our reputation may result in withdrawal of business by our existing customers or our intermediaries as well as loss of new business from potential customers and arrangements with new agents and other intermediaries. Furthermore, negative publicity may result in an increase in regulatory scrutiny of industry practices as well as an increase in claims litigation, which may further increase our costs of doing business and affect our profitability. Negative publicity may also influence market perception of our business and affect our ability to maintain our credit ratings. Accordingly, any adverse effect on our brand and reputation may have an adverse effect on our business, financial condition and results of our operations.

16. Our business and reputation is vulnerable to misconduct and fraudulent activities.

We have in the past been subject to, and expect to continue to be subjected to, fraudulent activities by employees, customers and third parties. Although we maintain a system of internal controls to monitor, detect and prevent fraud, there can be no assurance that we will not suffer significant losses due to fraudulent activities.

While we insist on collection of premium through "non-cash" modes such as cheques, bank drafts, electronic fund transfers and similar means, premiums on our products may also be collected in cash by our employees, agents or other intermediaries. This makes us vulnerable to misappropriation and breach of trust by our employees, agents and other intermediaries. In cases where we compensate the customer for any loss of such premium, we may be unable to recover any such amounts from such employee, agent or other intermediary, leading to losses for us. For example, in the past, our employees, agents or other intermediaries have issued fake policies to our customers in lieu of cash premium.

We are also required to enroll beneficiaries in various Government-sponsored insurance programs where the business is awarded on the basis of winning a tender. The enrolment activity is usually required to be completed in a time-bound manner. Due to the scale of these insurance programs and the time frame involved in the enrolment process, we may be compelled to work with intermediaries. This could give rise to cases wherein the intermediaries could erroneously or fraudulently enroll the wrong beneficiaries resulting in us being held liable for mis-selling.

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

We are also exposed to fraudulent activities by our customers and third parties. We may be the victim of fraud by our customers. While we have a claim fraud detection mechanism, we cannot assure you that we will be able to prevent or detect all fraud committed against us. In the past, we have been subjected to various types of fraud by our customers, including, the presentation of fake death certificates (for accidental death), the presentation of fake driving licenses in settlement process of motor insurance claims, claims of theft after a sale of the property by the customer, suppression of pre-existing conditions at the time of policy issuance, arson on insured property, use of false identities and making of false claims.

If we are unable to detect or prevent fraudulent activities, we may suffer significant losses that we are unable to recover. In addition, if we are able to recover our losses, any such fraud may still cause significant harm to our reputation.

17. ***We may not be able to grow our business, maintain our market position, develop new products or expand our target markets which may have an adverse effect on our business, financial condition, results of our operations and future prospects.***

We were among the five largest private-sector general insurers in India in terms of GDPI for the quarter ended June 30, 2017, according to the ICRA Report. Our net profit after tax has increased at a CAGR of 12.5% from ₹ 905.22 million for the financial year 2014 to ₹ 1,287.28 million in the financial year 2017. The general insurance business in India has grown significantly in recent years and may continue to do so. If we are not able to grow our business at the same rate as the industry grows, due to competition from other market participants or otherwise, we may not be able to maintain our market position.

Our growth also depends on our ability to develop new products and product add-ons and extensions, expanding in target markets and consumer segments. It is possible that we may not be able to develop such new products or that the products we do launch may not generate sufficient interest and therefore anticipated returns. Business models may not succeed in the market and technological and other costs incurred towards automating and developing new customer-friendly interfaces may not yield desired results and therefore increases our expenses without commensurate increases in revenues. In addition, we endeavor to maximize our cross-selling across our products and there is no guarantee that we will be able to do so.

Expansion in new markets could also lead to a change in existing risk exposures, and the data and models we use to manage such exposures may not be as sophisticated or effective as those we use in existing markets or with existing products. This, in turn, could lead to losses in excess of our expectations.

If we are unable to maintain our market position as a result of such failures, we may also not be able to retain our existing market share or customers as our reputation and market presence may decrease in comparison to that of our competitors, allowing them to attract our existing customers. Such decrease in our customer base could lead to a decrease in our GDPI and our ability to generate profit. In addition, if our attempts to maintain our market position result in increased losses this may affect our results of operations.

18. ***Consumer attitudes towards insurance could change which may have an adverse effect on our business, financial condition and results of our operations.***

Our business and profitability are affected by our customers' attitudes towards insurance, which is a key factor affecting the performance of the general insurance industry in India. Customer attitudes towards insurance depends on various factors, including general economic conditions in India, reputation of the Indian general insurance industry in general, the risk appetite of our customers, concessionary tax regulations and perceptions of the quality of customer service. If there is an adverse shift in consumer attitudes towards general insurance, our growth and existing customer base could be restricted.

In particular, in the recent past, certain Government-promoted institutions, and certain large corporations have begun foregoing the purchase of general insurance in favor of retaining certain risks. If this trend continues, or accelerates, it could reduce our GDPI.

19. ***There may be failures of or inadequacies in our information technology systems which may have an adverse effect on our business and results of our operations.***

Our business depends heavily on the ability of our information technology systems to assist in marketing and sales and to process and administer a large number of policies written across numerous product lines. In particular, our products and processes have become increasingly complex and the volume of policies written continues to increase. In the financial year 2017, 99.0% of our policies we issued were processed electronically.

The proper functioning of our financial controls, accounting, customer database, customer service and other data processing systems, including those relating to underwriting and claims processing functions, actuarial and risk management, together with the communications systems linking our headquarters, branches, sales and service outlets and main information technology centers, is critical to our operations and to our ability to compete effectively. Our business activities would be disrupted in the event of a partial or complete failure of any of these information technologies or communications systems. These failures could be caused by, among others, hardware failure, software program errors, computer virus attacks, internet failure, conversion errors due to system upgrading or system relocation, failure to successfully implement ongoing information technology initiatives, human errors, natural disasters, war, terrorist attacks, blackouts and unanticipated problems at our existing and future facilities. Many of these events are wholly or partially outside of our control.

Similarly, our development and testing systems are housed on the public cloud infrastructure provided by a leading service provider. An entire range of nonproduction applications including our email systems are also on a cloud platform provided by the same provider. Any disruptions to the service provider could have a severe effect on our operations.

Delays, system failures or other accidents may also occur during system upgrades or introduction of new systems. In addition, upgraded or new information technology systems may not be able to achieve the projected processing capacity and availability, and may also not be able to meet the needs of our business scale and business growth in the future. Our failure to address these problems promptly, including any delay in the implementation of any upgraded or new information systems, could result in our inability to perform, or prolonged delays in performing, critical business operational functions, the loss of key business data. Were any such failures to occur it could affect our ability to execute policy requests, service customers or third parties (including agents) and as such may damage our business and results of operations.

20. Our Promoter is involved in a venture that may operate in similar lines of business as us. In the event of a conflict of interest, our Promoter may favour the interests of such venture over our interests.

Our Promoter, Reliance Capital Limited is also the promoter of Reliance Health Insurance Limited, which has obtained a R1 approval on September 14, 2017 in respect of conducting health insurance business exclusively, including accident and travel insurance. The IRDAI permits general insurance companies and health insurance companies to offer products with health insurance features. While Reliance Health Insurance Limited intends to primarily focus on the sale of its products to retail customers, we intend to focus on group health insurance, Government health insurance and other ancillary areas. However, we cannot assure you that Reliance Health Insurance Limited will not offer health insurance products in our geographical markets or to our customer base, which could create a potential conflict of interest for our Promoter. Due to such conflicts of interest, our Promoter may make decisions which may not be in the best interests of our shareholders and adversely affect our business, results of operations and financial condition.

21. The increasing effect of innovation, technological change and use of data in the general insurance industry in India and the markets in which we operate, could harm our ability to maintain or increase our business volumes and our profitability.

The general insurance industry in India is undergoing rapid and significant technological and other changes. We (along with our competitors) are focused on using technology, data collection and innovation to improve sales and marketing and to simplify and improve customer experience, decrease inefficiencies, redesign products, improve customer targeting and alter business models. For example, innovations, such as mobile and web-based sales and services, can affect (and have affected) product design and pricing and have become an increasingly important sales factor. If we do not anticipate, innovate, keep pace with and adapt to technological and other changes affecting the Indian general insurance industry, it could harm our ability to compete in the market and decrease the value of our products to customers.

In addition, we could be affected by our ability to deploy, in a cost effective manner, technology that collects and analyses a wide variety of data points, as well as technology that enriches externally and internally sourced data, so as to make underwriting, claims or other decisions, as well as from companies and competitors that have larger databases or are better able to collect these data points. In particular many new general insurance companies are seeking to operate predominantly online and digital business models which may allow them to successfully access predominantly retail industry segments such as motor insurance. If we are unable to take advantage of such developments we may not be able to operate as efficiently or cost-effectively as our competitors, which could lead to a reduction in our business and results of operations.

22. We are exposed to significant market risk, including changes in interest rates that could impair the value of our investment portfolio, which could lead to an adverse effect on our results of operations and financial condition.

As of March 31, 2017, 98.0% of our total investment assets, by carrying value, were invested in fixed income assets (including debt mutual funds). Changes in prevailing interest rates (including parallel and non-parallel changes in the difference between the levels of prevailing short-term and long-term rates) could affect our investment returns, which in turn could have an effect on our investment income and profitability.

While falling interest rates could result in an increase in the mark-to-market value of our debt portfolio, they also subject us to reinvestment risk which could result in the portfolio yields falling. Accordingly, declining interest rates could have an adverse effect on our investment income and profitability.

However, an increase in interest rates could also negatively affect our profitability as while an increase in interest rates could result in an increase in investment returns on our newly added fixed income assets, it could also result in a reduction in the market value of our existing fixed income assets reducing the unrealized appreciation value of such instruments.

Interest rates are highly sensitive to inflation and other factors including, Government fiscal and tax policies, monetary policy of the Reserve Bank of India, domestic and international economic and political considerations, balance of payments, regulatory requirements and other factors beyond our control.

We are also subject to regulation by IRDAI with respect to our investment asset allocation, which may limit our ability to mitigate market risk. While under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("**IRDAI Investment Regulations**"), we are permitted to make investments in both equity and debt assets, the IRDAI Investment Regulations prescribe a series of limits and sub-limits on these investments. We are obligated to invest a minimum of 30% of our total investment assets in government securities and other approved securities, including a minimum of 20% in central government securities. We are allowed to make, among others, a maximum investment of 70% in other approved investments such as equity shares, preference shares, debentures and immovable property situated in India subject to conditions mentioned in the IRDAI Investment Regulations. Within the 70%, the exposure to other than approved investments are restricted to 15% of our total investments. Such regulation may prohibit us from making the investment decisions we deem appropriate in order to maximize our interest income, which could limit our profitability.

As our combined ratio is over 100%, we are reliant upon our investment returns for our profitability and any effect on our income from investments can affect our results of operations and financial condition.

23. Credit risks related to our investments may expose us to losses and have an adverse effect on our financial condition.

We are exposed to credit risks in relation to our investments. As of March 31, 2017, out of our total fixed income assets (including debt mutual funds), 32.3%, by carrying value, was invested in AAA rated (domestic credit rating) securities, 22.5% in AA or AA+ rated securities, 38.9% in sovereign instruments and 6.2% in other debt securities (fixed deposits and mutual funds). The value of our debt portfolio could be affected by changes in the credit rating of the issuer of the securities due to changes in credit spreads in the bond markets. In addition, issuers of the debt securities that we own may default on principal and interest payments on this due date, thereby creating an impairment in the realizable value of the assets.

Moreover, Indian credit ratings, even with the same rating symbols, may not reflect the same creditworthiness as an international rating. Hence, we may be subject to greater credit risks with respect to our investments in debt securities than we anticipate, which could result in impairment losses and have an adverse effect on our financial condition.

We cannot assure you that we are able to identify and mitigate credit risks successfully. As a result, a probable downgrade in the credit rating of the debt securities owned by us may lead to a reduction in value of our debt portfolio, and have an adverse effect on our profitability and financial condition. Furthermore, the counterparties in our investments, including issuers of securities we hold, counterparties of any derivative transactions that we may enter into, banks that hold our deposits and debtors, may default on their obligations to us due to bankruptcy, lack of liquidity, economic downturns, operational failure, fraud or other reasons. We are also subject to the risk that our rights against these counterparties may not be enforceable in all circumstances.

24. Our investment portfolio is subject to liquidity risk which could decrease its value.

Some of our investments may not have sufficient liquidity as a result of a lack of market makers, market sentiment and volatility, and the availability and cost of credit. In these circumstances, our ability to sell our investment assets without significantly depressing market prices, or at all, may be limited. If we are required to dispose of these or other potentially illiquid investment assets on short notice due to significant number of insurance claims to be paid, a large claim to be paid, significant fall in value of our liquid investment assets, regulatory requirements or other reasons, we could be forced to sell such investment assets at prices significantly lower than the prices we have recorded in our financial statements. As a result, our investment income could be adversely affected.

25. The limited amounts and types of long-term fixed income products in the Indian capital markets and the legal and regulatory requirements on the types of investment and amount of investment assets that insurance companies are permitted to make could limit our ability to closely match the duration of our assets and liabilities.

We are restricted under Indian insurance laws and related regulations, including the Insurance Regulatory and Development Authority (Investment) Regulations, 2016, read with Investments – Master Circular issued by the IRDAI in May 2017, in relation to the type of investments and amount of investment assets in which we may invest, as well as the limited amounts and types of long-term investment assets in the Indian capital markets capable of matching the duration of our liabilities, may result in a shorter tenor of assets than liabilities with respect to certain of our investment accounts. Such exposure may also increase as we expand our business. It is possible that the investment restrictions imposed on insurance companies in India may also be increased and the sizes and types of long-term fixed income products available in the Indian securities market may decrease in the future. Any failure to align the tenor of our assets to that of our liabilities exposes us to risks related to interest rate changes, which could have an adverse effect on our business, financial condition, results of operations and prospects.

26. The actuarial valuations in respect of IBNR and IBNER are estimates and could be incorrect which may be detrimental to our financial condition.

The actuarial valuation presented in our financial statements and elsewhere of liabilities that are IBNR and IBNER are performed by our Appointed Actuary and our Mentor Actuary. In India, the appointed actuary of an insurance company certifies such valuation and that in his/her opinion, the assumptions for such valuation are in accordance with the guidelines and norms issued by the IRDAI and the Institute of Actuaries of India in concurrence with the IRDAI. Our auditors rely upon our Appointed Actuary's certificate and do not review or audit such valuation independently, which practice might differ from other jurisdictions. If the assumptions and/or models used to conduct such an actuarial valuation are incorrect, or if there is an error in calculation we may have to increase our reserves, affecting our profitability, and this may lead to an increase in our pricing of certain products, which could affect our ability to market our products and our GDPI. There has been one instance of a substantially revised reserve in the previous five years leading to a change in reserves totaling ₹ 1,713.93 million. We monitor the actual claims payout for all our products and adjust our reserves accordingly. If we have to increase our reserves, our profits could be adversely affected affecting our financial condition and results of operations in the period in which we make the determination, and this may lead to an increase in our pricing of certain products, which could have an adverse effect on our business, financial condition and results of operations.

27. There may be significant variation between actual claim payments and the assumptions and estimates used in the pricing of, and setting reserves for, our various insurance products which could have an adverse effect on our business and financial condition.

We price our various insurance products based on various assumptions relating to risks, benefits and claim patterns. We determine liabilities that provide for future obligations relating to our various insurance products. The pricing of our products is based mainly on assumptions with respect to market value, risk profile of the policyholder, and expenses. We utilize multivariate pricing models, depending on the nature of the insurance product, and the risk profile of the customer or the project, to price our insurance products. Our earnings therefore are significantly dependent on the extent to which actual claim payments are consistent with the assumptions we have used in the pricing of our products and the determination of the appropriate amount of policy reserves. Due to the nature of the underlying risks and the high degree of uncertainty associated with the determination of liabilities relating to unpaid insurance policy claims, we are unable to determine in a precise manner the amount that would ultimately be paid to settle such liabilities. We maintain reserves to cover amounts we estimate will be required to settle insured losses as well as for the expenses incurred to settle our insurance policy claims. Our technical reserves for the financial year 2015, 2016 and 2017 were ₹ 40,744.24 million, ₹ 43,729.50 million and ₹ 50,099.68 million, respectively. However, reserves do not, and will not in the future, represent any precise calculation of liability, but rather are estimates of the anticipated net future policy claims payments, and are consequently inherently uncertain. An estimation of the loss and loss expense reserves is an arduous and complex process that involves a number of variables and is determined based on subjective assumptions, estimates and judgment of our senior management, the Appointed Actuary and the Mentor Actuary.

These assumptions and estimates are based on management's assessment of the information available to us, historical data, probable forecast of future events that could affect our policyholders or the insurance industry in general, as well as anticipated estimates on future claims' severity and frequency, our loss trends in claim frequency and severity experienced by us, our loss history and the industry's loss history, information regarding each claim for losses, and other subjective factors such as regulatory developments or judicial determination regarding damages, changes in political climate, and general macroeconomic trends such as inflation. Pricing our insurance products is therefore subject to a number of risks and uncertainties, many of which are outside our control, including the availability of sufficient data that we can rely on, any changes in applicable regulatory standards, our ability to obtain regulatory approvals, and other uncertainties that inherently characterize such estimates and assumptions. The pricing of our products involves the collection and analysis of a substantial amount of data, the development, testing and setting of appropriate pricing techniques, as well as ongoing monitoring to recognize changes in risk trends in a timely manner to accurately forecast severity and frequency of losses. We also use policyholder information and other third-party data in our modelling exercise, which could be inaccurate or incomplete. In addition, the modeling methodologies we use to determine the valuation of our expected benefits and claim payments could also be incorrect. As we increase the number and complexity of the insurance products we offer, the likelihood of an inaccuracy in our models may also increase. The assumptions, estimates and other subjective factors used in reserve calculations may be revised from time to time with additional experience or availability of additional data, with the development of more effective calculation methodologies, information on how loss trends and inflation claims affect future payments, as well as any changes to the existing regulatory regime and interpretations thereof.

In particular, the assumptions we make in pricing for our motor third-party insurance policies may have more significant cost implications, as claims under motor third-party insurance policies are not subject to time limits. Therefore, as errors in original assumptions may prove to be more significant over the longer time period that such claims remain outstanding, the inherent risk for mis-pricing is more significant in respect of motor third-party insurance.

Therefore it is possible that our actual claim payments experience is significantly worse than the assumptions used in the pricing of our insurance products. If this were to be the case, our expenses incurred in payment of claims would increase reducing our net profit, and require us to apply reserves towards the payment of claims.

28. Reinsurance may not be available, affordable or adequate to protect us against losses, and reinsurers may dispute or default on their reinsurance obligations.

As part of our overall risk mitigation and capital management strategy, we purchase reinsurance to cover certain risks to which we are exposed. Our purchase of reinsurance reflects the insurance industry practice of reinsuring a portion of the risks we underwrite, in the case of our proportional reinsurance, and limiting our losses for certain significant loss incidents, in the case of our non-proportional reinsurance. Market conditions beyond our control determine the availability and cost of appropriate reinsurance and the receipt of future reinsurance recoveries as well as the financial strength of reinsurers. Like the insurance industry, the reinsurance industry has been and may continue to be cyclical and exposed to substantial market losses, which may adversely affect reinsurance pricing and availability, or its terms and conditions, or the ability of a reinsurer to fulfil its obligations towards us. Similarly, risk appetite among reinsurers may change, resulting in changes in price or willingness to reinsure certain risks in the future. Any such occurrences or significant changes in reinsurance pricing may result in us being forced to incur additional expenses for reinsurance, underwriting less business, having to obtain sufficient reinsurance on less favorable terms or not being able to obtain on a timely basis or choosing not to obtain reinsurance at all, thereby exposing us to increased retained risk and potentially an increase in loss ratio.

We purchase reinsurance under agreements generally on an annual renewable basis. These reinsurance agreements are designed to transfer risk, support underwriting volumes and moderate the effect of losses. Under the terms of these reinsurance agreements and in return for the premium paid, the reinsurer agrees to reimburse us for a portion of the claim paid to a policyholder or third-party claimant, in the case of proportional reinsurance, or a portion of a claim in excess of a certain amount, in the case of non-proportional reinsurance.

Our largest reinsurance provider as at June 30, 2017 was GIC Re. If our reinsurance providers do not offer to renew their products and services, in whole or in part, for any reason, there is a risk that we may be unable to procure replacement cover for any reinsurance agreements at rates equivalent to those of the terminated cover and that we may be exposed to the entire amount of losses during any interim period between termination of the existing agreements and the start of any replacement cover. A default by a reinsurer to which we have exposure could also expose us to significant losses and therefore result in significant reductions to our net profit.

Additionally, though we seek to employ a conservative reinsurance strategy that diversifies our exposure to reinsurers and our mix of proportional and non-proportional reinsurance coverage, we bear credit risk with respect to our reinsurers, and if any reinsurer fails to pay us, or fails to pay us on a timely basis, we could experience significant losses. Although the relevant reinsurance contract makes the reinsurer liable to us to the extent of the risk assumed by (that is, ceded to) the reinsurer, we are not relieved of our primary liability to its customers and policyholders. As a result, we bear risk with respect to our reinsurers. We cannot ensure that our reinsurers will pay reinsurance claims on a timely basis or at all. If reinsurers are unwilling or unable to pay the amounts due under reinsurance contracts, whether due to the reinsurer experiencing financial difficulties, a dispute over policy coverage between us and the reinsurer, or otherwise, we will incur unexpected losses and our results of operations will be adversely affected.

29. We cede a significant percentage of our reinsurance to GIC Re and negative changes to our relationship with GIC Re may adversely affect the results of our operations.

In the financial year 2017, 68.9% of our total reinsurance ceded was to GIC Re (the equivalent of 31.1% of GDPI in the same period). For certain types of reinsurance, including weather and crop insurance, all general insurers in India rely largely on GIC Re as it is the largest provider of such forms of reinsurance in India. Additionally, under the IRDAI's regulations, GIC Re, which is the only Indian re-insurer with the minimum credit rating required to gain this preferential status, has a right of first offer for all reinsurance ceded by an Indian general insurer. Therefore, we may not have control over the amount of reinsurance we cede to GIC Re. If there is any adverse change in our business relationship with GIC Re, we may be unable to find alternative reinsurance at acceptable rates, or at all which could affect our risk profile and our operating margins. The high concentration of our reinsurance with GIC Re subjects us to a higher degree of credit risk exposure on such reinsurance. In addition, as we are required to offer reinsurance to GIC Re in the first instance, it is possible that we may not receive favorable rates for our reinsurance ceded to GIC Re. This could result in our reinsurance expenses increasing, and our net profit decreasing.

30. We are dependent on the Reliance group for certain aspects of operations.

We receive operational support from the Reliance group in respect of certain technology services, such as data centers, cyber-security and network management. In addition, we are permitted to use the Reliance design as part of our logo by Anil Dhirubhai Ambani Ventures Private Limited ("**ADAVPL**") under a brand license agreement. That agreement requires us to observe certain covenants such as use of third party marks in connection with the Reliance brand only with the consent of ADAVPL. Further, per the agreement, all goodwill and rights that may be acquired by use of the brand shall inure to the sole benefit of ADAVPL. Should we no longer be permitted to use such logo we may also suffer a reduction in our ability to attract customers.

The Reliance group is not obliged to provide such support and were it to cease doing so, we may not be able to operate at our business as effectively as we were able to with such support. This could affect many areas of our business operations including expenses, ability to attract and retain customers and distributors.

31. Any change in the equity interest of the Reliance group in our Company may adversely affect the ability of our business to derive the advantages of our relationship with the Reliance group.

Prior to the completion of the Offer, Reliance Capital holds 100% of our Equity Shares. If Reliance Capital, or indirectly in any manner, the Reliance group, ceases to hold a significant equity interest in our Company, as a result of any transfer of shares or otherwise, our ability to derive any benefit from the brand name "Reliance", or the goodwill or operational support of the Reliance group would potentially be lost. Any such loss could affect our ability to attract customers as well as our business operations and distribution networks.

32. Reliance Capital will continue to retain significant influence over our Company after completion of the Offer and will have the right to approve certain corporate actions, which may potentially involve conflicts of interest with other equity shareholders.

Prior to the completion of the Offer, Reliance Capital holds 100% of our Equity Shares. Following the completion of the Offer, Reliance Capital will continue to hold the majority of our post-Offer Equity Share capital. As a result, they will have the ability to influence matters requiring share-holders approval, including the ability to appoint Directors to our Board and the right to approve significant actions at Board and at shareholders' meetings, including the issue of Equity Shares and dividend payments, business plans, mergers and acquisitions, any consolidation or joint venture arrangements, any amendment to our Memorandum of Association and Articles of Association, and any assignment or transfer of our interest in any of our licenses.

There is no guarantee that Reliance Capital will exercise the powers derived from its shareholdings or board representation in a manner consistent with the interest of any other holders of our Equity Shares and its interests have significant potential to deviate from other holders of our Equity Shares.

33. *The regulatory and compliance environment in the financial sector could change.*

We and our Promoter are subject to a wide variety of insurance and financial services laws, regulations and regulatory policies and a large number of regulatory and enforcement authorities. Regulators in general have intensified their review, supervision and scrutiny of many financial institutions. Regulators are increasingly viewing financial institutions as presenting a higher risk profile than in the past, in a range of areas. This increased review and scrutiny or any changes in the existing regulatory supervision framework, increases the possibility that we or our Promoter may face adverse legal or regulatory actions. There can be no guarantee that all regulators will agree with our and our Promoter's internal assessments of asset quality, provisions, risk management, capital and management functioning, other measures of the safety and soundness of our and their operations or compliance with applicable laws, regulations, accounting norms or regulatory policies. Regulators may find that we or our Promoter are not in compliance with applicable laws, regulations, accounting norms or regulatory policies, and may take actions in respect of the same. If we or our Promoter fail to manage legal and regulatory risk, our business could suffer, our reputation could be harmed and we would be subject to additional risks. We cannot predict the timing or form of any current or future regulatory or law enforcement initiatives, which are increasingly common for all financial institutions.

Additionally, the laws and regulations or the regulatory or enforcement environment is subject to change at any time, which may have an adverse effect on the products or services we offer, the value of our assets or our business in general. Further, the laws and regulations governing the general insurance industry in India have over a period come to govern a wide variety of issues, including foreign investment, solvency requirements, investments, money laundering, privacy, record keeping, marketing and selling practices. Any change in the policies by the IRDAI, including in relation to investment or provisioning or rural and social sector obligations or norms, may result in our inability to meet such increased or changed requirements as well as require us to increase our coverage to relatively riskier segments. Future changes in laws and regulations and failure or the apparent failure to address any regulatory changes or enforcement initiatives could have an adverse effect on our business and our future financial performance, harm our reputation, subject us to penalties, fines, disciplinary actions or suspensions or increase our litigation risks.
Substantial changes which have occurred in the past three years include the introduction of the Insurance Laws (Amendment) Act, 2015, along with the various regulations such as the Insurance Regulatory and Development Authority of India (Health Insurance) Regulations, 2016, Insurance Regulatory and Development Authority of India (Appointment of Insurance Agents) Regulations, 2016, Insurance Regulatory and Development Authority of India (Registration of Corporate Agents) Regulations, 2015. Further, various guidelines have been introduced which affect us and the industry in which we operate such as the Guidelines for Listed Indian Insurance Companies, 2016 and the Corporate Governance Guidelines.
Further, the Motor Vehicle Amendment Bill is currently undergoing legislative passage. The Motor Vehicle Amendment Bill seeks to amend the Motor Vehicles Act, 1988 to, among other things, address issues relating to third-party insurance. If the Motor Vehicle Amendment Bill is passed in its present form by Rajya Sabha and approved by the President of India and then notified in the Gazette of India, there is a possibility that it could negatively affect our operations.

In addition, the Insurance Act and the regulations issued by the IRDAI provide for a number of restrictions which restrict our operating flexibility and affect or restrict investors' shareholding or rights. The Insurance Act also restricts the types of capital of an insurer in India. The Insurance Act provides that appointment, reappointment or termination of appointment, of a managing or whole time director or a chief executive officer, of an insurance company shall be made only with the prior approval of the IRDAI. Further, under the Indian Insurance Companies (Foreign Investment) Rules, 2015, the right to appoint any chairman who exercises a casting vote and the right to appoint any chief executive officer is necessarily required to be retained and exercised by the Indian promoters and investors, which curtails the rights of any foreign promoters or investors that we may have, thereby affecting our ability to attract foreign investment.

Additionally, Government and regulatory bodies in India may issue new regulations and/or policies, which may require us to obtain approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements and conditions on our operations, in addition to those which we are undertaking currently. For example, regulations stipulated by the Insurance Regulatory and Development

Authority of India (Registration and Operations of Branch Offices of Foreign Reinsurers other than Lloyd's) Regulations, 2015 restrict the ability of the general insurers to select re-insurers for placement of risk. This could lead to a surge in the reinsurance premiums paid by us and thereby affect our overall profitability.

Any non-compliance with these laws and regulations and the enforcement thereof could have an adverse effect on the manner in which our business is carried out. Additionally, any change in these laws and regulations may require us to commit significant management and financial resources and may require significant changes to our business practices. For further details relating to the above mentioned insurance regulations and guidelines, see "*Regulations and Policies*" beginning on page 166.

34. We require certain approvals or licenses to carry out our operations.

We require certain approvals, licenses, registrations and permissions for operating our business. For further details, see "*Government and other Approvals*" on page 398. Further, the approvals that we have obtained stipulate certain conditions such as reporting requirements, and compliance with relevant IRDAI regulations, that require our compliance. If we fail to obtain any of these approvals or licenses, or renewals thereof, in a timely manner, or at all, or fail to comply with the conditions stipulated in the approvals we may face restrictions on our ability to operate, regulatory penalties or reputational damage. Further, the approvals that we have obtained stipulate certain conditions requiring our compliance. If we fail to obtain any of these approvals or licenses, or renewals thereof, in a timely manner, or at all, our business may be adversely affected.

35. Our NCD documentation contains certain restrictive covenants, non-compliance with which could adversely affect our business and results of operations.

We have issued unsecured and redeemable non-convertible debentures, which are listed on the stock exchanges. The NCD documentation contains certain restrictive covenants, including:

(a) obtaining prior consent of the debenture trustee in case our Company proposes to enter into any amalgamation, reorganization or reconstruction;

(b) providing prior intimation to the debenture trustee before declaring or paying any dividend to its shareholders during any financial year, unless our Company has paid the installment of the principal amount and the coupon then due and payable on the NCDs, and with prior intimation to the debenture trustee or had made provision satisfactory to the debenture trustee for making such payment; and

(c) prior intimation to the debenture trustee before permitting to cause to be doing of any act or thing whereby its right to transact business could be terminated or whereby the payment of any principal amount or coupon of the NCDs may be hindered or delayed.

For more information, see “*Financial Indebtedness*” on page 370.

Any failure to meet our obligations under the NCD documentation could have an adverse effect on our business, results of operations and financial condition.

36. Our ability to pay dividends in the future will depend upon our future results of operations, financial condition, cash flows, capital expenditure requirements and solvency ratio, and is subject to restrictions under Indian laws and regulations.

Any dividends to be declared and paid in the future are required to be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act and the Insurance Act. Our ability to pay dividends in the future will depend upon our future results of operations, financial condition, cash flows, sufficient profitability, working capital requirements, capital expenditure requirements and solvency ratio. We cannot assure you that we will generate sufficient revenues to cover our operating expenses and, as such, pay dividends to our Shareholders in the future consistent with our past practices, or at all. For details pertaining to dividend declared by us in the past, see "*Dividend Policy*" on page 219.

Under Indian laws, dividends may be paid out of profits earned during the year or out of accumulated profits earned by a company in previous years and transferred by it to its reserves (subject to certain conditions). Any accumulated profits that are not distributed in a given year are retained and may be available for distribution in subsequent years.

Payment of dividends by us is not regulated by relevant insurance laws and regulations prescribed for general insurance companies. However, the IRDAI may restrict an insurance company that has a solvency ratio lower than 1.50 from paying dividends. Any future changes in the regulations an adverse effect on our results of operations, financial condition, cash flows, or capital expenditure requirements or a drop in the solvency margin maintained by us below the regulatory threshold may restrict our ability to pay dividends.

37. Changes in taxation relating to our business and policies may adversely affect our business, financial condition and results of operations.

The Government of India has recently implemented a national indirect tax regime that combines taxes and levies by the central and state governments into one unified rate of tax, with effect from July 1, 2017 (the "**GST**"). The tax rate for general insurance services has increased under this regime from 15% to 18%. This additional cost is borne by the customer purchasing insurance, and as such has increased the cost of our products. This action and any future further such increases may reduce demand for our products.

Furthermore, under the GST, we are impacted due to disallowance of input tax credit on exempted business, which had a consequential impact of disallowance in tax credits. In addition, the GST also applies to our various counter-parties, for many of whom correct filing and reporting under the GST poses significant operational challenges. If our counter-parties suffer errors or delays in their filings, this may also affect our ability to claim certain tax credits based on our interactions with them. Any such inability to claim tax credits may adversely affect our financial condition.

38. Our risk management policies, as well as the risk management tools available to us, may not be adequate or effective in identifying or mitigating risks to which we are exposed.

We have established a risk management system consisting of an organizational framework, policies, procedures and risk management methods that have been formulated in accordance with the requirements of the IRDAI and that we consider to be appropriate for our business operations, and we have continued to enhance these systems. For more details, see "*Our Business—Risk Management*" on page 160.

However, due to the inherent limitations in the design and implementation of our risk management system, including internal control environment, risk identification and evaluation, effectiveness of risk control and information communication, our systems and mitigation strategies may not be adequate or effective in identifying or mitigating our risk exposure in all market environments or against all types of risks.

Many of our methods for managing risk exposure are based upon observed historical market behavior or statistics. These methods may not accurately predict future risk exposure, which can be significantly greater than what our historical measures may indicate. Other risk management methods depend upon the evaluation of information regarding markets, policyholders or other matters that are publicly available or otherwise accessible to us. Such information may not be accurate, complete or properly evaluated. Moreover, the information and experience data that we rely on may quickly become obsolete as a result of market and regulatory developments, and our historical data may not be able to adequately reflect risks that may emerge from time to time in the future.

Management of our operational, legal and regulatory risks requires us to, among other things, develop and implement procedures to properly record and verify a large number of transactions and events, and these procedures may not be fully effective. Failure or the ineffectiveness of these systems could lead to the taking or manifestation of further risk.

Our intermediaries and agents who conduct our business, including management, sales and product managers, sales intermediaries and investment professionals, among others, do so in part by making decisions that expose us to risks. These decisions include setting underwriting guidelines and standards, product design and pricing, investment decisions, and pursuit of business opportunities, among others. In addition, our employees and agents may make decisions beyond their scope of authority and that may expose us to excessive risks. Due to the large size of our operations and the large number of our branches, we cannot assure you that our controls and procedures designed to monitor the business decisions of our employees and agents will always be effective. If our employees and agents, intentionally or unintentionally take excessive risks or make mistakes, the effect of those risks or mistakes could expose us to loss we have not accounted for.

As the Indian insurance market continues to evolve, we are likely to offer a broader and more diversified range of insurance products and invest in a wider range of assets in the future. Our failure to timely adapt our risk management procedures and practices to our developing business could also lead to losses as a result of such market changes.

39. Credit risks in our day-to-day operations, including in our reinsurance contracts, may expose us to significant losses due to non-performance by contracting parties of their obligations.

We are dependent on a number of parties such as brokers and dealers, reinsurers, co-insurers, banks, and other intermediaries for our day-to-day operations. If any of these counterparties do not perform their obligations due to bankruptcy, lack of liquidity, downturns in the economy, operational failure, fraud or other reasons, and any collateral or security they provide proves inadequate to cover their obligations at the time of the default, we could suffer losses. We are also subject to the risk that our rights against these counterparties may not be enforceable.

In particular, we are exposed to the credit risk of our reinsurance partners. Although reinsurance makes the reinsurer liable to us for the risk transferred, it does not discharge our liability to our policyholders. As a result, we are exposed to credit risk with respect to reinsurers. We cannot assure you that our reinsurers will pay the amounts owed to us now or in the future or that they will pay these amounts on a timely basis.

We are also exposed to the credit risk of our co-insurance partners. In respect of this risk, see "—*We face certain risks in connection with our co-insurance policies*" on page 37.

40. We face certain risks in connection with our co-insurance policies.

For large corporate risks, the insurer and the insured may choose to diversify the insurance risk by appointing a lead insurer and other co-insurers, i.e., the followers. The premium and claims are ceded by the lead insurer in favor of the followers in proportion to their share of participation in the risk. In case of claim, the lead insurer carries out the claim management process and the other co-insurers "follow" the lead insurer by contributing their share of the claim.

When we are the lead insurer, we may face situations where we settle the entire amount of a claim and a follower subsequently repudiates the claim or significantly delays payment of their share of the claim. This structure also exposes us to the credit risk of our co-insurers, as whilst our co-insurance partners are liable for agreed portions of the claims they co-insure with us, this does not discharge our liability to policyholders when we are lead insurer, and as such any default by our co-insurers in the payment of their share of such claims, could result in our costs in respect of such claim increasing to the extent we are not able to recover such amounts from the co-insurer. Disputes or failures by the follower to perform its obligations after a claim has been paid out by us as the lead insurer, may result in increased expenses and have an adverse effect on our cash flow.

As a follower, there have been instances of substantial delays in our receipt of the premium due to us. Additionally, there have been occasions on which we were of the opinion that a claim settled by the leader should have been repudiated. In such cases, we are still required to pay our share of the claim, which we may not have had to do if we had handled the claim management process.

41. If we are unable to establish and maintain an effective internal controls and compliance system, our business and reputation could be adversely affected.

We take steps to establish and maintain compliance and disclosure procedures, systems and controls, and to maintain internal controls over financial reporting in order to produce reliable financial reports and prevent financial fraud or misreporting. However, internal controls over financial reporting must be reviewed on an ongoing basis as risks evolve, and the processes to maintain such internal controls involve human diligence and compliance and are subject to lapses in judgment and breakdowns resulting from human error. Failures of internal controls could also lead to regulatory breaches which may also affect us negatively. To the extent that there are lapses in judgment or breakdowns resulting from human error, the accuracy of our financial reporting could be affected, resulting in a loss of business and reputation. We have previously been given penalties by IRDAI of (i) Rs. 0.5 million for not meeting an obligatory target in respect of our declined risk pool for financial year 2013; (ii) Rs. 0.5 million for violation of Regulation 11 of IRDAI (Health Insurance) Regulation, 2013 for financial year 2016; and (iii) Rs. 0.5 million for violation of Regulation 2(g)(i) of IRDAI (Registration of Indian Insurance Companies) Regulations, 2000 for financial year 2016. For more information, see "*Outstanding Litigation and Material Developments*" on page 372.

42. Our Promoter is currently not in compliance with the directions of the RBI to reduce its shareholding in our Company.

The RBI has issued several letters directing our Promoter, Reliance Capital, to reduce its shareholding in insurance companies (including our Company) to 50%. The directions have been issued by RBI to Reliance Capital pursuant its circular dated June 30, 2000, which sought to limit the shareholding of NBFCs in insurance companies to 50%. While our Promoter sought additional time from the RBI to comply with these directions from time to time, it has been unable to comply with such requirements within the prescribed time period. Our Promoter has, on June 5, 2017, made an application with the RBI to register itself as a non-deposit taking systemically important core investment company ("**CIC-NDSI**"), the regulatory framework for which would permit it to hold up to 100% of the shareholding of our Company. The application is currently pending.

There can be no assurance that the RBI will provide our Promoter registration as a CIC-NDSI or grant it additional time for compliance with its directions. In the event of our Promoter's failure to obtain registration as a CIC-NDSI or to comply with the RBI's directions, our Promoter may be subject to penalties that the RBI may impose. Any further directions from the RBI to reduce our Promoter's shareholding may also increase the liquidity and affect the market price of our Equity Shares. Additionally, our Promoter may also face delays in obtaining relevant approvals from the RBI for further investment in our Company or for other activities relating to our Company, or may be subjected to additional conditions imposed by the RBI while granting such approvals. Any failure of our Promoter to comply with directions from the RBI may adversely affect our business, financial condition and results of operations.

43. Fluctuations in the exchange rate of the Indian Rupee and U.S. Dollar or other foreign currencies may adversely affect our results of operations.

We are exposed to foreign currency risk through payments we are required to make in currencies other than Indian Rupees. Such transactions include reinsurance transactions (for which we often pay premiums in U.S. Dollars) and claims payments arising in certain categories of business (such as overseas travel and marine insurance where losses are incurred outside of India and therefore in foreign currencies).

If there is a fluctuation in the exchange rate of the Indian Rupee and U.S. Dollar or other foreign currencies in which we transact, it could have adversely affect our results of operations.

44. We have entered into certain related party transactions, and we may continue to do so in the future.

We have entered into certain transactions with related parties, including with our Promoter and Group Companies. For details of the related party transactions during the last five the financial years, as per the requirements under Accounting Standard—18—Related Party Disclosures, see "*Related Party Transactions*" on page 218. See also "*Our Management—Interests of Key Management Personnel*" on page 200.

Certain related party transactions also require the approval of our shareholders (where the related parties are required to abstain from voting on such resolutions). We cannot assure you however that such transactions will be approved. There can also be no assurance that we will be able to maintain existing terms, or in case of any future transactions with related parties, that such transactions will be on terms favorable to us. We cannot assure you that in all such transactions, we could not have achieved more favorable terms than the existing ones. It is also likely that we will enter into related party transactions in the future. Any future transactions with our related parties could potentially involve conflicts of interest.

45. We may fail to maintain confidential information securely, or suffer from any security or privacy breaches.

In our customer engagements, we collect, process, store, use, transmit and have access to a large volume of confidential information. Our and our distribution partners' computer networks may be vulnerable to unauthorized access, computer hackers, computer viruses, worms, malicious applications and other security problems caused by unauthorized access to, or improper use of, systems by our employees, subcontractors or third-party vendors.

Despite the security controls we implement, computer viruses or disruptions may jeopardize the security of information stored in and transmitted through our computer systems or the systems that we manage. As a result, we may be required to expend significant resources to protect against the threat of these security breaches or to alleviate problems caused by these breaches. Techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are not recognized until launched against a target. We may be unable to anticipate these techniques or implement adequate preventative measures. Even if we anticipate these attacks, we may not be able to counteract these attacks in time to prevent them.

Organizations generally, and insurers, in particular, due to the amount of sensitive data they hold, remain vulnerable to highly targeted attacks aimed at exploiting network specific applications or weaknesses. Hackers are increasingly using powerful new tactics including evasive applications, proxies, tunneling, encryption techniques, vulnerability exploits, buffer overflows, denial of service attacks, or distributed denial of service attacks, botnets and port scans. If we are unable to avert a distributed denial of service attack or other attack for any significant period, we could sustain substantial revenue loss from lost sales due to the downtime of critical systems. We may not have the resources or technical sophistication to anticipate or prevent rapidly evolving types of cyber-attacks. Moreover, we may not be able to immediately detect that such an attack has been launched, if, for example, unauthorized access to our systems was obtained without our knowledge in preparation for an attack contemplated to commence in the future. Cyber-attacks may target us, our customers, our distribution partners, banks, credit card processors, delivery services, e-commerce in general or the communication infrastructure on which we depend.

Since we use cloud environments for various applications, we store and transmit large amounts of sensitive, confidential, personal and proprietary information over public communications networks. The shared, on-demand nature of cloud computing introduces the possibility of new security breaches, in addition to the threats faced by traditional corporate networks. Due to the vast amount of data stored on cloud servers, cloud providers have become a target for cyber-attacks.

If an actual or perceived security breach, data theft, unauthorized access, unauthorized usage, computer virus or similar breach or disruption occurs, the market's perception of our security measures could be harmed and we could lose sales and current and potential customers. Any significant violations of data privacy could result in the loss of business, litigation and regulatory investigations and penalties that could damage our reputation and adversely affect our operating results and financial condition. Furthermore, if a high profile security breach occurs with respect to another insurer, our customers and potential customers may lose trust in the security of the insurance industry generally, which could harm our future sales.

46. We may not be able to attract and retain our senior management, actuaries and employees.

The success of our business to a large extent depends on the continued service of our senior management and various professionals and specialists, including sales and marketing professionals, actuaries, information technology specialists, investment managers and finance professionals, legal professionals, risk management specialists, underwriting and claim settlement personnel and industry specialists. As a result of ever-increasing market competition, the market demand and competition for experienced management personnel and insurance professionals and specialists has intensified. In previous periods we have experienced higher levels of employee attrition than our competitors. Our business and operations could suffer if we are unable to retain our senior management, or other employees, including management in professional departments of business, finance, actuarial, investment and information technology, or cannot adequately and timely replace them upon their departure.

In particular, we rely on a limited number of actuarial personnel, including our Appointed Actuary. Actuarial work is a specialized profession and there are a limited number of persons qualified to practice as an actuary in India. Any failure on our part to attract, retain or find suitable replacements for any of our actuarial personnel, including our Appointed Actuary, could have an adverse effect on our business and preventing us from conducting our business at all. Similarly, we rely on a limited number of specially trained and experienced investment professionals. We also do not maintain any key person insurance.

47. We depend on the accuracy and completeness of information provided by or on behalf of our customers and counterparties.

In deciding whether to issue policies to customers, pay out claims or enter into other transactions with counterparties, we necessarily have to rely on information furnished to us by or on behalf of our customers, regional or rural banks for the PMFBY program, intermediaries and counterparties, including personal details, medical histories, income statements and other financial information. Our risk profile could be negatively affected by relying on any incorrect, misleading or incomplete information sourced from customers and counterparties. Such information might include non-disclosure of pre-existing medical conditions or other material information, inaccurate, incomplete or forged income and financial statements, inaccurate details regarding assets to be insured, and incorrect KYC documents thereby leading to violation of laws including the anti-money laundering related laws, we may not be able to minimize such inaccuracies and incompleteness, which could harm our reputation or lead to regulatory action.

While we are implementing measures aimed at improving detection and prevention of employees' and external parties' frauds, sales misrepresentations, money laundering and other misconduct, we may not be able to detect or prevent such misconduct in a timely manner or at all, which could harm our reputation. We also cannot assure you that such incidents will not recur, and any such recurrences could have similar negative effects.

48. One of our group companies have taken short term loans which may be recalled by the lenders at any time. Further, certain of our group companies have incurred losses in the last one year.

Reliance Commercial Finance Limited, one of our group companies has availed loans in its ordinary course of business, which may be repayable on demand by the lenders. Any such recall may adversely affect its financial condition, and may impact the financial condition of our Company.

Further, some of our group companies have incurred losses in the last one year. For details of such companies, see "*Our Group Companies*" on page 209. There can be no assurance that our Group Companies will not incur losses in the future which may have an adverse effect on our reputation and business.

49. Our insurance coverage on our own assets could prove inadequate to cover our loss.

We maintain what we believe to be appropriate insurance coverage, commensurate with industry standards in India and with reputed insurers, including, for instance, a risk held covered for a standard fire and perils policy and a directors' and officers' insurance policy. There can be no assurance however that our current insurance policies will provide sufficient mitigation against all risks and losses that may arise in the future. In addition, even if such losses are insured, we may be required to pay a significant deductible on any claim for recovery of such a loss, or the amount of the loss may exceed our coverage for the loss. In addition, our insurance policies are subject to annual review, and we cannot assure you that we will be able to renew these policies on similar or otherwise acceptable terms, if at all.

50. We rely on third-party contractors and service providers for a number of services, but we cannot guarantee that such contractors and service providers will comply with relevant regulatory requirements or their contractual obligations.

We routinely outsource some of our operations to third-party contractors and providers. However, we cannot guarantee that our third-party contractors will comply with regulatory requirements or meet their contractual obligations to us in a timely manner, or at all. Third-party providers may breach agreements they have with us because of factors beyond our control. They may also terminate or refuse to renew their agreements because of their own financial difficulties or business priorities, potentially at a time that is costly or otherwise inconvenient for us. Our operations could be delayed or our commercial activities could be harmed due to any such event despite having continuity plans in place as required by regulations. In addition, if our third-party providers fail to operate in compliance with regulations or corporate and societal standards, we could suffer reputational harm.

51. This Draft Red Herring Prospectus contains information from an industry report which we have commissioned from ICRA.

This Draft Red Herring Prospectus in the sections titled "Summary of Industry", "Summary of Business", "Risk Factors", "Industry Overview", "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 15, 111, 138, 344 respectively, includes information that is derived from an industry report titled "Indian General Insurance Industry : Overview" prepared by ICRA Limited, commissioned by us, for the purpose of this Offer. The data in the industry report has not been independently verified by us. Accordingly, investors should read the industry related disclosure in this Draft Red Herring Prospectus in this context. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. While industry sources take due care and caution while preparing their reports, they do not guarantee the accuracy, adequacy or completeness of the data. Accordingly, investors should not place undue reliance on, or base their investment decision solely on this information.

52. Any increase in or realization of our contingent liabilities could have an adverse effect on our business, financial condition and results of operations.

As of March 31, 2015, 2016, 2017 and June 30, 2017, our aggregate contingent liabilities, in accordance with the provisions of Accounting Standard—29—Provisions, Contingent Liabilities and Contingent Assets, were ₹ 91.61 million, ₹ 112.65 million, ₹ 40.32 million and ₹ 65.52 million, respectively. The details of our contingent liabilities which have not been provided for by us as of June 30, 2017 as per our Restated Financial Information are as follows:

Particulars	As on June 30, 2017 (₹ million)
Statutory demands/liabilities in dispute, not provided for	7.28
Claims, other than those under policies, not acknowledged as debt	43.24
Guarantees given by or on behalf of the company	1.07
Others	13.93
Total	**65.52**

For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Outstanding Litigation and Material Developments*" on page 344 and from page 372, respectively. There can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current fiscal year or in the future. In the event that the level of contingent liabilities increase, it could have an adverse effect on our business, financial condition and results of operations.

53. We have issued Equity Shares in the last 12 months at a price which may be lower than the Offer Price.

We have in the last 12 months issued Equity Shares to the Promoter including Equity Shares allotted to Reliance Capital Limited jointly with Yogesh Deshpande, Madan Mohan Chaturvedi, Atul Kumar Tandon, Parul Jain, Kannan Chettiar, Chetan Raval, at a price which may be lower than the Offer Price. The aforementioned allotment was pursuant to a bonus issuance of one Equity Share for every one Equity Share held on the record date, i.e., August 10, 2017 carried through capitalization of ₹ 1,257.75 million standing to the credit of the securities premium account of our Company, vide a board resolution dated August 10, 2017.

54. We have had negative cash flows in recent periods. Our inability to generate and sustain adequate cash flows in the future may adversely affect our business, results of operation and financial condition.

We have experienced negative cash flows in the recent periods, the details of which for the periods indicated, are as follows:

(₹in millions)

Particulars	**For the quarter ended June 30, 2017**	**For the year ended March 31, 2017**	**For the year ended March 31, 2016**	**For the year ended March 31, 2015**
Net Cash flow from (used in) operating activities	(1,571.64)	6,392.35	(332.92)	6,779.97
Net Cash flow from (used in) investing activities	1,299.79	(7,501.80)	122.85	(7,590.98)
Net Cash flow from (used in) financing activities	-	2,270.01	-	900.00

55. Our statutory auditors have highlighted certain matters of emphasis to their audit report relating to our historical audited financial statements, which may affect our future financial results.

Under Indian Auditing Standards, statutory auditors may include an emphasis of matter in their audit opinion under certain circumstances, including when a company's financial records have not been maintained in accordance with Indian GAAP but no misrepresentations are identified. Our statutory auditors have included an emphasis of matter in their audit opinion relating to our historical financial statements for the financial year 2016. Our statutory auditors have provided the basis for their opinion, primarily relating to provision for claims outstanding towards incurred but not reported (IBNR) and incurred but not enough reported (IBNER) and expected claim cost for Premium Deficiency Reserve creation as at March 31, 2016, which was certified by a consulting actuary instead of the appointed actuary as required by the IRDAI Regulations. For details, see "*Management's Discussion on Financial Condition and Results of Operations*" on page 344.

There can be no assurance that our statutory auditors will not include such matters of emphasis or other similar comments in the audit reports to our audited financial statements in the future, or that such modification will not affect our financial results in future fiscal periods. Investors should consider these matters of emphasis and related remarks in evaluating our financial condition and results of operations. Any such modification in the auditors' report on our financial statements in the future may also adversely affect the trading price of the Equity Shares.

56. We will be required under applicable regulations to prepare our financial statements under the Indian Accounting standards converged with IFRS ("Ind-AS") with effect from April 1, 2020. Accounting standards under Ind-AS vary from accounting standards under Indian GAAP and there can be no

assurance that our financial statements prepared and presented in accordance with Ind-AS will not adversely vary from our historical financial statements prepared and presented under Indian GAAP, which could adversely affect the trading price of the Equity Shares.

We currently prepare our financial statements in accordance with accounting principles generally accepted in India ("**Indian GAAP**"), in compliance with the accounting standards notified under section 133 of the Companies Act, 2013 further amended by Companies (Accounting Standards) Amendment Rules, 2016, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and in accordance with the provisions of the Insurance Act, 1938 (amended by the Insurance Laws (Amendment) Act, 2015), Insurance Regulatory and Development Authority Act, 1999, and the regulations framed thereunder, various circulars issued by the IRDAI and the practices prevailing within the insurance industry in India.

The Ministry of Corporate Affairs (the "**MCA**"), in its press release dated January 18, 2016, issued a roadmap for implementation of Ind-AS converged with IFRS for scheduled commercial banks, insurance companies and nonbanking financial companies. Subsequently, MCA issued the Companies (Accounting Standards) Amendment Rules, 2016 dated March 30, 2016 ("**Amendment Rules**") applicable for accounting periods commencing on or after March 30, 2016. The Amendment Rules require insurance companies to apply Ind-AS for the preparation and presentation of financial statements as notified by the IRDAI. Subsequently, pursuant to the IRDAI circular dated June 28, 2017, implementation of Ind-AS in the insurance sector has been deferred and will be applicable with effect from April 1, 2020. The implementation has been deferred owing to (i) the fact that India does not have a standard equivalent of Indian Accounting Standard 39 on Financial Instruments: Recognition and Measurement, (ii) the implementation of Ind-AS in its current form would lead to a position where assets will be valued at fair value / market value and liabilities will continue to be valued as per existing formula based approach leading to a mismatch in asset and liability valuation and volatility in the financial statements of insurance companies, and (iii) compliance costs would have to be incurred twice, once on implementation of Ind-As and again when IFRS 17 Insurance Contracts is implemented. However, as required by the IRDAI, we have submitted certain proforma Ind-AS financial statements to the IRDAI every quarter since the quarter ended December 31, 2016.

The manner of application of certain Ind-AS accounting standards, particularly with respect to insurance companies, is somewhat uncertain, and further guidance on such application is expected to be provided by the IRDAI. In the absence of requisite guidance from the IRDAI on the interpretation and application of Ind-AS accounting standards and policies to insurance companies with effect from April 1, 2020, we are unable to determine with any degree of certainty the effect that the adoption of Ind-AS will have on the preparation and presentation of our financial statements. As established practice continues to develop in India regarding the implementation and application of Ind-AS to insurance companies, we may encounter technical difficulties in implementing and enhancing our management information systems in the context of our transition to Ind-AS.

In this Draft Red Herring Prospectus, we have not made any attempt to quantify or identify the effect of the differences between Ind-AS and Indian GAAP as applied to our historical financial statements and there can be no assurance that the adoption of Ind-AS will not affect the preparation and presentation of our financial statements in the future.

57. The insurance sector is subject to seasonal fluctuations in results of operations and cash flows.

The insurance sector is subject to seasonal fluctuations in results of operations and cash flow. Most Indian corporates purchase non-life insurance in the beginning of the financial year, and consequently, we see an increase in premiums received from our corporate customers in April of every year. In addition, certain insurance purchases by individuals are concentrated around the third and fourth quarters of the financial year due to the increase in sales of motor vehicles in the festive season and due to certain tax benefits related to their purchase, respectively. Likewise, the sale of health insurance products increases in the last quarter of each the financial year to take advantage of income tax benefits available to customers. Finally, weather and crop insurance purchases are concentrated around the two sowing seasons—Kharif and Rabi. Our investment income is also subject to fluctuations as we time the sales of our investments on the basis of market opportunities.

As a result of these factors, we may be subject to seasonal fluctuations and volatility in growth in premiums, results of operations and cash flows between financial periods of reporting. Consequently, our results for an interim period should not be used as an indication of our annual results, and our results for any period should not be relied upon as an indicator of our future performance.

EXTERNAL RISK FACTORS

58. The Indian general insurance market has experienced volatility in growth and future growth cannot be assured.

Over the long term, we expect the general insurance market in India to continue to expand and the general insurance penetration and general insurance density to continue to rise with the continued growth of the Indian economy. However, our judgments regarding the anticipated drivers of such growth and their effect on the Indian general insurance industry might be wrong and actual developments might not reflect our expectations. In addition, the Indian general insurance industry may not be free from various risks, including risks related to macroeconomic conditions and customers' attitude to insurance products. Consequently, the growth and development of the Indian insurance industry cannot be assured.

59. A significant change in the Government of India's economic liberalization and deregulation policies could adversely affect our business and the price of our Equity Shares.

A large part of our business and customers are located in India or are related to and influenced by the Indian economy. The Indian Government has traditionally exercised, and continues to exercise, a dominant influence over many aspects of the economy. Government policies could adversely affect business and economic conditions in India, our ability to implement our strategy and our future financial performance. Since 1991, successive Indian Governments have pursued policies of economic liberalization, including significantly relaxing restrictions on the private sector and encouraging the development of the Indian financial sector. In the past, coalition Governments have also governed India.

The leadership of India and the composition of the coalition in power are subject to change and election results are sometimes not along expected lines. It is difficult to predict the economic policies that will be pursued by the Government of India. The rate of economic liberalization could change and specific laws and policies affecting insurance companies, foreign investment, currency exchange and other matters affecting investment in our securities could change as well. Any significant change in India's economic liberalization and deregulation policies could adversely affect business and economic conditions in India generally and our business in particular.

60. We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could adversely affect our business.

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

On March 4, 2011, the GoI issued and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the Competition Commission of India (the "**CCI**"). Additionally, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India. The Competition Act aims to, among other things, prohibit all agreements and transactions, which may have an appreciable adverse effect on competition in India. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an appreciable adverse effect on competition in India.

The applicability or interpretation of the Competition Act to any merger, amalgamation or acquisition proposed or undertaken by us, or any enforcement proceedings initiated by CCI for alleged violation of provisions of the Competition Act may adversely affect our business, financial condition or results of operation. We cannot assure you that we will be able to obtain approval for any future acquisitions on satisfactory terms, or at all. If we are affected directly or indirectly by the application or interpretation of any provision of the Competition Act or any proceedings initiated by the CCI or any other relevant authority (or any other claim by any other party under the Competition Act) or any adverse publicity that may be generated due to scrutiny or prosecution under the Competition Act, including by way of financial penalties, our reputation may also be materially and adversely affected.

61. If there is any change in tax laws or regulations, or their interpretation, such changes may significantly affect our financial statements for the current and future years.

Any change in tax laws including upward revision to the currently applicable normal corporate tax rate of 30% along with applicable surcharge and excess, our tax burden will increase. Other benefits such as exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax free bonds, and long-term capital gains on equity shares if withdrawn by the statute in the future, may no longer be available to us. Further, we have entered into reinsurance agreements with foreign reinsurers, and any change in double tax avoidance agreement on applicability of withholding taxes would result in additional compliance. Any adverse order passed by the appellate authorities/tribunals/courts would have an effect on our profitability.

Similarly, in relation to the applicable law on indirect taxation, the Government of India has notified a comprehensive national GST regime that combines taxes and levies by the central and state Governments into one unified rate of interest with effect from July 1, 2017. The GST rate of 18% is listed for general insurance services as compared with the applicable service tax rate of 15%. The increased cost of insurance due to the introduction of GST may reduce consumer demand. Under GST, we continue to be affected due to disallowance of input tax credit on exempted business. During the financial year 2017, we had underwritten exempt premium, such as weather and crop insurance premium of ₹10,894 million, which had a consequential affect of disallowance of ₹650.67 million in tax credits. Further, certain tax positions under the service tax may undergo a change in the GST.

We cannot predict whether any tax laws or regulations impacting insurance products will be enacted, what the nature and impact of the specific terms of any such laws or regulations will be or whether, if at all, any laws or regulations would have an adverse effect on our business.

62. If inflation were to rise in India, we might not be able to increase the prices of our services at a proportional rate in order to pass costs on to our customers and our profits might decline.

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past, and despite significantly low levels of inflation in recent periods, according to the RBI's Monetary Policy Report of April 2017, there are broad-based inflation pressures, which make the inflation outlook for the financial year 2018 challenging. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, wages, raw materials and other expenses relevant to our business. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to pass on to our customers, whether entirely or in part, and may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase the amount of premium at a proportional rate in order to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected. Further, the GoI has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

63. Our business is substantially affected by prevailing economic, political and other prevailing conditions in India.

We are incorporated in and our operations are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing Indian financial markets and the Indian economy, in particular growing household and business earnings and expenditure in India which is fundamental to growth in the insurance industry. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- any increase in Indian interest rates;
- any exchange rate fluctuations;
- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian consumers and Indian corporates;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- changes in India's tax, trade, the financial year or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters;
- prevailing regional or global economic conditions, including in India's principal export markets;
- any downgrading of India's debt rating by a domestic or international rating agency;
- any down-turn in the Indian motor industry;
- financial instability in financial markets; and
- other significant regulatory or economic developments in or affecting India or its insurance sector.

64. Our expenses may be higher than permitted which could have an adverse effect on our business, financial condition and results of our operations.

The IRDAI Expenses of Management Regulations sets out the allowable limit for expenses of management on an overall basis and segment-wise basis. For instance, under these regulations, an insurer carrying on general insurance business or health insurance business in India is not permitted to spend in any financial year as expenses of management, an amount exceeding (i) the amount of commission or other remuneration paid to insurance agents and insurance intermediaries in respect of their business transacted in the financial year as may be allowed by IRDAI from time to time (subject to exceptions); (ii) commission and expenses reimbursed on reinsurance inward; and (iii) operating expenses. Additionally in respect of motor insurance, there are further restrictions which limit the maximum amount of expenses we can charge as a percentage of our total GDPI. As regulation limits what portion of our fixed expenses can be passed on to customers, we are required to incur the balance of such expenses ourselves. As a portion of our expenses are fixed, they will not vary in accordance with future sales. Therefore if future sales are lower than expected, our expenses may not fall proportionally, or at all. This could adversely affect business, financial condition and results of our operations.

65. Changing climate conditions and weather patterns may expose us to further losses.

Many scientists indicate that the world's overall climate is getting warmer and at times unpredictable. Climate change, to the extent it produces rising temperatures and changes in weather patterns, could affect the frequency and/or severity of adverse or extreme weather events, the affordability, availability and adequacy of our catastrophe reinsurance coverage, and consequently our costs of operations. If there is a change in weather patterns, an increase in catastrophic weather events or if there is an increase in the unpredictability of weather conditions, we may be subjected to increased claim costs. While adverse or extreme weather events could have an effect on our various business segments, like motor, fire and engineering or health insurance, the most direct effect would be on our weather and crop insurance business, which accounted for 27.7% of our GDPI in the financial year 2017. This could adversely affect our volume of business and, consequently, our results of operations and cash flows. There is no guarantee that any such increase in claims will be adequately covered by reinsurance, or at all.

66. Any terrorist attack or nuclear disaster in India could have a continuing negative effect on our business.

Following the September 11, 2001 terrorist attacks, a need was felt by the Indian insurance market for a terrorism risk pool. Consequently, the 'Indian Market Terrorism Risk Insurance Pool' was constituted as an initiative by all general insurance companies. GIC Re manages the terrorism risk pool. While we attempt to minimize stand-alone terrorism cover or terrorist coverage in the policies we underwrite, we are exposed to terrorism risk from our participation in the terrorism pool set up by the Indian general insurance industry.
GIC Re and 11 other general insurance companies, including us, formed the India Nuclear Insurance Pool, a reinsurance arrangement to provide coverage for nuclear risks. GIC Re is the administrator of the pool and each member of the pool has a certain amount of risk ceded to it.

We monitor our overall exposure to terror strikes, nuclear disasters and other man-made catastrophes in each geographic region where we have issued coverage. However, a series of terror strikes, nuclear disasters or man-made catastrophes in a single year may result in unusually high levels of losses.

67. Regulatory and statutory actions could be taken against us or our distribution partners, which could harm our reputation and have an adverse effect on our business, financial condition, results of operations and prospects.

Our constitution and operation is subject to extensive application of laws and is under active supervision of the IRDAI and other regulatory and statutory authorities of India. We are also subject to periodic examinations by the IRDAI and other statutory and Government authorities of India. From time to time, we may be subjected to regulatory actions that might extend to caution, warning, penalty or cancellation of our license for doing business. We have received cautions, warnings and penalties from IRDAI due to non-compliance with various regulatory prescriptions. In the past five years, the regulatory actions by IRDAI against us include a penalty of ₹ 0.5 million for financial year 2013 and ₹ 0.5 million twice for financial year 2016. For further details, see "*Outstanding Litigation and Material Developments—Litigation involving our Company—Litigation filed against our Company—Actions by regulatory / statutory authorities*" on page 373.

In the regular course of our business, we have been receiving various queries, clarifications and observations from IRDAI (including during their onsite visit) and other statutory or regulatory authorities, including in relation to grievance redressal procedure and compliance with the Insurance Regulatory and Development Authority (Insurance Advertisements and Disclosure) Regulations, 2000 (the "**Advertisement Regulations**"), the File and Use Guidelines and IRDAI Guidelines on Corporate Governance dated May 18, 2016 (the "**Guidelines on Corporate Governance**"). Failure to address or satisfactorily address these queries and clarifications in a timely manner or at all may result in us being subject to statutory or regulatory actions. Further, responding to these regulatory actions, regardless of their seriousness or ultimate outcome, requires a significant investment of financial and management resources. Given the uncertainties and complexity of many of these regulatory actions, their outcome generally cannot be predicted with any reasonable degree of certainty and may have adverse effects on our operations.

The IRDAI may issue directions or advices to us from time to time which may require certain expenses to be borne by our shareholders, under different circumstances including, for example, (i) where an insurance company has violated the limits of expenses of management for one or more segments but is compliant on an overall basis, the excess over the limit in that segment and; (ii) remuneration to executive directors above ₹ 15.0 million per annum.

Any ongoing or future examinations or proceedings by any authority (regulatory, statutory or Government) may result in the imposition of penalties or sanctions, or issuance of negative reports or opinions, against us, which may lead to an adverse effect on our business, financial condition, results of operations and prospects. These examinations or proceedings may also result in negative publicity, which could significantly harm our, brand and reputation.

We are also exposed to risks, including regulatory actions, arising due to improper business practices such as inadequate due diligence, including customer verification, non-adherence to anti-money laundering guidelines, and customer needs analysis, in our sales process.

Any fraud, sales misrepresentation and other misconduct by our employees, agents or distribution partners could result in violations of laws and regulations by us and subject us to regulatory scrutiny. Even if such instances of misconduct may not result in any legal liabilities on our part, they could cause serious reputational or financial harm to us.

In addition, our agents and intermediaries are also subject to regulatory oversight of the IRDAI, in addition to any other regulators within their industries. Any regulatory action against such distribution partners could reduce our ability to distribute our products through them or harm our reputation.

To the extent that we enter new geographies or new product markets, the complexity of our regulatory environment will increase, potentially increasing the cost of compliance and the risk of noncompliance.

68. IRDAI requires us to underwrite polices in respect of certain rural and social sectors of the population, which may affect our profitability.

Under the Insurance Regulatory and Development Authority of India (Obligations of Insurers to Rural and Social Sectors), Regulations, 2015, we have an obligation to underwrite business in rural and social sectors as follows:

- at least 7% of our total GDPI for each financial year must be from the rural sector; and
- the total number of "human lives" underwritten in each financial year in the social sector, measured as a percentage of total business procured in the preceding financial year, must be at least 5%.

"Rural sector "means the places or areas classified as "rural" based on the latest available population census by the Government. "Social sector "includes the unorganized sector, the informal sector, economically vulnerable or backward classes and other categories of persons, both in rural and urban areas.

Our participation in Government-sponsored insurance programs ensures that we comply with such requirements. In case we are unable to underwrite such Government-sponsored insurance programs for any reason whatsoever, or the IRDAI increase the relevant required participation, we may have to satisfy our rural and social sector obligations by underwriting risks which we would not otherwise underwrite, including at relatively low premium rates, in geographies where we have concentration risk and through products we would otherwise reduce our exposure to, potentially increasing our risk exposure and reducing our profitability.

69. Our financial statements and the presentation of our performance metrics differ significantly from those of non- insurance companies and may be difficult to understand or interpret.

Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act, the Insurance Act, the IRDAI Act, regulations framed and circulars issued and restated under the SEBI

Regulations. The Restated Financial Information, and the financial statements which will be prepared for the future accounting periods, will differ significantly from those of non-insurance companies and may be difficult to understand. For example, while financial statements of companies other than insurance companies generally consist of a balance sheet, a profit and loss statement and a cash flows statement, our financial statements consist of a balance sheet, revenue account(s), a profit and loss account, and a receipts and payments account. As a result of the technical nature of our financial statements as compared to those of non-insurance companies, an investor may find them difficult to understand or interpret, and it may cause the investor to make a choice to invest in us which he or she would not otherwise make with a more complete understanding.

Our performance metrics, including our combined ratio, net expense ratio and loss ratio, are significantly different from those of non-insurance companies and may require certain estimates and assumptions in their calculation. Even among insurance companies, these metrics may be calculated differently by different companies. An investor must exercise caution before relying on these metrics and these must be read along with our Restated Financial Information.

70. There are restrictions on transfers under the Insurance Act and the relevant IRDAI regulations.

Under the Insurance Act, and the Insurance Regulatory and Development Authority of India (Transfer of Equity Shares of Insurance Companies) Regulations, 2015, no transfer or issuance of Equity Shares which would result in change in our shareholding can be made, where (a) after the transfer, the total paid up holding of the transferee is likely to exceed 5% of our paid-up equity share capital, or (b) the nominal value of Equity Shares intended to be transferred by any individual, firm, group, constituents of a group, or body corporate under the same management, jointly or severally exceeds 1% of our paid-up equity share capital, unless the previous approval of the IRDAI has been obtained for the said transfer. There can be no assurance that IRDAI will necessarily grant such approval to us. Additionally, such transfer restrictions could negatively affect the price of the Equity Shares and may limit the ability of the investors to trade in our Equity Shares in the stock market. These limitations could also have a negative effect on our ability to raise further capital.

Additionally, IRDAI has issued the Listed Indian Insurance Companies Guidelines. These guidelines are applicable to all insurance companies whose equity shares are listed on the stock exchanges and the allotment process pursuant to a public issue. The guidelines, among other things, require a self-certification of fit and proper criteria by a person intending to make any transfer or any agreement to transfer 1% or more, but less than 5% of our paid up equity share capital. However, if the person proposing to acquire equity shares is likely to result in the following:

(i) the aggregate holding of such person, his relatives, associate enterprises and persons acting in concert, increasing to 5% or more of the paid-up equity share capital of the insurer or the total voting rights of the insurer; or
(ii) the aggregate holding of such person along with the persons acting in concert, increasing to in excess of 10% of the paid-up equity share capital or the total voting rights of the insurer;

each such acquisition would require prior approval of the IRDAI.

The investors intending to acquire the Equity Shares amounting to 1% or more, up to 5%, of our paid-up equity share capital in the Offer shall be required to comply with the self-certification of "fit and proper" criteria as set out in "*Offer Procedure—Restrictions on shareholding in insurance companies*" on page 431. Additionally, investors intending to acquire Equity Shares in the Offer such that (i) the aggregate holding of such investor, his relatives, associate enterprises and persons acting in concert, would increase to 5% or more of our paid up Equity Share capital or the total voting rights, or (ii) the aggregate holding of the investor along with the persons acting in concert, increasing to in excess of 10% of our paid-up equity share capital or the total voting rights of the insurer, should note that each such acquisition would require prior approval of the IRDAI. Investors will also be subject to such restrictions with respect to any acquisition of Equity Shares after the Offer. For further details, see "*Offer Procedure*" beginning on page 430.

RISKS RELATING TO THE EQUITY SHARES

71. You will not be able to sell immediately on an Indian stock exchange any of the Equity Shares you purchase in the Offer.

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

72. Investors may have difficulty enforcing foreign judgements against us or our management.

We are a limited liability company incorporated under the laws of India. A majority of our Directors and executive officers are residents of India and all of our assets and such persons' assets are located in India. As a result, it may not be possible for investors to effect service of process upon us or such persons outside India, or to enforce judgements obtained against such parties outside India.

Recognition and enforcement of foreign judgements is provided for under Section 13 of the Civil Procedure Code ("**CPC**") on a statutory basis. Section 13 of the CPC provides that foreign judgements shall be conclusive regarding any matter directly adjudicated upon, except (i) where the judgement has not been pronounced by a court of competent jurisdiction; (ii) the judgement has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgement is founded on an incorrect view of international law or a refusal to recognize the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgement was obtained were opposed to natural justice; (v) where the judgement has been obtained by fraud; or (vi) where the judgement sustains a claim founded on a breach of any law then in force in India. Under the CPC, a court in India shall, upon the production of any document purporting to be a certified copy of a foreign judgement, presume that the judgement was pronounced by a court of competent jurisdiction, unless the contrary appears on record. However, under the CPC, such presumption may be displaced by proving that the court did not have jurisdiction.

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgements. Section 44A of the CPC provides that where a foreign judgement has been rendered by a superior court, within the meaning of that section, in any country or territory outside India which the Indian central Government has formally declared to be in a reciprocating territory, it may be enforced in India as if the judgement had been rendered by the relevant court in India. However, Section 44A of the CPC is applicable only to monetary decrees or judgements which are not of the same nature as amounts payable in respect of taxes, other charges of a like nature or of a fine or other penalties.

The United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgements, other than arbitration awards, in civil and commercial matters. Therefore, a final judgement for the payment of money rendered by any federal or state court in the United States on civil liability, whether or not predicated solely upon the federal securities laws of the United States, would not be enforceable in India. However, the party in whose favour such final judgement is rendered may bring a new suit in a competent court in India based on a final judgement that has been obtained in the United States. The suit must be brought in India within three years from the date of the judgement in the same manner as any other suit filed to enforce a civil liability in India.

It is unlikely that a court in India would award damages on the same basis as a foreign court if an action was brought in India. Furthermore, it is unlikely that an Indian court would enforce a foreign judgement if that court were of the view that the amount of damages awarded was excessive or inconsistent with public policy or Indian practice. It is uncertain as to whether an Indian court would enforce foreign judgements that would contravene or violate Indian law. However, a party seeking to enforce a foreign judgement in India is required to obtain approval from the RBI under FEMA to execute such a judgement or to repatriate any amount recovered.

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

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

74. Any future issuance of Equity Shares may dilute your shareholding and sales of the Equity Shares by our Promoter or other major shareholders may adversely affect the trading price of the Equity Shares.

We may be required to finance our growth, whether organic or inorganic, through future equity offerings. Any future equity issuances by us, including a primary offering, may lead to the dilution of investors' shareholdings in us. Any future issuances of Equity Shares (including under an employee benefit scheme) or the disposal of Equity Shares by our Promoter or any of our other principal shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. There can be no assurance that we will not issue further Equity Shares or that the shareholders will not dispose of the Equity Shares. Any future issuances could also dilute the value of your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of the Equity Shares.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of Equity Shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if security transaction tax ("**STT**") has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any gain realized on the sale of equity shares held for more than 12 months, which are sold other than on a recognized stock exchange and on which no STT has been paid to an Indian resident, will be subject to long term capital gains tax in India. Further, recent Finance Act 2017 amendments provides that any income arising from the transfer of a long-term capital asset, being equity share in a company, shall not be exempted, if the transaction of acquisition of such equity shares was entered on or after October 1, 2004 without payment of STT except in certain instances as provided for in notification dated June 5, 2017 (F. No. 43/2017/F. No. 370142/09/2017-TPL). In addition, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. This amendment further provides that the Government will notify certain modes of acquisition to which the recent amendment made by Finance Act 2017 would not be applicable and the shares acquired by such modes of acquisition would continue to get the benefit of section 10(38) of the Income Tax Act. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

76. Our ability to raise foreign capital may be constrained by Indian law.

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA and the rules thereunder. Such regulatory restrictions limit our financing sources for our projects under development and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. Additionally, we cannot assure you that any required regulatory approvals for borrowing in foreign currencies will be granted to us without onerous conditions, or at all. Further, limitations on foreign debt may have an adverse effect on our business, results of operations, cash flows and financial condition.

77. Foreign investors are subject to foreign investment restrictions under Indian laws that may limit our ability to attract foreign investors, which may have an adverse effect on the market price of the Equity Shares.

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Indian rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection or a tax clearance certificate from the income tax authority. The GoI may also impose foreign exchange restrictions in certain emergency situations, including situations where there are sudden fluctuations in interest rates or exchange rates, where the GoI experiences extreme difficulty in stabilizing the balance of payments or where there are substantial disturbances in the financial and capital markets in India. These restrictions may require foreign investors to obtain the GoI's approval before acquiring Indian securities or repatriating the interest or dividends from those securities or the proceeds from the sale of those securities. We cannot assure investors that any required approval from the RBI or any other Government agency can be obtained on any particular terms or at all.

In addition, pursuant to the Insurance Laws (Amendment) Act, 2015, there has been a revision in the cap on aggregate holdings of equity shares by foreign investors, including portfolio investors, from the erstwhile 26% to 49% of paid-up equity share capital, provided the insurer is an Indian-owned and controlled entity. The FDI Policy also permits total foreign investment up to 49% of the paid-up equity capital of Indian insurance companies, under the automatic route, subject to verification and approval by IRDAI. For further details on the cap on foreign investment and calculation of foreign investment in insurers, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 481. If we reach the cap, our ability to attract further foreign investors would be curtailed, which may have an adverse effect on the market price of the Equity Shares.

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

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

79. We will not receive any proceeds from the Offer for Sale and the deployment of proceeds from the Fresh Issue will be subject to our discretion.

This Offer includes an Offer for Sale of up to 50,309,984 Equity Shares by our Promoter. The entire proceeds from the Offer for Sale will be paid to our Promoter and we will not receive any such proceeds. For further details, see "*Capital Structure*" and "*Objects of the Offer*" on pages 83 and 96, respectively. Further, in terms of the SEBI ICDR Regulations, no monitoring agency is required to be appointed by our Company. Accordingly, the deployment of the Net Proceeds is entirely at the discretion of our Company.

80. Our Equity Shares have never been publicly traded and may experience price and volume fluctuations following the completion of the Offer, an active trading market for the Equity Shares may not develop, the price of our Equity Shares may be volatile and you may be unable to resell your Equity Shares at or above the Offer Price or at all.

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for our Equity Shares will develop or, if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through a book building process and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Offer could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Draft Red Herring Prospectus. A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment.

81. QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid and Retail Individual Investors are not permitted to withdraw their Bids after closure of the Offer.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid, and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/Offer Period and withdraw their Bids until closure of the Offer.

Therefore, QIBs and Non-Institutional Investors would not be able to withdraw or lower their Bids, notwithstanding adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations or financial condition, or otherwise, between the dates of the submission of their Bids and the Allotment.

While we are required to complete Allotment pursuant to the Offer within six Working Days from the Bid/Offer Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Bid and Allotment. We may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the offer or cause the trading price of the Equity Shares to decline on listing.

82. Future sales of Equity Shares by our Promoter may adversely affect the market price of the Equity Shares.

After the completion of the Offer, our Promoter will own, directly, more than 51% of our outstanding Equity Shares. Upon expiry of the lock-in period provided under the SEBI ICDR Regulations, our Promoter will be eligible to sell part or all of the Equity Shares held by it. Future sales of a large number of the Equity Shares by our Promoter, either in one sale or over a series of sales, could adversely affect the market price of the Equity Shares. Similarly, the perception that any such primary or secondary sale may occur could adversely affect the market price of the Equity Shares. No assurance may be given that our Promoter will not dispose of, pledge or encumber their Equity Shares in the future, or that the market price of the Equity Shares will not be adversely affected by any such disposal, pledge or encumbrance of their Equity Shares.

Prominent Notes

- All GCBRLMs and BRLMs have submitted a due diligence certificate with SEBI. Investors may contact any of the GCBRLMs and BRLMs for any complaints pertaining to this Offer. Investors may also contact the Company Secretary and Compliance Officer for the Offer, and the Registrar to the Offer for complaints pertaining to this Offer. For details see '*General Information – Offer related grievances*' on page 74.

- Initial public offering of up to 67,079,979 Equity Shares for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] million (the "Offer"). The Offer comprises of a Fresh Issue of up to 16,769,995 Equity Shares aggregating up to ₹ [●] million and an Offer for Sale of up to 50,309,984 Equity Shares aggregating up to ₹ [●] million. The Offer comprises of a Net Offer of up to 60,371,982 Equity Shares and Reliance Capital Shareholders' Reservation Portion of up to 6,707,997 Equity Shares. The Offer and the Net Offer shall constitute 25.00% and 22.50%, respectively of the post-offer paid-up equity share capital of our Company.

- As at June 30, 2017, the net worth of our Company was ₹ 12,954.87 million as per our Restated Financial Information.

- As at June 30, 2017 our net asset value/ book value per Equity Share was ₹ 51.5 after taking into account the impact of the dilutive effect of bonus issuance dated August 10, 2017.

- The average cost of acquisition per Equity Share by our Promoter, namely, Reliance Capital is ₹ 73.03. The average cost of acquisition per Equity Share has been arrived by dividing the total amount invested by the Promoter by the total number of Equity Shares. For further details, see "*Capital Structure*" on page 83.

- Except as described in "*Our Group Companies*" and "*Related Party Transactions*" on pages 209 and 218, respectively, none of our Group Companies have any business or other interests in our Company.

- Our Company does not have any subsidiary. For details of transactions entered into by our Company with our Group Companies in Fiscal Year 2017, and the cumulative amounts involved in these transactions, see "*Related Party Transactions*" on page 218.

- The name of our Company has not changed in the three years immediately preceding the date of this Draft Red Herring Prospectus.

- There are no financing arrangements pursuant to which the members of Promoter Group, the directors of our Promoter, our Directors and/ or their relatives have financed the purchase of Equity Shares by any other person during the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus with SEBI.

SECTION III – INTRODUCTION

SUMMARY OF INDUSTRY

The information contained in this section is derived from the ICRA report titled "Indian General Insurance Industry : Overview" published in October 2017, and other publicly available sources. Neither we, nor any other person connected with the Offer has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends.

The Indian Economy

The Indian economy is one of the largest economies in the world, with a gross domestic product ("**GDP**") on purchasing power parity basis of an estimated US$8.72 trillion in the calendar year 2016. Per capita GDP in India has grown from an estimated US$5,500.00 in the calendar year 2013 to an estimated US$6,700.00 in the calendar year 2016. *(Source: World Factbook, available on https://www.cia.gov/library/publications/resources/the-world-factbook/geos/in.html).* India has the second largest population base in the world and a higher GDP growth as compared to the population has led to an improvement in the per capita GDP. The improvement in the overall economy and the income levels backed by improved performance of the corporate sector are likely to contribute to the growth of the general insurance sector.

The General Insurance Industry

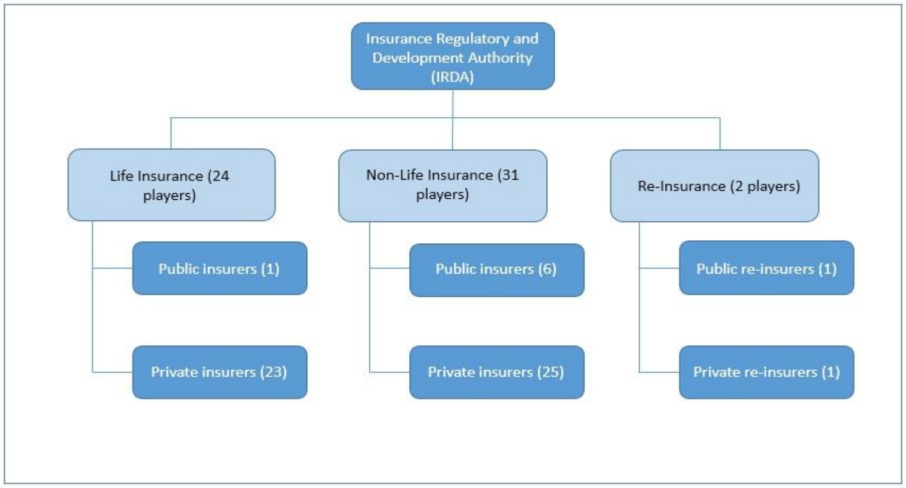
The Indian insurance industry recorded a significant growth and saw the introduction of various products primarily after the liberalization period, prior to which it comprised of only the state insurance players, Life Insurance Corporation of India and General Insurance Corporation of India ("**GIC Re**"). By the end of the first quarter of the financial year 2018, the industry comprised a total of 55 insurance players, with 24 life insurance companies and 31 general (non-life) insurance companies. While the life insurance new business premiums grew by 26%, the non-life insurance premiums grew by 30% supported by health, agriculture and motor businesses during the financial year 2017. The industry outlook continues to be positive given the initiatives by the government to develop the agriculture, liability and credit insurance lines of businesses coupled with the rising disposable incomes, which would increase demand for the personal categories of insurance products.

Industry Structure

While the life insurance industry is dominated by the sole public sector player, Life Insurance Corporation of India, private sector players such as SBI Life Insurance, ICICI Prudential Life Insurance, and HDFC Standard Life Insurance have together been able to garner a significant share of the life insurance market over the past two decades. While the number of private insurers more than doubled over the past two decades, their corresponding market share more than tripled with the private insurers accounting for about 47% of the Gross Direct Premium Income ("**GDPI**") during the financial year 2017. The general insurance industry is led by the four public sector insurers, New India Assurance Company Limited, United India Insurance Company, National Insurance Company Limited and Oriental Insurance Company Limited. Insurance companies such as ICICI Lombard General Insurance, Bajaj Allianz General Insurance, HDFC ERGO General Insurance, IFFCO Tokio General Insurance, and Reliance General Insurance together comprise about two-thirds of the private sector general insurance market. Further, the industry has two specialized public sector insurers, Agriculture Insurance Company Limited, for crop insurance and Export Credit Guarantee Corporation of India for credit insurance and five private sector insurers which underwrite policies exclusively in health, personal accident and travel insurance segments.

The sector got its independent regulator in the form of The Insurance Regulatory and Development Authority of India ("**IRDAI**"), which was set up as an autonomous body under the Insurance Regulatory and Development Authority Act, 1999. The IRDAI is responsible for regulating and protecting the interests of the policyholders and at the same time promoting and ensuring orderly growth of the insurance and re-insurance business in India.

The following chart sets forth the governance structure of the insurance industry:



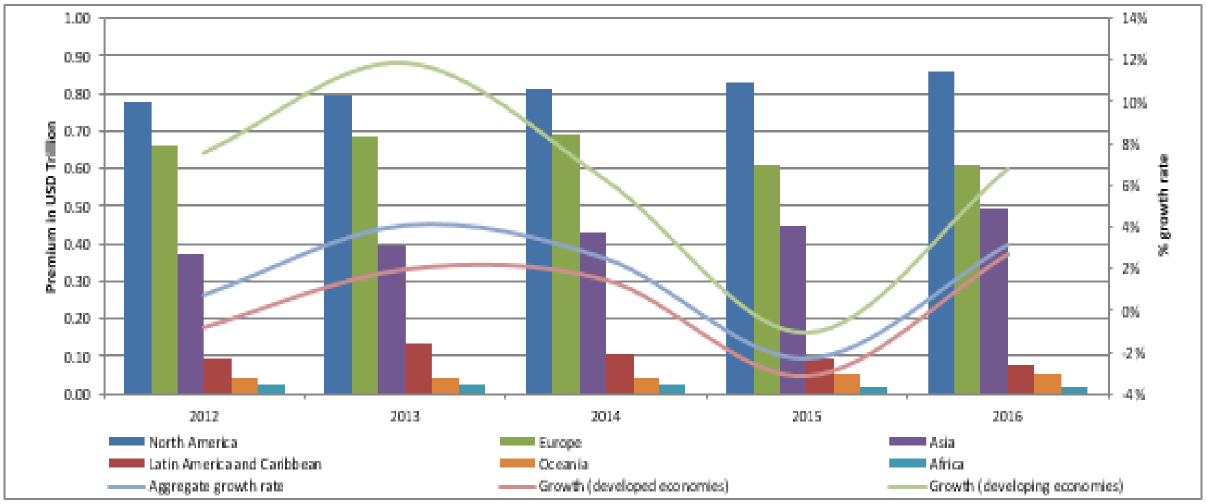
Product profile

The size of India's general insurance sector is ₹ 1.20 lakh crore on a Gross Direct Premium Written ("**GDPW**") basis during the financial year 2017. The general insurance sector is mainly comprised of motor, health, crop, fire and marine insurance products among other products such as engineering, aviation, and liability, with motor insurance comprising about 43% and health and personal accident insurance comprising about 24% of the GDPI during the financial year 2017. The crop insurance product has seen a rapid growth in the financial year 2017 owing to the new insurance scheme, Pradhan Mantri Fasal Bima Yojana ("**PMFBY**"), launched by the government during the financial year 2016, which was implemented by multiple insurance players from the Kharif season starting July, 2016.

Global General Insurance Sector

The size of the general insurance industry in 2016 was USD 2.12 trillion (as against USD 2.05 trillion in 2015) with North America contributing approximately 40%, while Europe contributed approximately 30% and Asia accounted for approximately 22% of the overall business. The global general insurance industry which grew at a CAGR of 1.6% over last five years bounced back in 2016, after a poor performance in 2015 with a 3.14% growth in the general insurance premiums as against a contraction of 2.30% in the previous year. The developing economies (as per UN's classification) grew at a faster pace at 6.8% in 2016 as compared to the developed economies, which grew at 2.7%. Swiss Re's outlook for the global industry remains moderate with performance expected to be supported by the advanced economies (which contribute 77% to the global business) with the improvement in macro indicators for the United States and the monetary tightening in the US economy being one of the key drivers. In the developing economies, the growth is expected to remain robust with the increase in insurance penetration and density touted to be key growth drivers.

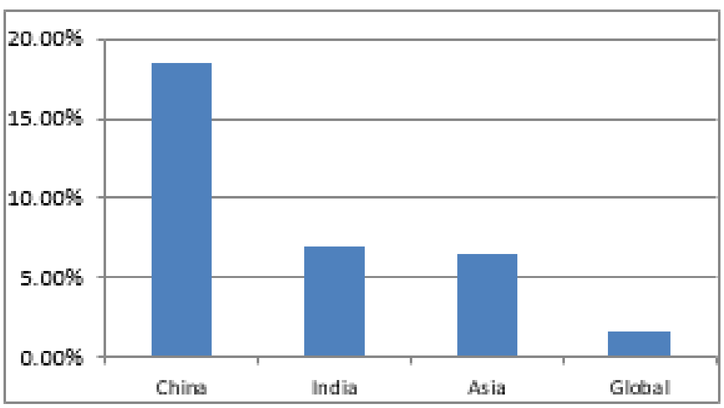
The following chart sets forth the global trend in the general insurance business:



Factors Affecting Growth Trend in India

The growth in the overall business in 2016 was supported by marked improvement in the general insurance premium volumes in Europe, where the market grew by 0.55% after a year of sharp contraction of 12.20% in premiums in 2015, but it continues trails the pre-euro zone crisis levels. While the general insurance premiums contracted in key economies of United Kingdom, Italy and Switzerland, growth in Germany, France, Spain and Netherland supported the overall volumes. 2016 also saw improved performance of the North American and the Asian markets where the premiums grew by 3.56% and 10.29%, respectively. In Asia, Peoples Republic of China, Japan and South Korea, which collectively contribute approximately 79% of the total premium in the Asian markets (17% in the global markets), reported a healthy growth in premiums of 8.84%, 15.81% and 4.78%, respectively. India, which accounted for 4% of the premiums in the Asian markets, grew at a faster pace of 15.28% compared with the global average and the average across Asian counties. Growth of the Indian general insurance is expected to remain above the Global and the Asian average given the low penetration, density and the evolving regulations aimed at improving insurance coverage.

The following chart sets forth the opportunities for growth:



The Indian insurance sector has been growing at a faster pace compared with the global average and the Asian markets, however the maturity of the insurance business remains moderate. Among the BRICS nations, India fares poorly in terms of maturity and density. The industry in India still remains at a nascent stage albeit there have been considerable developments in the General Insurance space, including the de-tariffing of products, increase in Foreign Direct Investment ("**FDI**") limits through the automatic route, push to improve insurance coverage of crops, proposed amendment of the Motor Vehicle Act, all of which is expected to have a positive impact on the growth of the business in the Indian markets.

The developed geographies (North America, Oceania and Europe) continue to rank higher on parameters, like penetration (measured a percentage of insurance premium to the GDP) and density (measured as premium in USD per capita) with a mixed trend in these indicators across years. However, during 2016, the penetration and density across geographies marginally improved as compared to the previous year. The global average penetration and density during 2016 were 2.81% and USD 285 respectively in 2016, as compared to 2.77% and USD 276 respectively in 2015. With the increase in average age of the global population, increase in medical expenses incurred per capita, innovation in the insurance distribution with application of data analytics, penetration and density of the industry is expected to improve further in the long term. The opportunity for growth in the developing economies also continues to remain high given their healthy economic growth, underpenetrated insurance markets, evolving regulatory environment and product innovation as per geographic needs continues in these economies.

SUMMARY OF BUSINESS

To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with "Risk Factors", "Industry Overview" and "Management's Discussions and Analysis of Financial Condition and Results of Operations" on pages 15, 111 and 344, respectively, as well as the financial, statistical and other information contained in this Draft Red Herring Prospectus

Overview

We are one of the leading private-sector general insurance company's in India. Based on our gross direct premium income ("**GDPI**") for the quarter ended June 30, 2017, we are among the five largest private sector general insurance companies in India, according to the ICRA Report. We offer a comprehensive and well-diversified range of insurance products in the motor, weather and crop, health, fire and engineering, and marine insurance sectors, as well as in other miscellaneous insurance business lines, which we provide through multiple distribution channels. In the financial year 2017, we issued over 4.10 million policies and our total GDPI was ₹39,353.51 million. GDPI for the financial year 2017 included: ₹19,626.52 million, or 49.9% of total GDPI, from motor insurance, ₹10,894.35 million, or 27.7% of total GDPI, from weather and crop insurance, ₹3,443.30 million, or 9.7% of total GDPI, from health insurance, ₹3,529.66 million, or 9.0% of total GDPI, from fire and engineering insurance and ₹499.93 million, or 1.3% of total GDPI, from marine insurance. We also participate in a number of insurance schemes promoted by the Government, notably in respect of weather insurance, crop insurance and mass health insurance.

As at June 30 2017, in addition to our own direct distribution through our branches, call center and website, our extensive multi-channel distribution network comprised individual and corporate agents (including bancassurance partners and NBFCs) as well as a significant number of brokers, and other intermediaries such as web aggregators. According to the ICRA Report, our distribution network comprised the highest number of individual agents of any private sector company in the general insurance industry in India.

We focus on enhancing customer experience in order to retain and grow our customer base. This is reflected in particular in our consistent and continuing investment in IT platforms, designed to simplify customer service (both in respect of sales and claims) and also in our ability and desire to maintain a diverse product suite to meet the equally diverse needs of customers.

Our IT capabilities are critical to the efficient operation and performance of our business and one of the key contributors to our success as well as our future growth. Our strong IT infrastructure and web and portal based products provide comprehensive solutions to our core business functions such as sales and distribution of policies, policy servicing and administration, claims management, workflow management, human resource management and customer relationship management.

We are promoted by Reliance Capital Limited, an RBI registered non-banking finance company with business interests in asset management and mutual funds, life insurance, commercial lending, home finance, stock broking, wealth management services, distribution of financial products, asset reconstruction and proprietary investments, in addition to general insurance. Reliance Capital Limited is a part of the Reliance Group which has business interests in financial services, telecommunications, power, energy, infrastructure, and defense. The Reliance Group is led by Mr. Anil D. Ambani, one of India's prominent business leaders.

We have received numerous industry awards in recent years including:

- "Model Insurer Asia Data & Analytics" (Celent Model Insurer Asia Award – 2017);
- "General Insurance Company of the Year" (Annual Insurance India Summit & Awards – 2017);
- "General Insurance Company of the Year" (ABP News BFSI Awards – 2017);
- "Best Multi-Channel Integrated Marketing Campaign" and "Best Overall Use of Social Media" (Global Marketing Excellence Awards – 2016); and
- "Best Product Innovation" (The Indian Insurance Awards – 2016).

Our GDPI has increased at a compound average growth rate ("**CAGR**") of 18.3% to ₹39,353.51 million in the financial year 2017 from ₹20,100.06 million in the financial year 2013. Our net profit after tax has increased to ₹1,287.28 million in the financial year 2017 from a loss of ₹372.80 million in the financial year 2013. Our solvency ratio as at June 30, 2017 was 1.70x compared to the IRDAI-required control level of 1.50x.

As a general insurance company, in accordance with applicable regulations, we generally receive premiums significantly prior to when we are required to make payments in settlement of claims, which follows the reporting and processing of such claims. This leave us with investible assets for the intervening period which we are required to invest in accordance with IRDAI Investment Regulations. Our investment policy is designed with the objective of effectively investing, supervising, monitoring and evaluating all activities pertaining to fund management. As of June 30, 2017 and March 31, 2017, we had an investment portfolio of ₹68,878.53 million and ₹67,242.66 million, respectively. Our investment portfolio increased at a CAGR of 19.9% between March 31, 2013 and March 31, 2017. In the financial year 2017, our investment portfolio generated yield on average investments (including unrealized gains) of 9.0%. Debt investments made up 98.9% and equity investments 1.1% of our total investments as at March 31, 2017. See "*Our Business —Investments*" beginning on page 157.

Our Competitive Strengths

We believe that we benefit from the following competitive strengths:

Comprehensive Product Suite

We offer a wide a variety of insurance products, which allows us to achieve significant market penetration and contributes to our large customer base. We currently offer insurance products in the motor, weather and crop, health, fire and engineering, marine, and other business lines, to a diverse set of customers including individuals, governments, government entities, large corporates and SMEs. In the financial year 2017, motor, weather and crop, health, fire and engineering, marine, and other products contributed 49.9%, 27.7%, 9.7%, 9.0%, 1.3% and 2.5%, of our GDPI respectively. By offering a wide variety of products we aim to improve the experience of our customers by allowing them to service their broader insurance needs through a single agent and increasing customer awareness of other products, while also allowing us to deepen our relationships with our customers by enabling us to target a greater share of their requirements. We benefit from the size of our customer base as we are then also able to cross-sell other insurance products to customers who may have originally only sought one particular product. We also believe that our diverse portfolio of insurance products enables us to effectively manage our business through pricing cycles. In the financial year 2017 we sold over 4.10 million policies including, over 3.50 million motor insurance policies and over 200,000 health insurance policies.

We have created strong product design, marketing and sales capabilities, and continually modify our product offering based on government initiatives and customer demand. Our products are designed for a diverse customer base with features and premium requirements customized for specific customer segments. For example, we were able to increase our GDPI as result of the growth of the weather and crop insurance market in India by offering products with features specifically designed to meet the needs of farmers and the criteria of government sponsored programs.

Extensive Multi-Channel Distribution Network

As at June 30 2017, our extensive multi-channel distribution network comprised over 25,200 individual and 28 corporate agents (including both public and private sector banks and NBFCs) as well as a significant number of brokers, bancassurance partners (including NBFCs) and other intermediaries such as web aggregators, and was supported by 129 branches in 112 cities, across 25 states and union territories in India. According to the ICRA report, our distribution network comprised the highest number of agents of any private company in the general insurance industry in India. For the financial year 2017, GDPI generated from our individual agents, brokers and corporate agents contributed 31.8%, 19.0% and 4.1%, respectively, of our total GDPI, while direct sales contributed 45.1% of our GDPI.

Our multi-channel network is diversified and so reduces dependence on any single distribution channel, and also enables us to access a broad range of customers across industries, geographic locations, income groups and customer demographics. As no one distribution channel or partner is individually significant in our business, we are not exposed to concentration risk in respect of their performance, contract renewal or credit.

Our success in attracting a large number of agents is predominantly a result of the goodwill associated with the Reliance brand and we consider our large agent network to be a significant strength of our business. Individual agents have certain specific advantages over other types of distribution channel. The contracts we enter into with our individual agents prohibit them from representing any other general insurance company. This gives individual agents an inherent value not just in distribution directly, but also in marketing and cross-selling potential. In addition to the attractiveness of our brand, our agents and brokers choose to do business with us as a result of our, financially strong operations, diverse product portfolio and the substantial sales and management training and infrastructure support (including a versatile web-portal) that we provide.

We have also entered into a number of beneficial tie-ups with financial institutions. We have entered into such arrangements with a number of private and public sector banks, NBFCs and other financial institutions. Our ability to enter into such arrangements with financial institutions has developed recently and we expect to grow our business from bancassurance providers in the future. Our corporate agents network has grown from three as at the end of the financial year 2015 to 28 as at June 30, 2017. Similarly, our bancassurance network has grown from two as at the end of the financial year 2015 to nine as at June 30, 2017.

We also distribute policies directly, including online, through dedicated portals for customers, corporates and agents as well as through common service centers and web aggregators. We believe that our strong relationships with institutional customers has led to direct distribution being the highest contributor to our GDPI in the financial year 2017. We have implemented a variety of web based solutions to integrate the operations of our distribution intermediaries with our IT platform which has enabled us to centrally manage and support our distribution infrastructure and reduce operating costs.

Customer-centric Sustainable Business Model

Our customer-centric product portfolio and our ability to provide insurance solutions for complex projects and risks has enabled us to develop strong customer relationships. Our high levels of service quality, focus on customer satisfaction, simplified underwriting, product development and efficient claims management capability have enabled us to develop a sustainable business model. Our market position, in terms of GDPI, in particular in respect of our motor and weather and crop insurance products reflects our diverse customer base, which includes individual and retail customers, small and medium sized enterprises, as well as large corporates requiring customized insurance solutions for complex projects. Our claim settlement ratio was 98.0%,72.0% and 95.0% in the financial years 2017, 2016 and 2015, respectively. Our claim settlement ratio in the financial year 2017 was among the top 10 multi-product insurers in India according to the ICRA Report. During the financial year 2017 we settled 81.0% of claims within one month of receipt, one of the highest rates in the industry, according to the ICRA Report. Our complaint ratio for the financial year 2017 was 0.03%, one of the lowest in the industry according to the IRDAI Grievance disposal management system report, and has decreased from 0.75% per 10,000 policies to 0.59% % per 10,000 policies (*Source: ICRA Report*). Our grievance redressal system is also integrated with the grievance management system of the IRDAI.

Strong Financial Position

Our financial performance has been improving in recent years. Our strong balance sheet position gives us greater flexibility in investments, as well as the opportunity to grow our business by underwriting corporate risk policies, and looking for new and more profitable forms of risk for which we can provide insurance solutions.

Our net worth increased at a CAGR of 14.7% from ₹7,265.91 million as of March 31, 2013 to ₹12,569.12 million as of March 31, 2017. We have maintained a strong balance sheet, our solvency ratio as of March 31, 2017 was 1.68x against minimum statutory requirement of 1.5x.

Our GDPI has increased at a CAGR of 18.3% to ₹39,353.51 million in the financial year 2017 from ₹20,100.06 million in the financial year 2013. Our net profit after tax has increased at a CAGR of 12.5% to ₹1,287.28 million in the financial year 2017 from a loss of ₹372.80 million in the financial year 2013. We have declared dividends (including dividend distribution tax) of ₹75.69 million during the financial year 2017.

We also retain a conservative reserving policy, which is exemplified by our technical reserves to net premium ratio of 2.25x for March 31, 2017 and the financial year then ended, compared to the Indian private-sector general insurance average of 1.43x for the same date and year.

Strong IT Infrastructure

Our IT capability is critical to the efficient operation and performance of our business and one of the key contributors to our success as well as our future growth. Our commitment to technological advancement has been underpinned by our IT spend in recent years. For the financial years 2017, 2016 and 2015, we spent ₹362.30 million, ₹362.27 million and ₹377.12 million on our IT infrastructure, respectively. This investment has resulted in a number of new functions and platforms, including notably the integration of Aadhar numbers in our systems, increasing convenience for customers and our use of the RTO database in our motor insurance business line and integration with payment wallets and unified payments interface.

Our IT infrastructure includes a wide variety of processes that improve both the experience of customers and agents as third parties who interact with us, and our internal functions, increasing our operational efficiency and accuracy. Processes relevant to customers include sales and distribution, claims management, and customer relationship management platforms. Agents benefit from our integrated sales and underwriting platforms and internally we utilize specific IT platforms for policy servicing and administration, workflow management and human resource management.

Using our online web-based platform, customers can purchase new policies or renew existing policies. Our online platform allows customers to obtain information about their policies and submit and track claims. Our IT infrastructure provides customers with text messages and email alerts, and the ability to renew policies through mobile applications. Our dedicated portals and mobile applications allow various stakeholders, including customers, surveyors, agents and brokers to undertake various business transactions on a 24 hour basis.

Our online platform allows for automated surveyor appointments, surveyors to provide reports and other requisite documents electronically, and enables bulk upload facilities to ensure faster claims settlements, particularly with respect to our health insurance business. Our robust IT infrastructure also enables us to implement an efficient claims settlement process. We have introduced standardized claims processes, and are able to process claims at any of our offices irrespective of the policy issuance location. Improvements in our IT infrastructure also allow us to reduce costs, in particular, our business processes across our entire branch network have been rationalized creating standardized procedures for accounting, reconciliation, reporting, documentation and user communication.

As a result of these investments and processes, we have been able to retain high levels of customer satisfaction. We have also upgraded our processes and systems to promote online payments (which are preferable from a security and compliance perspective to other payment methods) and are beginning to collect an increasingly significant portion of premium payments through our online platform.

Furthermore, we have been successful in undertaking digital marketing campaigns, in particular through social media which have added value and reach to our brand. We believe such digital marketing is particularly effective in attracting younger customers who have experience of making online purchases. For example our 2016 home insurance campaign "#opendoors" was designed to increase awareness of home insurance as a product for retail customers. Such campaigns give us the ability to reach a more diverse set of potential customers. The success of our digital marketing campaigns has been recognized in our receipt of certain industry awards including awards for "Best Branded Content on Social Media" (Indian Content Marketing Award – 2016), "Best Social Media Integrated Campaign" (CMO Asia Social Media & Digital Marketing Excellence Awards – 2016") and "Best Multi-Channel Integrated Marketing Campaign" and "Best Overall Use of Social Media" (Global Marketing Excellence Awards – 2016).

Robust Enterprise Risk Management Framework

Since we are in the business of underwriting risk, risk selection and management is a critical aspect of our operations. We maintain a database of commercial risks inspected by our own risk management over the past decade which gives us the ability to benchmark a particular risk against our previous experiences for that category of risk. To help us assess a commercial risk, we have our own in-house risk management team which carries out inspection of the facilities and make recommendations as to the acceptability of risks. Further, we have focused on diversifying our business lines to reduce exposure to one business segment or product.

Further, our risk management policies extend to our investment strategy and portfolio, and ensure that we identify similar profitable investments but also potential risk and over-concentration. We follow a balanced investment strategy in compliance with applicable IRDAI regulations, focused on preserving capital and providing stable returns. These factors allow us to strengthen our balance sheet while also generating premium and investment income. For example, we have maintained very limited exposure to equity securities and have primarily invested in debt securities. System controls are also used to monitor continued compliance with IRDAI investment limits.

Our enterprise risk management framework consists of our Board approved risk management policy. Our risk management framework is the means by which we adopt practices designed to identify, assess, manage and mitigate any enterprise wide risks. Risks are separated into seven categories in our risk management policy: investment risk, credit risk, insurance risk, operational risk, compliance risk, fraud risk and strategic risk. See "*—Description of our Business—Risk Management*" beginning on page 160.

Our re-insurance policy, which includes risk retention policies that vary for each business line depending on the nature of the product we offer, is approved by the Board. For the financial year 2017, we decreased our net direct premium income to GDPI ratio to 56.7% from 72.4% in the financial year 2016 (largely as a result of the increase in weather and crop insurance GDPI in the same period which is reinsured to a greater extent than other insurance products). We also use a high-quality panel of re-insurers, predominantly rated A- (S&P or equivalent international rating) or above, including GIC Re, SCOR RE, XL Catlin, Hannover Ruck Se and Munich Re.

Maintaining adequate reserves is also critical to protecting our balance sheet from significant negative conditions including either catastrophic events or a general increase in claims. This enables us to operate without undue concern for regulatory limits or generate other forms of liquidity which enables our business operations to focus on their primary operations.

Proficient Senior Management Team

Our operations are conducted by a well-qualified and proficient management team that has significant experience in all aspects of our business. The strength and quality of our senior management team and their understanding of the general insurance industry enables us to identify and take advantage of strategic market opportunities. Our key management personnel have an average of 20 years of industry experience. Our management team's understanding of the general insurance industry has enabled us to implement business strategies to grow our business and expand operations internationally. Our Executive Director and CEO, Mr. Rakesh Jain, has over 20 years of experience in the general insurance industry in India and has been in the role of Executive Director and CEO since October 2011. Our track record reflects our senior management's strategic vision and proactive approach in adapting to the changing market environment and ability to maintain our position as one of the leading general insurance company's in India.

Our Strategies

Our position as a prominent insurer in the Indian market is based on our 17 years of commitment to the insurance industry. Building upon our strengths, we seek to grow our market share and improve our profitability. In order to achieve these targets we intend to pursue the following strategies:

Continue to Focus on Product Innovation

The general insurance market in India currently has significant potential for further penetration. As government policies seek to facilitate further penetration, we expect new opportunities and markets to develop, and we intend to grow our GDPI, and where possible market share, by capturing business in these markets.

We have grown our GDPI as a result of new government schemes in areas such as weather and crop insurance, and where further such initiatives are introduced we intend to capitalize on them. For example, we intend to offer a long term (three year) two wheeler insurance policy and have received approval from the IRDAI for such product. Further, we intend to grow our tie-ups with other corporate agents, in particular financial institutions following recent regulatory changes that allow corporate agents to sell the products of other general insurance companies. In particular, relationships with financial institutions would allow us to enter the market for additional products such as long-term two-wheeler insurance, or home loan insurance, previously dominated by general insurers promoted by financial institutions.

Continue to Invest in Technology

The insurance industry in India has seen rapid digitalisation, which is expected to further increase insurance penetration and we intend to be well positioned to benefit from this opportunity. In addition to offering us operational improvements, technology will also allow us to grow our business significantly by helping us target new customers and using enhanced platforms to offer quality customer experience. Recent growth in the numbers of customers accessing insurance through mobile platforms has illustrated the possibility technological advancements can offer to access new customers, particularly in an under-penetrated market. We will continue to use technology to make it easy for our customers to carry out transactions and interact with all elements of the insurance process.

This trend towards technological interaction with customers has already begun. Throughout the financial year 2017 we have seen a significant increase in total traffic on our website (7.14 million visits/impressions according to Google Analytics, an increase of 65.3% from the previous financial year), resulting in 0.29 million policies sold online and amounting to the GDPI from our website of ₹589.78 million.

Provide Superior Customer Experience

We intend to build on our customer service offering by continuing to improve the customer experience we offer and thereby retaining existing customers as well as attract new ones. Building on our existing platforms and monitoring their continued success (including in keeping complaints low), we are considering certain particular improvements that may simplify the experience of our customers such as:

- harnessing developments in automation for initial claim or complaint contacts, reducing waiting times and inefficiencies for our customers as well as costs for ourselves;

- developing credit relationships with automobile garages (in our motor insurance business line) and clinics and hospitals (in our health insurance business line) across India for our customers' convenience;

- offering the latest mobile solutions for customers reflecting their increasing desire to interact with service providers such as insurers remotely, using tablets and other mobile hardware (for example, we have recently introduced a video streaming facility for inspections, for customers who suffer motor accidents, improving the speed and efficiency of the claims process); and

- further development of our website both in respect of range of functionality and efficiency; this will be particularly relevant as an increasing amount of customers choose to interact with us via our website.

Grow Distribution Network

We intend to broaden our distributor base to grow the share of our GDPI coming from retail customers (in particular through individual agents who have good access to retail customers). We also intend to cross sell products to our customers. We have a dedicated retail and corporate business development team, which focuses on developing our relationships with various insurance intermediaries and large customers, which we see as a significant opportunity for future growth.

Improving Our Profitability

A key focus of our business is to accept and manage risks profitably, to create shareholder value. In the financial years 2017, 2016 and 2015, our net profit after tax was ₹1,287.28 million, ₹1,008.53 million and ₹1,056.87 million, respectively. To achieve higher profitability, we intend to:

- optimize our business mix by expanding our business lines and product offerings where we see favorable premium rate opportunities and adequate margins;
- use our brand and distribution network to grow and diversify our customer network;
- continue to improve our risk management processes, data bases and technology; and
- continue to maintain high productivity per employee and keep our expenses of management low.

SUMMARY FINANCIAL INFORMATION

The following tables set forth summary financial information derived from our Restated Financial Information as of and for the Fiscal Years ended, March 31, 2013, March 31, 2014, March 31, 2015, March 31, 2016 and March 31, 2017, and the three months ended June 30, 2017.

The summary financial information presented below should be read in conjunction with our Restated Financial Information, the notes thereto and in "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 344.

[***Remainder of this page intentionally kept blank***]

Restated Statement of Assets and Liabilities

(₹ in millions)

Sl No.	Particulars	Annexure	As at					
			June 30, 2017	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**	**March 31, 2013**
	SOURCES OF FUNDS							
A	Share Capital	XIII	1,257.75	1,257.75	1,227.75	1,227.75	1,227.75	1,227.75
	Reserves and Surplus	XIV	11,585.88	11,219.06	9,061.78	16,242.88	16,242.88	16,242.88
	Share Application Money Pending Allotment		-	-	900.00	900.00	-	-
	Fair Value Change Account- Shareholder		20.28	15.00	(19.81)	2.33	1.17	(9.61)
	Fair Value Change Account- Policyholder		90.96	77.31	(119.73)	12.35	5.80	(43.39)
	Borrowings	XV	2,300.00	2,300.00	-	-	-	-
	Total		**15,254.87**	**14,869.12**	**11,049.99**	**18,385.31**	**17,477.60**	**17,417.63**
B	**APPLICATION OF FUNDS**							
	Investments	XVI & XVIA	68,878.53	67,242.66	53,813.73	50,483.26	38,427.16	32,524.96
C	Loans	XVII	-	-	-	-	46.32	299.42
	Fixed Assets	XVIII	335.75	321.74	339.18	349.27	263.79	249.37
	Deferred Tax Assets		372.74	372.74	364.18	373.53	498.64	617.15
	Current Assets							
	Cash and Bank Balances	XIX	1,576.72	1,738.57	1,013.02	785.88	644.13	545.78
	Advances and Other Assets	XX	7,776.96	7,074.36	7,418.37	4,684.17	9,153.68	9,152.57
	Sub-Total (A)		9,353.68	8,812.93	8,431.39	5,470.05	9,797.81	9,698.35
	Current Liabilities	XXI	50,003.00	51,184.39	42,648.57	37,428.20	31,616.59	28,089.52
	Provisions	XXII	13,682.83	10,696.56	9,249.92	9,052.23	9,186.03	8,033.82
	Sub-Total (B)		63,685.83	61,880.95	51,898.49	46,480.43	40,802.62	36,123.34
	Net Current Assets (C = A - B)		**(54,332.15)**	**(53,068.02)**	**(43,467.10)**	**(41,010.38)**	**(31,004.81)**	**(26,424.99)**
	Miscellaneous Expenditure	XXIII	-	-	-	-	-	-
	(to the extent not written off or adjusted)							
	Debit Balance in Profit & Loss Account		-	-	-	8,189.63	9,246.50	10,151.72
	TOTAL		**15,254.87**	**14,869.12**	**11,049.99**	**18,385.31**	**17,477.60**	**17,417.63**

Restated Statement of Profit & Loss Account

(₹ in millions)

Particulars	**Annexure**	**For the quarter ended June 30, 2017**	**For the year ended March 31, 2017**	**For the year ended March 31, 2016**	**For the year ended March 31, 2015**	**For the year ended March 31, 2014**	**For the year ended March 31, 2013**
Operating Profit / (Loss)							
a. Fire Insurance	II A	(34.40)	43.58	158.39	93.30	103.37	83.14
b. Marine Insurance	II B	23.30	46.01	(168.64)	(41.19)	(68.15)	(68.74)
c. Miscellaneous Insurance	II C	262.33	400.10	341.95	416.46	378.42	(375.58)
Income from Investments							
a. Interest, Dividends & Rent - Gross		239.30	770.17	615.59	653.51	598.12	532.50
b. Profit on sale / redemption of investments		42.25	239.86	128.73	145.18	58.84	74.65
c. (Loss on sale / redemption of investments)		(8.95)	(17.54)	(0.90)	(1.50)	(23.60)	(34.08)
Other Income							
a. Profit/(Loss) on sale/discard of assets		(0.17)	(0.07)	0.99	(1.07)	(3.13)	(10.03)
b. Miscellaneous Income		1.67	5.21	5.65	8.74	17.94	38.84
c. Excess Provision Written Back		2.57	4.48	-	36.67	44.51	(1.21)
TOTAL (A)		**527.90**	**1,491.80**	**1,081.76**	**1,310.10**	**1,106.32**	**239.49**
Provisions (Other than taxation)							
a. For diminution in the value of investments (net)		-	-	-	-	-	-
b. For doubtful debts		22.58	16.41	19.11	76.15	34.09	305.11
c. Bad debt w/off		-	2.36	38.98	0.30	1.54	10.83
Less:- Provision held		-	-	(38.69)	-	-	-
Other Expenses							
a. Expenses other than those related to Insurance Business		10.62	46.60	36.58	30.00	24.81	8.13
b. Interest on refunds		-	-	3.38	21.67	21.66	21.73
c. Interest on Non Convertible Debenture		52.19	131.43	-	-	-	-
d. Corporate Social Responsibility Expense		-	16.27	3.51	-	-	-
e. Penalty		-	-	1.00	-	0.50	-
f. Exchange Gain / (loss)		-	-	-	-	-	-
TOTAL (B)		**85.39**	**213.07**	**63.87**	**128.12**	**82.60**	**345.80**
Profit / (Loss) Before Tax		442.51	1,278.73	1,017.89	1,181.98	1,023.72	(106.31)
Provision for Taxation							
Current Tax		91.70	262.19	207.17	81.42	-	-
Short Provision for earlier year		-	-	-	-	-	-
Deferred Tax		-	(8.55)	9.36	125.11	118.50	266.49
MAT Credit		(91.70)	(262.19)	(207.17)	(81.42)	-	-
Net Profit /(Loss) After Tax		442.51	1,287.28	1,008.53	1,056.87	905.22	(372.80)
Appropriations:							
(a) Interim dividends paid during the year		-	-	-	-	-	-
(b) Final dividend		62.89	-	-	-	-	-
(c) Dividend Distribution Tax		12.80	-	-	-	-	-
(d) Debenture Redemption Reserve		15.97	63.89	-	-	-	-
Profit / (Loss) After appropriations		350.85	1,223.39	1,008.53	1,056.87	905.22	(372.80)
Balance of Profit / Loss brought forward from last year		2,230.37	1,006.98	(8,189.63)	(9,246.50)	(10,151.72)	(9,778.92)
Less: - Adjusted as per capital reduction scheme		-	-	(8,188.08)	-	-	-
Balance carried forward to Balance Sheet		**2,581.22**	**2,230.37**	**1,006.98**	**(8,189.63)**	**(9,246.50)**	**(10,151.72)**
Basic Earning Per Share		1.76	5.12	4.11	4.30	3.69	(1.53)
Diluted Earning Per Share		1.76	5.12	4.03	4.23	3.69	(1.53)

Restated Statement of Receipts and Payments Account

(₹ in millions)

Particulars	For the quarter ended June 30, 2017	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013
Cash flows from operating activities :						
Direct Premiums received	12,014.96	39,383.52	27,716.61	26,868.11	23,624.09	20,082.51
Payment to re-insurers, net of commissions and claims	(9.31)	(3,776.01)	(14.57)	3,541.60	(218.54)	(2,271.15)
Payment to co-insurers, net of claims recovery	(289.17)	(196.86)	(81.41)	481.20	(274.18)	(85.56)
Direct Claims Paid	(7,998.97)	(22,253.73)	(20,408.91)	(17,306.51)	(15,086.79)	(11,318.95)
Direct Commission / Brokerage Payments	(430.68)	(1,139.57)	(1,156.39)	(1,065.41)	(1,180.74)	(1,096.72)
Payment of other operating expenses	(2,221.74)	(7,707.22)	(6,101.77)	(5,542.73)	(4,357.69)	(3,364.05)
Preliminary and pre-operating expenses	-.	-	-	-	-	-
Deposits, Advances, and Staff loans	(2,699.24)	2,438.96	(172.49)	(162.19)	613.35	(119.28)
Service Tax (Net)	96.13	(121.15)	68.73	56.44	(94.73)	24.80
Income tax paid (Net)	(35.09)	(241.12)	(196.42)	(105.04)	(1.70)	7.32
Wealth tax paid	-	-	-	-	-	-
Misc Receipts/payments	1.47	5.53	13.70	14.50	(8.73)	(2.12)
Cash flow before extraordinary items	**(1,571.64)**	**6,392.35**	**(332.92)**	**6,779.97**	**3,014.34**	**1,856.80**
Cash flow from extraordinary operations	-	-	-	-	-	-
Cash flow from operating activities	**(1,571.64)**	**6,392.35**	**(332.92)**	**6,779.97**	**3,014.34**	**1,856.80**
Cash flows from investing activities :						
Purchase of investments	(24,040.94)	(111,891.71)	(65,911.23)	(46,918.21)	(28,035.13)	(41,295.28)
Sale of Investments (Including gain/ Loss)	24,460.68	98,028.33	59,709.62	39,452.91	21,544.16	32,924.07
Purchase of fixed Assets	(58.44)	(169.61)	(175.45)	(237.27)	(138.49)	(98.78)
Proceeds from sale of fixed assets	0.48	23.67	12.13	10.48	6.28	2.58
Rent/ Interest/ Dividends received	1,410.14	4,321.42	4,441.53	3,655.87	2,845.64	2,134.10
Investment in money market instruments and in liquid mutual funds (Net)	(464.71)	2,201.85	2,059.43	(3,590.00)	838.28	2,945.13
Repayment received on Loan Given	-	-	-	46.50	254.13	-
Expenses related to investments	(7.42)	(15.75)	(13.18)	(11.26)	(9.32)	(7.13)
Net Cash flow from investing activities	**1,299.79**	**(7,501.80)**	**122.85**	**(7,590.98)**	**(2,694.45)**	**(3,395.31)**
Cash flows from financing activities :						
Proceeds from Issuance of Share Capital	-	-	-	-	-	1,550.00
Share Application Money Received	-	-	-	900.00	-	-
Proceeds from borrowings	-	2,300.00	-	-	-	-
Repayment of borrowings	-	-	-	-	-	-
Borrowings issue expenses	-	(29.29)	-	-	-	-
Interest/ Dividend Paid	-	(0.70)	-	-	-	-
Cash flow from financing activities	**-**	**2,270.01**	**-**	**900.00**	**-**	**1,550.00**
Net increase in cash & cash equivalents (A+B+C)	**(271.85)**	**1,160.56**	**(210.07)**	**88.99**	**319.89**	**11.49**
Cash and cash equivalents at the beginning of the period	1,413.87	253.31	463.38	374.39	54.50	43.01
Cash and cash equivalents at the end of the period including Bank Overdraft	**1,142.02**	**1,413.87**	**253.31**	**463.38**	**374.39**	**54.50**
Cash and cash Equivalent at the end of the period:						
Cash & Bank balance as per annexure XIX	1,576.72	1,738.57	1,013.02	785.88	644.13	545.78
Less: Temporary book over draft as per annexure XXI	434.70	324.70	759.71	322.50	269.74	491.28
Cash and Cash Equivalent at the end including	**1,142.02**	**1,413.87**	**253.31**	**463.38**	**374.39**	**54.50**

Bank Overdraft						

Reservations, Qualifications and Adverse Remarks

There have been no reservations, qualifications and adverse remarks highlighted by our statutory auditors in their audit reports on the financial statements for the last five Fiscal Years. Further, except as provided below, there have been no emphasis of matter highlighted by our statutory auditors in their audit reports on the financial statements for the last five Fiscal Years.

Fiscal Year	Emphasis of matter	Corrective steps taken/ responses by our Company
2017	Nil	Nil
2016	In the auditors' report for the financial year ended March 31, 2016 the auditors had stated that provision for claims outstanding towards Incurred But Not Reported ("**IBNR**") and Incurred But Not Enough Reported ("**IBNER**") and expected claim cost for Premium Deficiency Reserve creation as of March 31, 2016, had been certified by a consulting actuary instead of appointed actuary as required by IRDAI Regulations.	During the year 2016-17, the Company has appointed an appointed actuary and the mentor to the appointed actuary as per the relevant regulations issued by IRDAI.
2015	Nil	Nil
2014	In the Independent Auditors Report for the Financial year ended March 31, 2014, the auditors had provided a matter of emphasis regarding IRDA Order No. IRDA/F&A/ORD/MTAP/070/03/2012 dated March 22, 2012 relating to IMTPIP liability for underwriting years 2009-10, 2010-11, 2011-12, wherein the Company has opted to amortise the transitional liability on straight line basis over three years beginning with financial year 31st March 2012 as per the order directed by the Authority.	The same has been adjusted to their respective financial years in the Restated Financial Information.
2013	In the Independent Auditors Report for the Financial year ended March 31, 2013, the auditors had provided a matter of emphasis regarding IRDA Order No. IRDA/F&A/ORD/MTAP/070/03/2012 dated March 22, 2012 relating to IMTPIP liability for underwriting years 2009-10, 2010-11, 2011-12, wherein the Company has opted to amortise the transitional liability on straight line basis over three years beginning with financial year 31st March 2012 as per the order directed by the Authority.	The same has been adjusted to their respective financial years in the Restated Financial Information.

THE OFFER

The following table summarises the Offer details:

Offer^	**Up to 67,079,979 Equity Shares aggregating up to ₹ [●] million**
Including	
Reliance Capital Shareholders' Reservation Portion	Up to 6,707,997 Equity Shares
Net Offer	Up to 60,371,982 Equity Shares
Of which:	
Fresh Issue[(1)]	Up to 16,769,995 Equity Shares aggregating up to ₹ [●] million
Offer for Sale[(2)] by Reliance Capital	Up to 50,309,984 Equity Shares aggregating up to ₹ [●] million
The Offer consists of:	
A. QIB Portion	30,185,990 Equity Shares
Of which:	
Anchor Investor Portion*	Up to 18,111,594 Equity Shares
Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	12,074,396 Equity Shares
Of which:	
Mutual Fund Portion	603,719 Equity Shares
Balance for all QIBs including Mutual Funds	11,470,677 Equity Shares
B. Non-Institutional Portion	Not less than 9,055,798 Equity Shares
C. Retail Portion	Not less than 21,130,194 Equity Shares
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer	251,549,920 Equity Shares
Equity Shares outstanding after the Offer	268,319,915 Equity Shares
Use of proceeds of this Offer	See "*Objects of the Offer*" on page 96 for information about the use of the proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

* *Our Company and the Selling Shareholder may, in consultation with the GCBRLMs and BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion will be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. For further details, see "Offer Procedure" on page 430.*

(1) *Our Board and Shareholders have authorised the Offer, pursuant to their resolutions dated September 8, 2017 and September 11, 2017, respectively.*

(2) *The Offer for Sale of up to 50,309,984 Equity Shares has been authorised by Reliance Capital pursuant to a resolution of its board of directors dated October 9, 2017 and its consent letter dated October 9, 2017.*

Allocation to Bidders in all categories, except the Retail Portion, shall be made on a proportionate basis. For further details, see "Offer Procedure – Allotment Procedure and Basis of Allotment" on page 470.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category (including the Reliance Capital Shareholders' Reservation Portion), except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company, in consultation with the GCBRLMs and BRLMs and the Designated Stock Exchange. The unsubscribed portion if any, in the Reliance Capital Shareholders'

Reservation Portion shall be added to the Net Offer. In case of under-subscription in the Net Offer, spill-over to the extent of such undersubscription shall be permitted from the Reliance Capital Shareholders' Reservation Portion.

GENERAL INFORMATION

Our Company is presently known as 'Reliance General Insurance Company Limited', our Registered Office is located at H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400710, Maharashtra, India, and our Corporate Office is at Reliance Centre, South Wing, 4th Floor, Off. Western Express Highway, Santacruz (East), Mumbai 400 055, Maharashtra, India. The company registration number of our Company is 128300 and our CIN is U66603MH2000PLC128300. Our Company is registered with the Registrar of Companies, Mumbai, located at 100, Everest, Marine Drive, Mumbai 400 002, Maharashtra, India.

For details of changes in the name and registered office address of our Company, see '*History and Certain Corporate Matters*' on page 179.

Board of Directors

The table below sets forth the details of the constitution of our Board.

Name	Designation	DIN	Address
Rajendra Prabhakar Chitale	Independent Director	00015986	131/B, Tanna Residency Bayview, opp. Siddhi Vinayak Temple, 392, V.S.Marg, Prabhadevi Mumbai Maharashtra, India 400 025
Haris Ansari	Independent Director	02155529	Flat No 503, Serin Nyati Enclave, Mohammadwadi, Pune 411 028, Maharashtra, India
Dr. Thomas Mathew	Independent Director - Additional*	05203948	Apartment 402, Fourth Floor, Tower A-2, Unitech World Spa East, Sectors 30 and 41, Gurgaon, Haryana 122001
Chhaya Virani	Independent Director	06953556	407 Panchsheel, C Road, P.M. Shukla Marg, Churchgate, Maharashtra India 400 020
Lav Ramji Chaturvedi	Non-executive Director	02859336	403-404, X Wing, Golden Rays, Shastri Nagar, Andheri (West), Mumbai, Maharashtra, India 400053
Rakesh Jain	Executive Director and CEO	03645324	B-701, Velentine Apartments, Pimplipada, Gen. A.K. Vaidya Marg, Goregaon-Mulund Link Road, Malad (East) Mumbai, Maharashtra, India 400 097

* *The appointment of Dr. Thomas Mathew is subject to the approval of our Shareholders in a general meeting.*

For brief profiles of our Directors, please see "*Our Management*" on page 183.

Selling Shareholder

The Selling Shareholder in the Offer is Reliance Capital.

Chief Financial Officer

Hemant Kumar Jain is the Chief Financial Officer of our Company. His contact details are as follows:

H Block, 1st Floor,
Dhirubhai Ambani Knowledge City
Navi Mumbai 400 710
Tel: +91 22 3303 1000
Fax: +91 22 3303 4662
E-mail: rgicl.cfo@relianceada.com

Company Secretary and Compliance Officer for the Offer

Mohan Khandekar is the Company Secretary and Compliance Officer for the Offer of our Company. His contact details are as follows:

H Block, 1st Floor,

Dhirubhai Ambani Knowledge City
Navi Mumbai 400 710
Tel: +91 22 3303 1000
Fax: +91 22 3303 4662
E-mail: rgicl.compsec@relianceada.com

Offer related grievances

Investors can contact the Company Secretary and Compliance Officer for the Offer, the GCBRLMs and BRLMs or the Registrar to the Offer in the case of any pre-Offer or post-Offer related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account and non-receipt of funds by electronic mode.

For all Offer related queries and for redressal of complaints, investors may also write to the GCBRLMs and BRLMs.

All grievances in relation to the Bidding process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the First or Sole Bidder, the Bid cum Application Form number, Bidder DP ID, Client ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

Further, the Bidders shall also enclose the Acknowledgement Slip duly received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

Global Co-ordinators and Book Running Lead Managers

Motilal Oswal Investment Advisors Limited
Motilal Oswal Tower, Rahimtullah, Sayani Road,
Opposite Parel ST Depot, Prabhadevi,
Mumbai - 400 025,
Maharashtra, India
Tel: +91 22 3980 4380
Fax: +91 22 3980 4315
E-mail: rgic.ipo@motilaloswal.com
Investor Grievance E-mail:
moiaplredressal@motilaloswal.com
Website: www.motilaloswalgroup.com
Contact Person: Subodh Mallya/Kristina Dias
SEBI Registration No.: INM000011005

Credit Suisse Securities (India) Private Limited
9th Floor, Ceejay House, Plot F,
Shivsagar Estate, Dr. Annie Besant Road, Worli,
Mumbai 400 018,
Maharashtra, India
Tel: +91 22 6777 3914
Fax: +91 22 6777 3820
E-mail: list.projectgenuine@credit-suisse.com
Investor grievance e-mail:
list.igcellmerbnkg@credit-suisse.com
Website: https://www.credit-suisse.com/in/en/investment-banking/regional-presence/asia-pacific/india/ipo.html
Contact Person: Ashish Khullar
SEBI registration no.: INM000011161

Edelweiss Financial Services Limited
14th Floor, Edelweiss House
Off. C.S.T Road, Kalina
Mumbai 400 098, India
Tel: + 91 22 4009 4400
Fax : +91 22 4086 3610
Email: Reliancegi.ipo@edelweissfin.com
Investor grievance Email:
customerservice.mb@edelweissfin.com
Website: www.edelweissfin.com
Contact person: Pradeep Tewani
SEBI registration number: INM0000010650

UBS Securities India Private Limited
2/F, 2 North Avenue, Maker Maxity
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051, Maharashtra, India
Tel: +91 22 6155 6000
Fax: +91 22 6155 6292
E-mail: OL-RGI_IPO@ubs.com
Investor Grievance E-mail: customercare@ubs.com
Website: www.ubs.com/indianoffers
Contact Person: Vibhor Gupta
SEBI Registration No.: INM000010809

Book Running Lead Managers

Haitong Securities India Private Limited
1203A, Floor 12A, Tower 2A, One Indiabulls Centre, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400 013 Maharashtra, India
Contact person: Ritesh Khetan
Tel: +91 22 4315 6856
Fax: +91 22 2421 6327
E-mail: reliancegi.ipo@htisec.com
Website: http://www.htisec.com/en-us/haitong-india
Investor Grievance e-mail: India.Compliance@htisec.com
SEBI Registration Number: INM000012045

IDBI Capital Markets & Securities Limited
(Formerly known as IDBI Capital Market Services Limited)
3rd Floor, Mafatlal Center
Nariman Point, Mumbai 400 021
Maharashtra, India
Tel: +91 22 4322 1212
Fax: +91 22 2285 0785
Email: ipo.rgicl@idbicapital.com
Investor grievance E-mail: redressal@idbicapital.com
Website: www.idbicapital.com
Contact Person: Priyankar Shetty
SEBI Registration No.: INM000010866

Statement of inter-se allocation of responsibilities among the GCBRLMs and BRLMs

The responsibilities and coordination by the GCBRLMs and BRLMs for various activities in this Offer are as follows:

Sr. no.	Activities	Responsibility	Coordination
1.	Due diligence of Company's operations / management / business / legal etc. Drafting and design of Draft Red Herring Prospectus, Red Herring Prospectus including memorandum containing salient features of the Prospectus, abridged prospectus and application form. The GCBRLMs and BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalization of Prospectus and RoC filing, follow up and coordination till final approval from all regulatory authorities	GCBRLMs and BRLMs	Motilal Oswal
2.	Capital Structuring with relative components and formalities such as type of instruments, etc.	GCBRLMs and BRLMs	Motilal Oswal
3.	Drafting and approval of all statutory advertisements and other publicity material including corporate advertisements, brochures, media monitoring, etc.	GCBRLMs and BRLMs	UBS
4.	Appointment of other intermediaries viz., Registrar, Printer, Share Escrow Agent, Advertising Agency and Bankers to the Offer	GCBRLMs and BRLMs	UBS
5.	Preparation of road show presentation and frequently asked questions	GCBRLMs and BRLMs	Credit Suisse
6.	International institutional marketing strategy · Finalise the list and division of investors for one to one meetings, in consultation with the Company, and · Finalising the International road show schedule and investor meeting schedules	GCBRLMs and BRLMs	Credit Suisse
7.	Domestic institutions / banks / mutual funds marketing strategy · Finalise the list and division of investors for one to one meetings, institutional allocation in consultation with the Company;	GCBRLMs and BRLMs	UBS

Sr. no.	Activities	Responsibility	Coordination
	· Finalising the list and division of investors for one to one meetings, and Finalising investor meeting schedules		
8.	Non-Institutional and Retail marketing of the Offer, which will cover, inter alia, · Formulating marketing strategies, preparation of publicity budget · Finalise Media and PR strategy; · Finalising centres for holding conferences for press and brokers; · Finalising collection centres; · Follow-up on distribution of publicity and Issuer material including forms, prospectus and deciding on the quantum of the Offer material.	GCBRLMs and BRLMs	Edelweiss
9.	Co-ordination with Stock Exchange for Book Building software, bidding terminals, mock trading, payment of 1% security deposit and intimation of anchor allocation	GCBRLMs and BRLMs	IDBI Capital
10.	Finalisation of pricing, in consultation with the Company	GCBRLMs and BRLMs	Motilal Oswal
11.	Post-Issue activities, which shall involve essential follow-up with bankers to the Issue and SCSBs to get estimates of collection and advising the Company about the closure of the Issue based on correct figures, finalisation of the basis of allotment, listing of instruments, dispatch of certificates or demat credit and refunds, payment of STT on behalf of the Selling Shareholders and coordination with various agencies connected with the post-Issue activity such as Registrar to the Issue, Bankers to the Issue, SCSBs including responsibility for underwriting arrangements, as applicable. Coordinating with Stock Exchanges and SEBI for release of 1% security deposit post closure of the Issue.	GCBRLMs and BRLMs	IDBI Capital

Registrar to the Offer

Karvy Computershare Private Limited
Karvy Selenium Tower B
Plot 31-32, Gachibowli
Financial District, Nanakramguda
Hyderabad 500 032, India
Tel: +91 40 6716 2222
Fax: +91 40 2343 1551
E-mail: einward.ris@karvy.com
Investor Grievance E-mail: reliancegeneral.ipo@karvy.com
Website: https://karisma.karvy.com
Contact Person: M. Murali Krishna
SEBI Registration No.: INR000000221

Legal Counsel to the Company as to Indian Law

Luthra & Luthra Law Offices
Indiabulls Finance Center
Tower 2 Unit A2, 20th Floor

Elphinstone Road, Senapati Bapat Marg
Mumbai 400 013
Tel.: +91 22 6630 3600
Fax: +91 22 6630 3700

Legal Counsel to the GCBRLMs and BRLMs as to Indian Law

Khaitan & Co
One Indiabulls Centre
13th Floor, Tower 1
841, Senapati Bapat Marg
Mumbai 400 013
Maharashtra, India
Tel: +91 22 6636 5000
Fax: +91 22 6636 5050

Special United States Legal Counsel to the GCBRLMs and BRLMs

Sidley Austin LLP
Level 31
Six Battery Road
Singapore 049909
Tel.: +65 6230 3900
Fax: +65 6230 3939

Legal Counsel to Reliance Capital as to Indian Law

Luthra & Luthra Law Offices
1st and 9th Floors, Ashoka Estate
Barakhamba Road
New Delhi 110 001
Delhi, India
Tel.: +91 11 4121 5100
Fax: +91 11 2372 3909

Joint Statutory Auditors of our Company

Price Waterhouse Chartered Accountants LLP
Chartered Accountants
252 Veer Savarkar Marg,
Dadar,
Mumbai 400 028.
Tel.: +91 22 6669 1209
Fax: +91 22 6654 7800
E-mail: ipo.gn@in.pwc.com
ICAI Firm Registration Number: FRN012754N/N500016
Peer Review Number: 007678

Pathak H.D. & Associates
Chartered Accountants
814-815, Tulsiani Chambers, 212,
Nariman Point,
Mumbai, 400 021
Tel.: +91 22 3022 8508
Fax: +91 22 3022 8509
Email: mukesh.m@phd.ind.in
ICAI Firm Registration Number: FRN107783W
Peer Review Number: 008946

Bankers to our Company

Axis Bank Limited
Manish Chambers, Commercial Complex
CTS 87-A, Sonawala Road, Goregaon East
Mumbai 400 063
Maharashtra, India

HDFC Bank Limited
HDFC Bank House
Senapati Bapat Marg, Lower Parel
Mumbai 400 013
Maharashtra, India

Tel.: +91 22 2686 5431/ 32/33/36/7474
Fax: +91 22 2685 5435
E-mail: goregaoneast.branchhead@axisbank.com
Website: www.axisbank.com
Contact Person: Anil D Pareira

Tel: +91 22 3395 8190
Fax: Nil
E-mail: tushar.tambe@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Tushar Tambe

YES Bank Limited
Nehru Centre, 9th Floor
Discover of India, Dr. A.B.Road
Worli, Mumbai 400 018
Maharashtra, India
Tel: +91 22 3347 9608
Fax: +91 22 2421 4513
E-mail: reena.damani@yesbank.in
Website: www.yesbank.in
Contact Person: Reena Damani

Syndicate Members

[●]

Banker(s) to the Offer/ Escrow Collection Bank(s)/ Refund Bank(s)

[●]

Designated Intermediaries

Self Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or such other websites as updated from time to time. For details of the Designated Branches which shall collect ASBA Forms from the Bidders and Designated Intermediaries, please refer to the above-mentioned link.

Registered Brokers

Bidders can submit ASBA Forms in the Offer using the stock broker network of the Stock Exchanges, *i.e.* through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number, and e-mail address, is provided on the websites of BSE and NSE at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3 and http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, or such other websites as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number, and e-mail address, are provided on the websites of BSE and NSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, or such other websites as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of BSE and NSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, or such other websites as updated from time to time.

Expert

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

Our Company has received written consent from the Joint Statutory Auditors, namely, Price Waterhouse Chartered Accountants LLP, Chartered Accountants and Pathak H.D. & Associates, Chartered Accountants to include their names as experts under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus in relation to the reports of the Joint Statutory Auditors dated October 6, 2017, on the Restated Financial Information of our Company, included in this Draft Red Herring Prospectus and such consent has not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus. A written consent under the provisions of the Companies Act, 2013 is different from a consent filed with the U.S. Securities and Exchange Commission under Section 7 of the Securities Act which is applicable only to transactions involving securities registered under the Securities Act. As the Equity Shares are proposed to be offered as a part of an initial public offering in India and the Equity Shares have not been and will not be registered under the Securities Act, the Joint Statutory Auditors have not given consent under Section 7 of the Securities Act. In this regard, the Joint Statutory Auditors have given consent to be referred to as experts in this Draft Red Herring Prospectus in accordance with the requirements of the Companies Act, 2013. The term experts as used in this Draft Red Herring Prospectus is different from those defined under the Securities Act which is applicable only to transactions involving securities registered under the Securities Act. The reference to the Joint Statutory Auditors as experts in this Draft Red Herring Prospectus is not made in the context of the Securities Act but solely in the context of this initial public offering in India.

Our Company has received consent of Pathak H.D. & Associates, Chartered Accountants in relation to their report on statement of possible tax benefits dated October 6, 2017 available for our Company and its shareholders.

Such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus.

Credit Rating

As this is an offer of Equity Shares, there is no credit rating for the Offer.

Grading of the Offer

No credit agency registered with SEBI has been appointed in respect of obtaining grading for the Offer.

Trustees

As this is an offer of Equity Shares, there are no trustees appointed for the Offer.

Monitoring Agency

In accordance with the proviso to Regulation 16(1) of the SEBI ICDR Regulations, no monitoring agency will be appointed for the Offer.

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency. Accordingly, no appraising entity is appointed for the Offer.

Book Building Process

"Book building" refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band and minimum Bid Lot will be decided by our Company and the Selling Shareholder in consultation with the GCBRLMs and BRLMs, and advertised in all editions of the English national daily newspaper [●], all editions of the Hindi national daily newspaper [●], and [●] edition of the Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra wherein our Registered Office is located), each with wide circulation, respectively, at least five Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their website. The Offer Price shall be determined by our Company and the Selling Shareholder in consultation with the GCBRLMs and BRLMs, after the Bid/ Offer Closing Date. The principal parties involved in the Book Building Process are:

(1) our Company;
(2) the Selling Shareholder;
(3) the GCBRLMs and BRLMs;
(4) the Syndicate Members;
(5) the Registrar to the Offer;
(6) the Escrow Collection Banks;
(7) the SCSBs;
(8) the CDPs;
(9) the RTAs; and
(10) the Registered Brokers.

All Bidders, other than Anchor Investors, shall participate in the Offer mandatorily through the ASBA process by providing the details of their respective bank accounts in which the corresponding Bid Amount will be blocked by the SCSBs. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs Bidding in the Net QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bid(s) (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Investors and Reliance Capital Shareholders Bidding in the Reliance Capital Shareholders' Reservation Portion (subject to the Bid Amount being upto ₹ 200,000) can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Further, allocation to QIBs in the Net QIB Portion will be on a proportionate basis.

For further details, see "*Offer Structure*" and "*Offer Procedure*" on pages 425 and 430 respectively.

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Offer. The Selling Shareholder have specifically confirmed that they will comply with the SEBI ICDR Regulations and any other directions issued by SEBI, as applicable to the Selling Shareholder, in relation to the Offered Shares. In this regard, our Company and the Selling Shareholder have appointed the GCBRLMs and BRLMs to manage this Offer and procure Bids for this Offer.

The Book Building Process is in accordance with guidelines, rules, regulations prescribed by SEBI. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid.

Bidders should note the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final approval of the RoC after the Prospectus is registered with the RoC.

Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid. For further details, see "*Offer Procedure*" on page 430.

- Ensure that you have an active demat account and the demat account details are correctly mentioned in the Bid cum Application Form;

- Ensure that the Bid cum Application Form is duly completed as per the instructions given in this Draft Red Herring Prospectus, the Red Herring Prospectus and in the respective form;

- Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the State of Sikkim, who, in terms of the SEBI circular dated July 20, 2006, are exempted from specifying their PAN for transacting in the securities market, and (iii) any other category of Bidders, including without limitation, multilateral/ bilateral institutions, which are exempted from specifying, may be exempted from specifying their PAN for transacting in the securities market, for Bids of all values, ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. In accordance with the SEBI ICDR Regulations, the PAN would be the sole identification number for participants transacting in the securities market, irrespective of the amount of transaction (see "*Offer Procedure*" on page 430). The exemption for the Central or State Government and the officials appointed by the courts and for investors residing in the State of Sikkim is subject to the Depository Participants' verifying the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims;

- Ensure the correctness of your PAN, DP ID and Client ID and beneficiary account number given in the Bid cum Application Form. Based on these parameters, the Registrar to the Offer will obtain details of the Bidders from the Depositories including the Bidder's name, bank account number etc., and the Stock Exchanges will validate the electronic Bid details with the Depositories records for PAN, DP ID and Client ID;

- Ensure correctness of your demographic details such as the address, the bank account details for printing on refund orders and occupation given in the Bid cum Application Form, with the details recorded with your Depository Participant;

- Bids by ASBA Bidders will have to be submitted to the Designated Intermediaries in physical form. It may also be submitted in electronic form to the Designated Branches of the SCSBs only. ASBA Bidders should ensure that the ASBA Accounts have adequate credit balance at the time of submission of the ASBA Forms to the Designated Intermediaries to ensure that the ASBA Form submitted by the ASBA Bidders is not rejected.

- Bids by all Bidders (except Anchor Investors) shall be submitted only through the ASBA process.

For further details, see "*Offer Procedure*" on page 430.

Illustration of Book Building Process and the Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see "*Offer Procedure – Part B – Basis of Allocation*" on page 468.

Underwriting Agreement

After the determination of the Offer Price, but prior to the registration of the Prospectus with the RoC, the Selling Shareholder and our Company intend to enter into the Underwriting Agreement with the Underwriters for the Equity Shares. It is proposed that pursuant to the terms of the Underwriting Agreement, each of the GCBRLMs and BRLMs shall be severally responsible for bringing in the amount devolved in the event the respective Syndicate Member do not fulfill their underwriting obligations. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be completed before the registration of the Prospectus with the RoC.)

Name, address, Tel. number, fax number and email address of the Underwriters	Indicative Number of Equity Shares to be underwritten	Amount underwritten (₹ million)
[●]	[●]	[●]
[●]	[●]	[●]

Name, address, Tel. number, fax number and email address of the Underwriters	Indicative Number of Equity Shares to be underwritten	Amount underwritten (₹ million)
Total	[●]	[●]

The above-mentioned amount is indicative and will be finalised after determination of the Offer Price and finalisation of the Basis of Allotment and subject to the provisions of the SEBI ICDR Regulations.

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

Allocation among the Underwriters may not necessarily be in the proportion of their underwriting commitments set forth in the table above. Notwithstanding the above table, each of the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to Bidders procured by them, in accordance with the Underwriting Agreement.

In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscribers for or subscribe to the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

The Underwriting Agreement has not been entered into as on the date of this Draft Red Herring Prospectus. The Underwriting Agreement shall be entered into on or after the Pricing Date but prior to filing of the Prospectus with the RoC.

CAPITAL STRUCTURE

The share capital of our Company is set forth below.

(In ₹, except share data)

Sr. No.	Particulars	Aggregate nominal value	Aggregate value at offer price
(A)	**AUTHORISED SHARE CAPITAL**		
	300,000,000 Equity Shares	3,000,000,000	-
(B)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	251,549,920 Equity Shares	2,515,499,200	-
(C)	**PRESENT OFFER**^		
	Offer of up to 67,079,979 Equity Shares(a)	670,799,790	[●]
	Comprising:		
	Fresh Issue of up to 16,769,995 Equity Shares	167,699,950	[●]
	Offer for Sale of up to 50,309,984 Equity Shares by the Selling Shareholder(b)	503,099,840	[●]
	Of which:		
	Reliance Capital Shareholders' Reservation Portion of up to 6,707,997 Equity Shares^^	67,079,970	[●]
	Net Offer of up to [●] Equity Shares	603,719,820	[●]
(D)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**+		
	268,319,915 Equity Shares	2,683,199,150	-
(E)	**SHARE PREMIUM ACCOUNT**		
	Before the Offer		7,667,050,206.93
	After the Offer*		[●]

\+ *Assuming full subscription in the Offer*

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

^ ^^ *10% of the size of the Offer will be available for reservation to the Reliance Capital Shareholders under the Reliance Capital Shareholders' Reservation Portion.*

(a) *Our Board and Shareholders, respectively pursuant to their resolutions dated September 8, 2017 and September 11, 2017 have authorised the Offer.*

(b) *The Offer for Sale of up to 50,309,984 Equity Shares has been authorised by Reliance Capital pursuant to a resolution of its board of directors dated October 9, 2017 and its consent letter dated October 9, 2017.*

The Selling Shareholder confirms that the Offered Shares are eligible to be offered for sale in accordance with the SEBI ICDR Regulations and have been held for a period of at least one year prior to the date of this Draft Red Herring Prospectus or have resulted from a bonus issue on Equity Shares held for a period of at least one year prior to the date of this Draft Red Herring Prospectus through capitalisation of general reserves and share premium of our Company existing at the end of the previous Fiscal Year preceding the date of this Draft Red Herring Prospectus.

Changes in our Authorised Share Capital

For details in relation to the changes in the authorised share capital of our Company, see "*History and Certain Corporate Matters - Amendments to our Memorandum of Association*" on page 179.

Notes to Capital Structure

1. Share Capital History

A. History of equity share capital of our Company

The following table sets forth the history of the equity share capital of our Company:

Date of allotment	Number of Equity Shares	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Reason/ Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up equity share capital (₹)
August 17, 2000	700	10	10	Cash	Subscription to the MoA(1)	700	7,000
October 16, 2000	102,000,000	10	10	Cash	Further issue (2)	102,000,700	1,020,007,000
March 30, 2007	1,071,427	10	980	Cash	Rights issue(3)	103,072,127	1,030,721,270
March 31, 2008	4,081,632	10	980	Cash	Rights issue(4)	107,153,759	1,071,537,590
November 13, 2008	4,294,672	10	70	Cash	Preferential allotment (5)	111,448,431	1,114,484,310
March 30, 2009	1,632,653	10	980	Cash	Rights issue(6)	113,081,084	1,130,810,840
March 30, 2010	2,142,857	10	980	Cash	Rights issue(7)	115,223,941	1,152,239,410
December 31, 2010	1,448,979	10	980	Cash	Rights issue(8)	116,672,920	1,166,729,200
September 30, 2011	1,377,551	10	980	Cash	Rights issue(9)	118,050,471	1,180,504,710
March 31, 2012	3,142,857	10	980	Cash	Rights issue(10)	121,193,328	1,211,933,280
September 30, 2012	1,581,632	10	980	Cash	Rights issue(11)	122,774,960	1,227,749,600
July 18, 2016	3,000,000	10	300	Cash	Rights issue(12)	125,774,960	1,257,749,600
August 10, 2017	125,774,960	10	-	Bonus	Allotment pursuant to bonus issuance of one Equity Share for every one Equity Share held on the record date, i.e., August 10, 2017 carried through capitalisation of ₹1,257,749,600 standing to the credit of the securities premium account of our Company.	251,549,920	2,515,499,200

Date of allotment	Number of Equity Shares	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Reason/ Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up equity share capital (₹)
					(13)		

(1) *100 Equity Shares each were allotted to Rohit C. Shah, Surendra Pipara, Kalpana Srinivasan, Mangal Kulkarni, Sandeep Tandon, Atul Dayal and Surinder Kumar Kanwar pursuant to subscription to the Memorandum of Association of our Company.*

(2) *102,000,000 Equity Shares were allotted to Reliance Industries Limited.*

(3) *1,071,427 Equity Shares were allotted to Reliance Capital.*

(4) *4,081,632 Equity Shares were allotted to Reliance Capital.*

(5) *4,294,672 Equity Shares were allotted to the Reliance General Insurance Employees Benefit Trust.*

(6) *1,632,653 Equity Shares were allotted to Reliance Capital.*

(7) *2,142,857 Equity Shares were allotted to Reliance Capital.*

(8) *1,448,979 Equity Shares were allotted to Reliance Capital.*

(9) *1,377,551 Equity Shares were allotted to Reliance Capital.*

(10) *3,142,857 Equity Shares were allotted to Reliance Capital.*

(11) *1,581,132 Equity Shares were allotted to Reliance Capital.*

(12) *3,000,000 Equity Shares were allotted to Reliance Capital.*

(13) *125,774,960 Equity Shares were jointly allotted to Reliance Capital, including six Equity Shares allotted jointly to Reliance Capital along with (i) Yogesh V. Deshpande, (ii) Madan Mohan Chaturvedi, (iii) Atul Kumar Tandon, (iv)Parul Jain, (v) K. Kannan Chettiar and (vi) Chetan Shantilal Raval.*

B. *Shares issued for consideration other than cash or through bonus*

Our Company has not issued Equity Shares for consideration other than cash. Details of Equity Shares issued through bonus are as follows:

Date of allotment	Number of Equity Shares	Face value (₹)	Issue price (₹)	Reasons for allotment	Allottees	Benefits accrued to our Company
August 10, 2017	125,774,960	10	-	Allotment pursuant to bonus issuance of one Equity Share for every one Equity Share held on the record date, i.e., August 10, 2017 carried through capitalisation of ₹1,257,749,600 standing to the credit of securities premium account of our Company.	125,774,960 Equity Shares were allotted to Reliance Capital, including six Equity Shares allotted jointly to Reliance Capital along with Yogesh Deshpande, Madan Mohan Chaturvedi, Atul Kumar Tandon, Parul Jain, Kannan Chettiar and Chetan Raval.	-

Our Company has not issued any bonus shares out of capitalisation of its revaluation reserves or unrealised profits.

2. Issue of Equity Shares in the last two years

Our Company has not issued any Equity Shares in the last two years preceding the date of this Draft Red Herring Prospectus except as disclosed in "- *Share Capital History - History of equity share capital of our Company"*.

3. History of build-up of Promoter's shareholding and lock-in of Promoter's shareholding (including Promoter's contribution)

a) Build-up of Promoter's shareholding in our Company

Set forth below is the build-up of the Equity Shares held by our Promoter since the incorporation of our Company:

Date of allotment/ transfer	**Nature of transaction**	**Number of Equity Shares**	**Nature of consideration**	**Face value per Equity Share (₹)**	**Issue/ acquisition/transfer price per Equity Share (₹)**	**% of the pre-Offer equity share capital**	**% of the post-Offer equity share capital**
January 15, 2002	Transfer of Equity Shares from Reliance Industries Limited*	76,500,525	Cash	10	10	30.41%	28.51%
July 17, 2006	Transfer of Equity Shares from Reliance Capital Ventures Limited	25,500,175	Other than cash	10	10	10.14%	9.50%
March 30, 2007	Rights issue	1,071,427	Cash	10	980	0.43%	0.40%
March 31, 2008	Rights issue	4,081,632	Cash	10	980	1.62%	1.52%
March 30, 2009	Rights issue	1,632,653	Cash	10	980	0.65%	0.61%
March 30, 2010	Rights issue	2,142,857	Cash	10	980	0.85%	0.80 %
December 31, 2010	Rights issue	1,448,979	Cash	10	980	0.58%	0.54%
September 30, 2011	Rights issue	1,377,551	Cash	10	980	0.55%	0.51 %
March 31, 2012	Rights issue	3,142,857	Cash	10	980	1.25%	1.17%
September 30, 2012	Rights issue	1,581,632	Cash	10	980	0.63%	0.59%
April 8, 2014	Transfer of Equity Shares from Reliance General Insurance Employee Benefit Trust	3,630,372	Cash	10	70	1.44%	1.35%
May 31, 2016	Transfer of Equity Shares from Reliance General Insurance Employee Benefit Trust	664,300	Cash	10	70	0.26%	0.25%
July 18, 2016	Rights issue	3,000,000	Cash	10	300	1.19%	1.12%

Date of allotment/ transfer	Nature of transaction	Number of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Issue/ acquisition/transfer price per Equity Share (₹)	% of the pre-Offer equity share capital	% of the post-Offer equity share capital
August 10, 2017	Bonus issue	125,774,960	-	10	-	50%	46.87%
Total		**251,549,920**				**100%**	**93.75%**

+ Includes 12 Equity Shares of which two Equity Shares each are held by Reliance Capital jointly with: (i) Yogesh V. Deshpande, (ii) Madan Mohan Chaturvedi, (iii) Atul Kumar Tandon, (iv)Parul Jain, (v) K. Kannan Chettiar and (vi) Chetan Shantilal Raval.

All the Equity Shares held by our Promoter were fully paid-up on the respective dates of acquisition of such Equity Shares.

None of the Equity Shares held by our Promoter are pledged.

b) Shareholding of our Promoter, the members of our Promoter Group, and the directors of our Promoter

Except our Promoter, none of the members of the Promoter Group holds any Equity Shares, details of which are as set forth below:

Sr. No.	Name of shareholder	Pre-Offer		Post-Offer	
		No. of Equity Shares	Percentage of pre-Offer capital	No. of Equity Shares	Percentage of post-Offer capital+
Promoter					
1.	Reliance Capital Limited	251,549,920*	100%	201,239,936	75%

** Includes 12 Equity Shares held jointly by Reliance Capital Limited along with: (i) Yogesh V. Deshpande, (ii) Madan Mohan Chaturvedi, (iii) Atul Kumar Tandon, (iv)Parul Jain, (v) K. Kannan Chettiar and (vi) Chetan Shantilal Raval.*
+ Assuming full subscription in the Offer

As on the date of this Draft Red Herring Prospectus, none of the directors of our Promoter hold any Equity Shares.

All Equity Shares held by our Promoter are in dematerialised form.

c) Details of Promoter's contribution locked in for three years

Pursuant to Regulations 32 and 36 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoter shall be considered as minimum promoter's contribution and locked-in for a period of three years from the date of Allotment ("**Promoter's Contribution**"). As on the date of this Draft Red Herring Prospectus, our Promoter holds 251,549,920 Equity Shares, constituting 100% of our Company's issued, subscribed and paid-up equity share capital, all of which are eligible for Promoter's Contribution.

Reliance Capital has pursuant to its letter dated October 9, 2017, given consent to include such number of Equity Shares held by it as may constitute 20% of the fully diluted post-Offer equity share capital of our Company (assuming exercise of all vested employee stock options, if any) as Promoter's Contribution and has agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner the Promoter's Contribution from the date of this Draft Red Herring Prospectus, until the commencement of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations. Details of Promoter's Contribution are as provided below:

Name of the Promoter	No. of Equity Shares* locked-in	Date of transaction#	Face value per Equity Share (₹)	Allotment/ Acquisition price per Equity Share (₹)	Nature of transaction	% of the pre-Offer paid-up capital	% of the fully diluted post-Offer paid-up Capital
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]	[●]	[●]	[●]	[●]	[●]	[●]

Equity Shares were fully paid-up on the date of allotment/acquisition.

Our Promoter has confirmed to our Company, and the GCBRLMs and BRLMs that the Equity Shares held by it that will be deployed towards Promoter's Contribution was allotted to it pursuant to internal accruals, as applicable and no loans or financial assistance from any bank or financial institution were availed for acquisition of such Equity Shares.

The Promoter's Contribution has been brought in to the extent of not less than the specified minimum lot, as required under the SEBI ICDR Regulations.

The Equity Shares that are being locked-in for computation of Promoter's Contribution are not, and will not be, ineligible under Regulation 33 of the SEBI ICDR Regulations. In particular, these Equity Shares do not, and shall not, consist of:

(i) Equity Shares acquired during the three years preceding the date of this Draft Red Herring Prospectus (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets, or (b) bonus shares issued out of revaluations reserves or unrealised profits or against Equity Shares which are otherwise ineligible for computation of Promoter's Contribution;
(ii) Equity Shares acquired during the one year preceding the date of this Draft Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;
(iii) Equity Shares issued to the Promoter in the last one year preceding the date of this Draft Red Herring Prospectus upon conversion of a partnership firm; and
(iv) Equity Shares held by the Promoter that are subject to any pledge or any other form of encumbrance.

4. ***Sales or purchases of Equity Shares or other specified securities of our Company by our Promoter, the other members of our Promoter Group, directors of our Promoter, or our Directors or their immediate relatives during the six months immediately preceding the date of this Draft Red Herring Prospectus.***

None of our Promoter, other members of our Promoter Group, directors of our Promoter, our Directors or their immediate relatives have sold or purchased any Equity Shares or other specified securities of our Company during the six months immediately preceding the date of this Draft Red Herring Prospectus.

5. **Details of share capital locked-in for one year**

In terms of the SEBI ICDR Regulations, except for:

(i) the Promoter's Contribution which shall be locked in as above;
(ii) the Equity Shares held by persons, if any, who are employees of our Company as on the date of Allotment pursuant to allotment under RGICL ESOP 2017; and
(iii) the Equity Shares sold or transferred by each of the Selling Shareholder pursuant to the Offer for Sale,

the entire pre-Offer equity share capital of our Company (including those Equity Shares held by our Promoter in excess of Promoter's Contribution), shall be locked in for a period of one year from the date of

Allotment. Any unsubscribed portion of the Equity Shares being offered by the Selling Shareholder in the Offer for Sale would also be locked-in as required under the SEBI ICDR Regulations.

In terms of Regulation 40 of the SEBI ICDR Regulations, Equity Shares held by our Promoter may be transferred to members of the Promoter Group or a new promoter or persons in control of our Company, subject to continuation of lock-in in the hands of the transferee for the remaining period and compliance with provisions of the Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired. The Equity Shares held by persons other than the Promoter prior to the Offer, may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock in the hands of the transferee, compliance with the provisions of the Takeover Regulations and the IRDAI Transfer Regulations. In addition, post listing, such persons shall also be required to comply with the provisions of the Listed Indian Insurance Companies Guidelines, including the declaration on 'fit and proper' status of such persons and approval of the IRDAI, as may be applicable.

The Equity Shares held by our Promoter which are locked-in as per Regulation 36 of the SEBI ICDR Regulations for a period of one year from the date of Allotment may be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or public financial institutions, provided that: (i) such pledge of the Equity Shares is one of the terms of the sanction of the loan and (ii) if the Equity Shares are locked-in as Promoter's Contribution, then in addition to the requirement in (i) above, such Equity Shares may be pledged only if the loan has been granted by the scheduled commercial bank or public financial institution for the purpose of financing one or more of the objects of the Offer.

Lock-in of Equity Shares Allotted to Anchor Investors

Any Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

6. *Our shareholding pattern*

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

Category (I)	Category of Shareholder (II)	Number of Shareholders (III)	No. of fully paid up Equity Shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying depository receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of shares underlying outstanding convertible securities (including warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialised form (XIV)
								No of Voting Rights										
								Class	Class	Total	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Equity	NA									
(A)	**Promoter and Promoter Group**	7	251,549,920*	-	-	251,549,920*	100.00	251,549,920*	-	251,549,920*	100.00	-	100.00	-	-	-	-	251,549,920*
(B)	**Public**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	**Non Promoter-Non Public**																	
(C) (1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C) (2)	Shares held by Employee Trusts	-	-	-		-	-	-	-	-	-	-	-	-	-	-	-	-
	Total (A) + (B) + (C)	7	251,549,920	-	-	251,549,920	100.00	251,549,920	-	251,549,920	100.00	-	100.00	-	-	-	-	251,549,920

* *Includes 12 Equity Shares held jointly by Reliance Capital Limited along with: (i) Yogesh V. Deshpande, (ii) Madan Mohan Chaturvedi, (iii) Atul Kumar Tandon, (iv)Parul Jain, (v) K. Kannan Chettiar and (vi) Chetan Shantilal Raval.*

7. Shareholding of our Directors and Key Managerial Personnel in our Company

None of our Directors and Key Managerial Personnel hold Equity Shares as on the date of this Draft Red Herring Prospectus.

8. As on the date of this Draft Red Herring Prospectus, our Company has seven shareholders of Equity Shares.

9. Top 10 Shareholders

(a) As on the date of this Draft Red Herring Prospectus:

Our top 10 Shareholders and the number of Equity Shares held by them as on the date of this Draft Red Herring Prospectus and as on 10 days prior to the date of this Draft Red Herring Prospectus are as follows:

Sr. No.	Shareholder	Number of Equity Shares held	Percentage of pre-Offer share capital
1.	Reliance Capital Limited	251,549,920*	100 %

* *Includes 12 Equity Shares held jointly by Reliance Capital Limited along with: (i) Yogesh V. Deshpande, (ii) Madan Mohan Chaturvedi, (iii) Atul Kumar Tandon, (iv)Parul Jain, (v) K. Kannan Chettiar and (vi) Chetan Shantilal Raval.*

(b) As on two years prior to filing of this Draft Red Herring Prospectus:

Our top 10 Shareholders and the number of Equity Shares held by them, as on two years prior to filing of this Draft Red Herring Prospectus are as follows:

Sr. No.	Shareholder	Number of Equity Shares held	Percentage of Pre-Offer share capital to the Equity Shares held
1.	Reliance Capital Limited	122,110,660#	99.54%
2.	Reliance General Insurance Employees Benefit Trust	664,300	0.46%
	Total	122,774,960	100%

Includes six Equity Shares, of which one Equity Share each was held jointly by Reliance Capital Limited along with: (i) Yogesh V. Deshpande, (ii) Madan Mohan Chaturvedi, (iii) Atul Kumar Tandon, (iv) Parul Jain and (v) K. Kannan Chettiar.

For details relating to the cost of acquisition of Equity Shares by our Promoter, see "*Risk Factors – Prominent Notes*" on page 53.

10. *Employee Stock Option Scheme*

Pursuant to resolutions dated July 31, 2017 and August 4, 2017, our Board and shareholders, respectively, approved the Reliance General Insurance Company Limited Employee Stock Option Scheme ("**RGICL ESOP 2017**"), to provide for the grant of options to employees of our Company who meet the eligibility criteria under RGICL ESOP 2017.

The objectives of RGICL ESOP 2017 include, *inter alia*, reward the key employees for their association, dedication and contribution to the goals of our Company.

RGICL ESOP 2017 envisages grant of an aggregate of 6,288,748 options (taking into account the effect of bonus issuance dated September 12, 2017) of with each option upon exercise, grants its holder the right to be allotted one Equity Share, upon payment of the exercise. The quantum of options that can be granted under the RGICL ESOP 2017 and the issue of Equity Shares upon its exercise are subject to corresponding fair and reasonable adjustment in the event of corporate actions by our Company including capitalisation of profits or reserves.

RGICL ESOP 2017 is in compliance with the SEBI ESOP Regulations and the Companies Act, 2013, and is accounted for in accordance with guidance notes issued by ICAI and the relevant accounting standards, as per the certificate dated October 9, 2017, from Uttam Abuwala & Co., Chartered Accountants. Further details in relation to RGICL ESOP 2017 are as follows

Particulars	Details
Options granted	20,51,884 options
Pricing formula	Each option was granted at such exercise price which was equal to ₹ 179 per Equity Share
Exercise price of options (in ₹)	179 per option
Vesting period	The vesting period specified under RGICL ESOP 2017 is 4 Years
Options vested (excluding the options that have been exercised)	Nil
Options exercised	Nil
The total number of Equity Shares arising as a result of exercise of options	Nil
Options lapsed/ forfeited/ cancelled	As on October 9, 2017, NIL options were lapsed/ forfeited/ cancelled.
Variation of terms of options	Nil
Money realised by exercise of options (in ₹)	Nil
Total number of options in force as on October 9, 2017	20,51,884 unvested options
Employee-wise detail of options granted to:	
(i) Senior managerial personnel i.e., Directors and Key Managerial Personnel	Details as included in *“**Note 1**”*.
(ii) Any other employee who received a grant in any one year of options amounting to five per cent or more of the options granted during that year	**Rakesh Jain (Executive Director and CEO)** No. of granted Options: 8,94,400 in Fiscal Year ending 2018
(iii) Identified employees who were granted options during any one year equal to exceeding one per cent of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	Nil
Fully diluted EPS on pre-Offer, basis pursuant to exercise of options calculated in accordance with the relevant accounting standard (in ₹)	N.A. as these options were issued after the date of the last audited financial statements.
Impact on profit and on EPS of the last three years if the accounting policies as specified in the Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 had been followed in respect of options granted in the last three Fiscal Years.	N.A. as these options were issued after the date of the last audited financial statements. Further, Accounting policies as specified in the Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 shall be followed in respect of options granted under ESOP 2017
Where our Company has calculated the employee compensation cost using the intrinsic value of stock options, difference, if any, between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost calculated on the basis of fair value of stock options and the impact of this difference on profits and EPS of our Company	N.A. as these options were issued using fair value of the stock
Weighted average exercise price and the weighted average fair value of options whose exercise price either equals or exceeds or is less than the market price of the stock	N.A.
Description of the method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in market at the time of grant of the option.	To ascertain the reasonableness of the valuation of options , various quantitative factors of our company were considered with assumptions of expected dividend yield, annual volatility, risk free interest rate and expected life
Intention of the holders of Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Offer	NIL. Since the vesting will be done after 1 year.
Intention to sell Equity Shares arising out of the RGICL ESOP 2017 within three months after the listing of Equity Shares by directors, senior managerial personnel and employees having Equity Shares arising	N.A.

Particulars	Details
out of RGICL ESOP 2017 amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)	

Note :

Details regarding options granted to the senior managerial personnel, i.e. Directors and Key Managerial Personnel under the RGICL ESOP 2017 is set forth below:

Sr. no	Name of director/key managerial personnel	Designation	Total number of granted option	Total number of vested options	Total number of unvested option	Total number of lapsed/forfeited/cancelled options	Total number of options exercised	Total number of vested outstanding Options
1	Rakesh Jain	Executive Director and CEO	8,94,400	Nil	8,94,400	Nil	Nil	Nil
2	Anand Singhi	Chief Distribution Officer	68,208	Nil	68,208	Nil	Nil	Nil
3	Hemant Kumar Jain	Chief Financial Officer	50,940	Nil	50,940	Nil	Nil	Nil
4	Ramkumar K	Chief Investments Officer	48,118	Nil	48,118	Nil	Nil	Nil
5	Randhir Singh	Head - Legal Claims	28,376	Nil	28,376	Nil	Nil	Nil
6	Sudip Banerjee	Chief Operating Officer	28,144	Nil	28,144	Nil	Nil	Nil
7	Amitabh Gupta	Chief Underwriting Officer	23,934	Nil	23,934	Nil	Nil	Nil
8	Anil Satyavarpu	Chief Human Resources Officer	20,494	Nil	20,494	Nil	Nil	Nil
9	A V Karthikeyan	Appointed Actuary	18,994	Nil	18,994	Nil	Nil	Nil
10	Mohan B Khandekar	Company Secretary & Chief Compliance Officer	14,814	Nil	14,814	Nil	Nil	Nil
11	Hrishikesh Brid	Segment Head - Business Excellence	5,078	Nil	5,078	Nil	Nil	Nil

11. The details of Equity Shares issued by our Company in the last one year preceding the date of filing of this Draft Red Herring Prospectus which may have been issued at a price lower than the Offer Price are as follows:

Sr. No.	Name of allottees	Whether allottee belongs to Promoter Group	Date of allotment	Number of equity shares	Face value (₹)	Issue price per Equity Share	Reason for allotment
1.	Reliance Capital Limited	Yes	August 10, 2017	125,774,960*	10	-	Allotment pursuant to bonus issuance of one Equity Share for every one Equity Share held on the record date, i.e., August 10, 2017 carried through capitalisation of ₹1,257,749,600 standing to the credit of securities premium account of our Company.

* *Including 6 Equity Shares allotted to Reliance Capital jointly along with Yogesh Deshpande, Madan Mohan Chaturvedi, Atul Kumar Tandon, Parul Jain, Kannan Chettiar, Chetan Raval.*

12. Our Company, our Directors, the GCBRLMs and BRLMs have not entered into any buy-back and/or standby arrangements for the purchase of Equity Shares or other specified securities of our Company.

13. Neither the GCBRLMs and BRLMs and nor their respective associates hold any Equity Shares as on the date of filing of this Draft Red Herring Prospectus. The GCBRLMs and BRLMs and their affiliates may engage in transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company, for which they may in the future receive customary compensation.

14. No person connected with the Offer, including, but not limited to the GCBRLMs and BRLMs, the Syndicate Members, our Company, the Selling Shareholder, our Directors, our Promoter or the members of the Promoter Group, shall offer in any manner whatsoever any incentive, whether direct or indirect, in cash, in kind or in services or otherwise to any Bidder for making a Bid.

15. Our Company has not issued any Equity Shares out of its revaluation reserves.

16. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing this Draft Red Herring Prospectus.

17. Except for the outstanding options granted pursuant to the RGICL ESOP 2017, there are no outstanding convertible securities or any other right which would entitle any person any option to receive Equity Shares as on the date of this Draft Red Herring Prospectus. For further details on the outstanding options granted pursuant to RGICL ESOP 2017, please see " - *Employee Stock Option Scheme*" on page 91.

18. Our Company has not allotted any Equity Shares under Sections 391 to 394 of the Companies Act, 1956, or under Sections 230 to 233 of the Companies Act, 2013.

19. Except for the Equity Shares to be allotted pursuant to (i) the Fresh Issue; and (ii) exercise of outstanding options granted pursuant to the RGICL ESOP 2017, our Company presently does not intend or propose or is under negotiation or consideration to alter the capital structure for a period of six months from the Bid/ Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares whether on a preferential basis or issue of bonus or rights or further public issue of Equity Shares or qualified institutions placement. However, if our Company enters into acquisitions, joint ventures or other arrangements, our Company may, subject to receipt of necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as consideration for acquisitions or participations in such joint ventures.

20. Except for the allotment of Equity Shares pursuant to the (i) Fresh Issue, and (ii) exercise of outstanding options granted pursuant to the RGICL ESOP 2017 (if any), there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of the Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application moneys have been refunded to the Anchor Investors, or the application moneys are unblocked in the ASBA Accounts on account of non-listing, under-subscription etc, as the case may be.

21. None of the Equity Shares held by the members of our Promoter Group are pledged or otherwise encumbered.

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

23. Except to the extent of Equity Shares offered by Reliance Capital Limited in the Offer for Sale, our Promoter and members of our Promoter Group will not submit Bids, or otherwise participate in this Offer.

24. The Offer is being made in terms of Rule 19(2)(b)(iii) of the SCRR, wherein at least 10% of the post-Offer paid-up equity share capital of our Company will be offered to the public. The Offer is being made through the Book Building Process in accordance with Regulation 26(1) of the SEBI ICDR Regulations, wherein 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company and the Selling Shareholder in consultation with the GCBRLMs and BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price, on a discretionary basis, out of which at least one-third will be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor

Allocation Price. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. The number of Equity Shares representing 5% of the Net QIB Portion (other than Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. For details, see "*Offer Procedure*" on page 430.

25. Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion, Retail Portion and Reliance Capital Shareholders' Reservation Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company and the Selling Shareholder in consultation with the GCBRLMs and BRLMs and the Designated Stock Exchange. Such inter-se spill-over, if any, would be undertaken in accordance with applicable laws, rules, regulations and guidelines. Under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from any category or combination thereof. In case of under-subscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Reliance Capital Shareholders' Reservation Portion.

26. The Equity Shares issued pursuant to this Offer shall be fully paid-up at the time of Allotment, failing which no Allotment shall be made.

27. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

28. Neither the GCBRLMs and BRLMs nor any person related to our Promoter, or other members of the Promoter Group, or GCBRLMs and BRLMs shall apply under Anchor Investor category.

29. Our Company shall ensure that transactions in the Equity Shares by the Promoter and the Promoter Group, if any, during the period between the date of registering the Red Herring Prospectus with the RoC and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of the transactions.

30. Oversubscription to the extent of 10% of the Offer to the public can be retained for the purposes of rounding off to the nearer multiple of minimum Allotment lot.

OBJECTS OF THE OFFER

The Offer comprises of the Fresh Offer and the Offer for Sale. The proceeds from the Offer for Sale (net of Offer related expenses to be borne by the Selling Shareholders) shall be received by the Selling Shareholders and our Company shall not receive any proceeds from the Offer for Sale.

Objects of the Fresh Issue

The objects of the Fresh Issue are to augment the solvency margin and consequently increase the solvency ratio of our Company, to meet our Company's future capital requirements which are expected to arise out of growth in our business. In addition, we believe that the listing of our Equity Shares will enhance our visibility and brand name among existing and potential customers.

Utilisation of the proceeds of the Fresh Issue

The details of the proceeds of the Fresh Issue are summarised below:

Particulars	Estimated Amount (₹ million)
Gross proceeds from the Fresh Issue+	[●]
Less Offer related expenses to be borne by our Company *	[●]
Net proceeds of the Fresh Issue after deducting the Offer related expenses to be borne by our Company ("**Net Proceeds**") +	[●]

+ *Will be incorporated after finalization of the Offer Price.*

* *Will be incorporated after finalization of the Offer Price. The Offer-related expenses shall be shared between our Company and the Selling Shareholder in proportion of the size of the Fresh Issue and the Offer for Sale respectively. All Offer-related expenses shall initially be borne by the Selling Shareholder. Upon successful completion of the Offer, our Company shall reimburse the Selling Shareholder its proportionate share of the Offer-related expenses.*

The main objects and objects incidental and ancillary to the main objects set out in the Memorandum of Association enable our Company to undertake its existing activities and the activities for which funds are being raised through the Fresh Issue.

Schedule of Implementation and Deployment of Funds

Our Company currently proposes to deploy the Net Proceeds in the aforesaid objects in the current fiscal year.

Appraisal of the Objects

The objects of the Fresh Issue have not been appraised by any bank, financial institution or agency and we have not raised any bridge loans against the Net Proceeds.

Means of Finance

The entire requirements of the objects detailed above are intended to be funded from the Net Proceeds. Accordingly, we confirm that there is no need for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Offer.

Offer related expenses

The total expenses of the Offer are estimated to be approximately ₹ [●] million. The Offer expenses shall be shared between our Company and the Selling Shareholder, in the proportion to the number of Equity Shares offered by our Company and the Selling Shareholders in the Fresh Issue and the Offer for Sale, respectively. The break-down for the Offer expenses is as follows:

Sr. No.	Activity Expense	Amount* (₹ in million)	Percentage of Total Estimated Offer Expenses*	Percentage of Offer Size*
1.	Fees of the GCBRLMs and BRLMs, underwriting commission, brokerage and selling commission**	[●]	[●]	[●]

Sr. No.	Activity Expense	Amount* (₹ in million)	Percentage of Total Estimated Offer Expenses*	Percentage of Offer Size*
2.	Commission/processing fee to the SCSBs for processing Bid cum Application Forms procured by Syndicate/Sub Syndicate or procured by Non Syndicate Registered Brokers and submitted to SCSBs	[●]	[●]	[●]
3.	Brokerage and selling commission for Non Syndicate Registered Brokers			
4.	Advertising and marketing expenses, printing and stationery, distribution, postage etc.	[●]	[●]	[●]
5.	Fees to the Registrar to the Offer	[●]	[●]	[●]
6.	Other advisors to the Offer (including lawyers, auditors, etc.)			
7.	Listing fees and other regulatory expenses	[●]	[●]	[●]
8.	Miscellaneous			
	Total Estimated Offer Expenses	[●]	[●]	[●]

* *To be completed after finalisation of the Offer Price*
** *To be completed at the time of filing the Red Herring Prospectus*

Monitoring of Utilisation of Funds

As we are an insurance company, in accordance with the proviso to Regulation 16 (1) of the SEBI ICDR Regulations, there is no requirement for appointment of a monitoring agency. Our Company is raising capital to improve its solvency ratio and not for any specified project(s). To the extent applicable, our Company will disclose the utilisation of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized.

Interim use of Net Proceeds

The Net Proceeds shall be retained in the Public Offer Account until receipt of the listing and trading approvals from the Stock Exchanges. Upon receipt of listing and trading approvals from the Stock Exchanges, the Net Proceeds would have been applied towards the stated objects and would be utilised by our Company for normal business purposes.

Other Confirmations

There are no material existing or anticipated transactions in relation to the utilization of the Net Proceeds with our Directors or our Key Management Personnel. Further, as the Net Proceeds will be utilized to our solvency ratio related requirements, no part of the Net Proceeds will be paid by our Company as consideration to the Directors or the Key Management Personnel, except in the ordinary course of business.

In accordance with Sections 13(8) and 27 of the Companies Act, 2013, a company shall not vary the objects of the Offer, unless authorised by its shareholders in a general meeting by way of a special resolution. Additionally, the notice in respect of such resolution issued to the shareholders shall contain details as prescribed under the Companies Act, 2013 and such details of the notice, clearly indicating the justification for such variation, shall also be published in one English and one vernacular newspaper in the city where the registered office of the company is situated, as per the Companies Act, 2013 and the rules framed there under. Pursuant to the Companies Act, 2013, the controlling shareholders of such company are required to provide an exit opportunity to the shareholders who do not agree to such proposal to vary the objects, in accordance with the articles of association, and as may otherwise be prescribed by SEBI.

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company and the Selling Shareholder, in consultation with the GCBRLMs and BRLMs on the basis of assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the following qualitative and quantitative factors. The face value of the Equity Shares is ₹10 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Investors should also refer to the sections "*Our Business*", "*Risk Factors*", "*Financial Statements*" and "*Management Discussion and Analysis"* on pages 138, 15, 220 and 344 respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe the following are our competitive strengths:

- Comprehensive Product Suite
- Extensive Multi-Channel Distribution Network
- Customer-centric Sustainable Business Model
- Strong Financial Position
- Strong IT Infrastructure
- Robust Enterprise Risk Management Framework
- Proficient Senior Management Team

For further details, please see "*Our Business*" and "*Risk Factors*" on pages 138 and 15, respectively.

Quantitative factors

Some of the information presented in this section relating to our Company is derived from the Restated Financial Information prepared in accordance with the Indian GAAP and restated as per the SEBI ICDR Regulations. Some of the quantitative factors, which form the basis for computing the Offer Price, are as follows:

1. ***Basic Earnings Per Share excluding exceptional items (Basic EPS) & Diluted Earnings Per Share excluding exceptional items (Diluted EPS)***

Financial Period	Basic EPS (₹)	Diluted EPS (₹)	Weightage
Financial Year ended March 31, 2017	5.12	5.12	3
Financial Year ended March 31, 2016	4.11	4.03	2
Financial Year ended March 31, 2015	4.30	4.23	1
Weighted Average	**4.65**	**4.61**	
Three-month period ended June 30, 2017*	1.76	1.76	

* *Not annualized. Refer to Note 38 of "Annexure VI - Restated Summary Statement of Earnings Per Share" of the Restated Financial Information for calculation of Basic EPS and Diluted EPS for the three-month period ended June 30, 2017.*

(1) *Basic EPS and Diluted EPS calculations are in accordance with Accounting Standard 20 (AS-20) 'Earnings per Share' notified by Companies (Accounting Standards) Rules, 2006, as amended.*

(2) *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. [(EPS x Weight) for each year] / [Total of weights]*

(3) *The above statement should be read with significant accounting policies and notes on Restated Financial Information as appearing in "Financial Statements" on page 220.*

2. ***Price Earning (P/E) Ratio in relation to the Price Band of ₹ [●] to ₹ [●] per Equity Share of ₹10 each***

Financial Period	P/E ratio at the lower end of the Price Band (no. of times)*	P/E ratio at the lower end of the Price Band (no. of times)*
Based on Basic EPS for the financial year ended March 31, 2017	[●]	[●]
Based on Diluted EPS for the financial year ended March 31, 2017	[●]	[●]

**will be populated in the Prospectus*

Industry P/E ratio

Financial Period	P/E (x)*
Highest	[●]
Lowest	[●]
Average	[●]

** The industry high and low has been considered from the industry peer set provided later in this chapter. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section.*

3. *Return on Net Worth (RoNW)**

As per the Restated Financial Information of our Company:

Financial Period	RoNW (%)	Weightage
Financial Year ended March 31, 2017	10.24%	3
Financial Year ended March 31, 2016	9.13%	2
Financial Year ended March 31, 2015	10.37%	1
Weighted Average	**9.89%**	
Three-month period ended June 30, 2017**	3.42%	

** Net Profit after tax, as restated / Net worth, as restated, at the end of the period/year*
*** Not annualized*

Notes:

(1) *Weighted average = Aggregate of year-wise weighted Net Worth divided by the aggregate of weights i.e. [(Net Worth **x** Weight) for each year] / [Total of weights]*

(2) *Return on Net Worth (%) = Net Profit after Taxation (as restated) divided by Net worth at the end of the year.*

(3) *Net worth has been computed as the aggregate of share capital and reserves and surplus (including securities premium, share option outstanding account, debenture redemption reserve and surplus/ (deficit) of our Company).*

4. *Minimum Return on Net Worth after Offer to maintain Pre-Offer EPS (excluding exceptional items) of ₹ [●] for Fiscal 2017**

Financial Period	At Floor Price	At Cap Price
To maintain pre-Offer basic EPS	[●]%	[●]%
To maintain pre-Offer basic EPS	[●]%	[●]%

**will be populated in the Prospectus*

5. *Net Asset Value per Equity Share of face value of ₹10 each**

(i) As of June 30, 2017, our net asset value per share was ₹51.50[1] as per our Restated Financial Information. As of March 31, 2017, our net asset value per Equity Share was ₹49.97 as per our Restated Financial Information.

(ii) After the Offer:

(a) At the Floor Price: ₹ [●]
(b) At the Cap Price: ₹ [●]

(iii) Offer Price: ₹ [●]

[*]*will be populated in the Prospectus.*

Notes:

(1) *Offer Price per Equity Share will be determined on conclusion of the Book Building Process.*

(2) *Net Asset Value Per Equity Share = net worth as per the restated financial information / number of equity shares outstanding as at the end of year/period*

(3) *Net worth has been computed by aggregating share capital and reserves and surplus as per the Restated Financial Information. There is no revaluation reserve or miscellaneous expenditure (to the extent not written off).*

6. Comparison of Accounting Ratios with Listed Industry Peers

Name of Company	Standalone/ Consolidated	Face Value (₹per share)	EPS (₹)		NAV[1] (₹per share)	P/E (x)	P/B (x)	RoNW (%)
			Basic	Diluted				
Reliance General Insurance Company Limited	Standalone*	10	5.12	5.12	51.50	[●]	[●]	10.24%
ICICI Lombard General Insurance Company Limited	Standalone	10	15.66	15.58	82.57	43.49	8.21	18.44%

** Our Company is currently not required to prepare consolidated financial statements*

Source: All the financial information for listed industry peer mentioned above is on a standalone basis and is sourced from the Annual Report of the Company for the year ended as on March 31, 2017. All the financial information for our Company mentioned above for the year ended March 31, 2017 is on a standalone basis.

Notes

1. *NAV is computed as the closing net worth (which includes equity capital and reserves) divided by the closing outstanding number of equity shares for the period*
2. *P/E Ratio has been computed based on the closing market price of equity shares as on September 29, 2017 on the BSE Limited, divided by the Diluted EPS*
3. *P/B Ratio has been computed based on the closing market price of equity shares as on September 29, 2017 on the BSE Limited, divided by the NAV*
4. *RONW is computed as net profit after tax (after extra-ordinary item) divided by net worth excluding revaluation reserve at the end of the year. Net worth represents the aggregate of the paid-up share capital and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account.*

[1] *The Net Asset Value should be read with significant accounting policies and notes on Restated Financial Information as appearing in Financial Statements*

STATEMENT OF TAX BENEFITS

October 6, 2017

The Board of Directors
Reliance General Insurance Company Limited
Reliance Centre, 4th Floor, South Wing,
Near Prabhat Colony, Santacruz (East)
Mumbai 400 055
Maharashtra, India

Dear Sirs,

Subject: Statement of possible Direct Tax Benefits available to Reliance General Insurance Company Limited (the "Company") and its shareholders prepared according to the requirements of Securities and Exchange Board of India (the "SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2009 for proposed Initial Public Offering by way of offer for sale by certain selling shareholders of equity shares of face value of 10 each ("Equity Shares" and such offer, the "Offer") of the Company.

1) With respect to proposed Offer, we hereby report that the enclosed Statement of possible tax benefits available to the company and its shareholders under the applicable tax laws in India (the "Statement") is in connection with (i) the possible special tax benefits available to the Company under the Income-tax Act, 1961, presently in force in India, and, (ii) to the shareholders of the Company under the Income tax Act, 1961, and presently in force in India.

2) Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant statutory provisions. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfill.

3) The benefits discussed in the enclosed Statement are not exhaustive. Further, the preparation of the Statement and its contents is the responsibility of management of the Company. We are informed that, this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer. Neither are we suggesting nor are we advising the investor to invest money based on this Statement.

4) We do not express any opinion or provide any assurance as to whether:

   a. the Company or its shareholders will continue to obtain these benefits in the future; or

   b. the conditions prescribed for availing of the benefits have been/would be met with.

5) The contents of the enclosed Statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

6) Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities / courts will concur with the views expressed herein. Our views are based on the existing provisions of the tax laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this Statement.

7) We hereby consent for the extracts of this certificate being used in the draft red herring prospectus, to be issued by the Company in relation to the Offer ("**Offer Documents**"). We hereby consent for

aforementioned details being included in the Draft Red Herring Prospectus. We also consent for the submission of this certificate as may be necessary, to any regulatory authority and /or for the records to be maintained by the Book Running Lead Managers in connection with the Offer and in accordance with applicable law.

8) This Certificate is addressed to and provided to the Board of Directors of the Company in connection with the filing of the Draft Red Herring Prospectus (DRHP) pursuant to the proposed Initial Public Offering of the equity shares of the Company with the Securities and Exchange Board of India (SEBI), Insurance Regulatory and Development Authority of India(IRDAI), and the concerned stock exchanges.

9) Our Report should not be used, referred to or distributed for any other purpose, except with our prior consent in writing.

For Pathak H.D. & Associates

Chartered Accountants
Firm Registration No. 107783W

Mukesh Mehta
Partner

Membership No. 043495

Place: Mumbai
Date: October 6, 2017

ANNEXURE TO THE STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

The information outlined below sets out the possible tax benefits available to the Company and its shareholders in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of equity shares, under the direct tax laws in force in India (*i.e.* applicable for the Financial Year 2017-18 relevant to the assessment year 2018-19). Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the possible tax benefits is dependent upon fulfilling such conditions, which based on business imperatives it faces in the future, it may or may not choose to fulfill.

UNDER THE INCOME TAX ACT, 1961 ("THE ACT")

A. BENEFITS TO THE COMPANY UNDER THE ACT:

Special tax benefits available to Company Taxability of General insurance companies

Taxability of General insurance company is governed by the provisions of Section 44 read with Rule 5 of the First Schedule of the Act. As per Section 44 of the Act, the normal computational provisions i.e. "Interest on securities", "Income from House property", "Capital gains" or "Income from other sources", or Sections 28 to 43B of "Profits or Gains from Business and Profession" are not applicable to the Company, rather the income from business/profession is to be computed in accordance with the rule 5 of the First Schedule of the Act.

General tax benefit available to the Company

a. In terms of Section 10 of the Act, the Company is entitled to claim exemption u/s 10 (15), 10(34) & 10(38) of the Act:

i. Interest Incomes [Section 10(15)]

As per the provisions of Section 10(15)(i) following income is exempt from tax:

Income by way of interest, premium on redemption or other payment on such securities, bonds, annuity certificates, savings certificates, other certificates issued by the Central Government and deposits as the Central Government may, by notification in the Official Gazette, specify in this behalf, subject to such conditions and limits as may be specified in the said notification.

ii. Income by way of dividend from Indian company [Section 10(34)]/ income received in respect of units of a mutual fund specified under clause (23D)/ units from the administrator of specified undertaking/ units from the specified company [Section 10(35)]

As per the provisions of Section 10(34) read with Section 115-O of the Act, dividend (both interim and final), if any, received by the Company on its investments in shares of another Domestic Company is exempt from tax. However, as per Section 94(7) of the Act, losses arising from purchase and sale of securities, where such securities are bought or acquired within a period of three months prior to the record date and such securities are sold or transferred within three months from the record date, will be disallowed to the extent of the amount of dividend claimed as exempt.

Any amount declared, distributed or paid by the Company to shareholders by way of dividends on or after April 1, 2003, whether out of current or accumulated profits, shall be charged to additional income tax

("Dividend Distribution Tax" or "DDT") at the rate of 15 percent (plus applicable surcharge and cess) under
Section 115-O of the Act. In view of the amendment brought in by Finance (No.2) Act, 2014, for the purpose of determining the tax on distributed profits payable in accordance with Section 115-O of the Act, the amount of dividends needs to be increased to such amount as would, after reduction of tax on such increased amount at the specified rate, be equal to the net distributed profits.

Any income received from distribution made by any mutual fund specified under Section 10(23D) of the Act or from the administrator of the specified undertaking or from the units of specified company referred to in Section 10(35) of the Act, is exempt from tax in the hands of the Company under Section 10(35) of the Act. However, as per Section 94(7) of the Act, losses arising from the sale/ redemption of units purchased within three months prior to the record date (for entitlement to receive income) and sold within nine months from the record date, will be disallowed to the extent of the amount of income claimed exempt.

Section 14A of the Act restricts claim for deduction of expenses incurred in relation to incomes which does not form part of the total income under the Act. Thus, any expenditure incurred to earn tax exempt income is not a tax deductible expenditure. However, as per various judicial precedents, Section 14A is not applicable to general insurance companies under normal computation of income.

iii. Long Term Capital Gain on transfer of equity shares and securities covered under Security Transaction Tax ("STT") [Section 10(38)]

Any income arising from the transfer of a long-term capital asset (as defined below), being an equity share in a company or a unit of an equity oriented fund or a unit of a business trust where—

a) The transaction of sale of such equity share or unit is entered into on or after 1 October 2004; and

b) Such transaction is chargeable to securities transaction tax

Further, as per the amendment made by Finance Act, 2017, LTCG will not be exempt if the transaction of acquisition, other than the acquisition notified by the Central Government in this behalf (Notification 43/2017 dated 5th June, 2017) of such equity share is entered on or after 1st day of October 2004 and such transaction is not chargeable to STT.

Long-term capital assets - Equity shares listed on a recognized stock exchange in India and units of an equity oriented mutual fund, held by an assessee for more than 12 months, immediately preceding the date of transfer. Capital gains arising from the transfer of such long-term capital assets are termed as Long Term Capital Gains ("LTCG").

The income by way of long-term capital gain of a company shall be taken into account in computing the book profit and income-tax payable under section 115JB - Minimum Alternate Tax ("MAT").

However, nothing contained in sub-clause (b) shall apply to a transaction undertaken on a recognized stock exchange located in any International Financial Services Centre and where the consideration for such transaction is paid or payable in foreign currency.

b. Carry forward and set off of losses

- As per the provisions of Section 72(1) of the Act, if the net result of the computation of income from business is a loss to the Company, not being a loss sustained in a speculation business, such loss can be set off against any other income and the balance loss, if any, can be carried forward for eight consecutive assessment years immediately succeeding the assessment year for which the loss was first computed and shall be set off against business income.

- As per the provisions of Section 72A of the Act, pursuant to business re-organisations such as demerger, etc., the successor company shall be allowed to carry forward any accumulated tax losses/ unabsorbed depreciation of the predecessor company, subject to fulfillment of prescribed conditions.

c. Income Computation and Disclosure Standards

The Income Computation and Disclosure Standards are not applicable to General Insurance Companies

B. BENEFITS TO THE SHAREHOLDERS OF THE COMPANY UNDER THE ACT

1. General tax benefit available to the Shareholders

a) Dividends

- As per the provisions of Section 10(34) of the Act, dividend (both interim and final), if any, received by the members/ shareholders from the Company is exempt from tax. The Company will be liable to pay dividend distribution tax on the amount distributed as dividend.

- However, the Finance Act 2016 has introduced Section 115BBDA which provides that the aggregate of dividends received by an individual, HUF or a firm resident in India from domestic companies in excess of INR 10 lakh will be taxed at 10 percent on a gross basis and no deduction will be available for any expenditure.

- Also, Section 94(7) of the Act provides that losses arising from the sale / transfer of shares purchased within a period of three months prior to the record date and sold / transferred within three months after such date, will be disallowed to the extent dividend income on such shares is claimed as tax exempt.

b) Capital gains

(i) Computation of capital gains

- Capital assets are to be categorised into short-term capital assets and long-term capital assets based on the period of holding. Equity Shares listed on a recognised stock exchange in India held by an assessee for more than 12 months, immediately preceding the date of transfer, are considered to be long-term capital assets. Capital gains arising from the transfer of such long-term capital assets are termed as Long Term Capital Gains (LTCG).

- Short Term Capital Gains (STCG) means capital gains arising from the transfer of equity shares listed on a recognised stock exchange in India held for 12 months or less, immediately preceding the date of transfer.

- LTCG arising on transfer of a long term capital asset, being an equity share in a company shall be exempt from tax under Section 10(38) of the Act provided that the transaction of sale of such equity share or unit is entered into on or after 1 October 2004 on a recognised stock exchange and such transaction is chargeable to Securities Transaction Tax (STT). Further, as per the amendment made by Finance Act, 2017, LTCG will not be exempt if the transaction of acquisition, other than the acquisition notified by the Central Government in this behalf (Notification 43/2017 dated 5th June, 2017) of such equity share is entered on or after 1st day of October 2004 and such transaction is not chargeable to STT. However, income by way of LTCG shall not be reduced in computing the book profits for the purposes of computation of minimum alternate tax ("MAT") by a Company under section 115JB of the Act.

- Taxable LTCG would arise (if not exempt under Section 10(38) or any other section of the Act) to a resident shareholder where the equity shares are held for a period of more than 12 months prior to the date of transfer of the shares. In accordance with and subject to the provisions of Section 48 of the Act, in order to arrive at the quantum of capital gains, the following amounts would be deductible from the full value of consideration:

  a. Cost of acquisition/ improvement of the shares as adjusted by the cost inflation index notified by the Central Government; and

  b. Expenditure incurred wholly and exclusively in connection with the transfer of shares.

  c. Under Section 112 of the Act, taxable LTCG are subject to tax at a rate of 20 percent (plus applicable surcharge and cess) after indexation, as provided in the Second Proviso to Section 48 of the Act. However, in case of listed securities, the amount of such tax could be limited to 10 percent (plus applicable surcharge and cess), without indexation, at the option of the shareholder.

- In respect of a non-resident shareholder, as per the First Proviso to Section 48 of the Act, the capital gains arising from the transfer of listed equity shares of an Indian company, shall be computed by converting the cost of acquisition, expenditure incurred wholly and exclusively in connection with such transfer and the full value of consideration into the same foreign currency as was initially utilised in the purchase of the shares and the capital gains so computed shall be reconverted into Indian currency. Further, the benefit of indexation as provided in Second Proviso to Section 48 is not available to non-resident shareholders.

- As per the provisions of Section 111A of the Act, STCG arising from the transfer of a listed equity share in a Company as specified under Section 10(38) of the Act, is subject to tax at the rate of 15 percent provided that the transaction of sale of such equity share or unit is chargeable to STT. If the provisions of Section 111A are not applicable, the STCG would be taxed at the normal rates of tax (plus applicable surcharge and cess) applicable to resident investor.

- STCG arising from the transfer of a listed equity share in a Company as specified under Section 10(38) of the Act, wherein the transaction is not chargeable to STT, it is subject to tax at the normal rate as applicable (plus applicable surcharge and cess).

- As per provisions of Section 71 read with Section 74 of the Act, short term capital loss arising during a year is allowed to be set-off against STCG as well as LTCG. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years. Further, long term capital loss arising during a year is allowed to be set-off only against LTCG. Balance loss, if any, shall be carried forward and set-off against LTCG arising during subsequent eight assessment years.

- The characterisation of the gain/ losses, arising from sale/ transfer of shares as business income or capital gains would depend on the nature of holding and various other factors. The Central Board of Direct Taxes (CBDT) has vide a circular clarified that income arising from transfer of listed shares and securities, which are held for more than 12 months would be taxed under the head "Capital Gains" unless the shareholder itself treats these as its stock-in-trade and income arising from transfer thereof as its business income.

- Under section 36(1)(xv) of the Act, STT paid by a shareholder in respect of taxable securities transactions entered into in the course of its business, would be allowed as a deduction if the income arising from such taxable securities transactions is included in the income computed under the head "Profits and Gains of Business or Profession".

(ii) Exemption of capital gain from income-tax:

- As per Section 54EC of the Act, LTCG arising on transfer of shares of the company (other than sale referred to in Section 10(38) of the Act) is exempt from capital gains tax to the extent the same is invested within a period of six months after the date of such transfer, in specified bonds issued by National Highway Authority of India or Rural Electrification Corporation or Power Finance Corporation Limited vide Notification No. 47/2017 dated 8th June 2017, subject to conditions specified therein.

- Where a part of the capital gain is reinvested, the exemption shall be available on a proportionate basis. The maximum investment in the specified long term asset cannot exceed INR 50 lakhs per assessee during any financial year.Where the new bonds are transferred or converted into money within three years from the date of their acquisition, the amount so exempt shall be taxable as capital gains in the year of transfer/conversion.

- As per the provisions of Section 54F of the Act, LTCG arising from transfer of shares by an individual or HUF is exempt from tax if the net consideration from such transfer is utilised within a period of one year before or two years after the date of transfer, for purchase of a new residential house, or for construction of a residential house property, in India, within three years from the date of transfer, subject to conditions and to the extent specified therein.

2. Special tax benefits available to Shareholders

a) <u>Tax treaty benefits</u>

As per provisions of Section 90(2) of the Act, non-resident shareholders can opt to be taxed in India as per the provisions of the Act or the double taxation avoidance agreement entered into by the Government of India with the country of residence of the non-resident shareholder, whichever is more beneficial.

b) <u>Non-resident Indian taxation</u>

Special provisions in case of Non-Resident Indian ('NRI') in respect of income/ LTCG from specified foreign exchange assets under Chapter XII-A of the Act are as follows:

- NRI means an individual being a citizen of India or a person of Indian origin who is not a resident. A person is deemed to be of Indian origin if he, or either of his parents or any of his grandparents, were born in undivided India.

- In accordance with section 115E, income from investment or income from LTCG on transfer of assets other than specified asset shall be taxable at the rate of 20 percent (plus applicable cess). Income by way of LTCG in respect of a specified asset (as defined in Section 115C(f) of the Income-tax Act, 1961), shall be chargeable at 10 percent (plus applicable cess).

- As per the provisions of Section 115F of the Act, LTCG (not covered under Section 10(38) of the Act) arising to a NRI on transfer of a foreign exchange asset is exempt from tax if the net consideration from such transfer is reinvested in specified assets or in savings certificate referred to in Section 10(4B) of the Act within six months of the date of transfer, subject to the extent and conditions specified in that Section. If only part of the net consideration is so reinvested, the exemption shall be proportionately reduced. The amount so exempted shall be chargeable to tax subsequently; if the specified assets or saving certificates referred in Section 10(4B) of the Act are transferred or converted into money within three years from the date of their acquisition.

- Under the provisions of Section 115G of the Act, it shall not be necessary for a NRI to furnish his return of income if his only source of income is investment income or LTCG or both and tax deductible at source under provisions of Chapter XVII-B has been deducted from such income.

- Under the provisions of Section 115H of the Act, where a person who is a NRI in any previous year, becomes assessable as a resident in India in respect of the total income of any subsequent year, he / she may furnish a declaration in writing to the assessing officer, along with his / her return of income under Section 139 of the Act for the assessment year in which he / she is first assessable as a resident, to the effect that the provisions of the Chapter XII-A shall continue to apply to him / her in relation to investment income derived from the specified assets for that year and subsequent years until such assets are transferred or converted into money.

- Under the provisions of Section 115-I of the Act, a NRI may elect not to be governed by the provisions of Chapter XII-A for any assessment year by furnishing his return of income under Section 139 of the Act declaring therein that the provisions of the Chapter shall not apply to him for that assessment year. In such a situation, the other provisions of the Act shall be applicable while determining the taxable income and the tax liability arising thereon.

c) <u>Benefits available to Foreign Institutional Investors ("FIIs") under the Act:</u>

i. Dividends exempt under Section 10(34) of the Act

- As per the provisions of Section 10(34) of the Act, dividend (both interim and final), if any, received by the shareholder from a domestic Company is exempt from tax. The Company will be liable to pay dividend distribution tax on the amount distributed as dividend. However, as per Section 94(7) of the Act, losses arising from purchase and sale of securities, where such securities are bought or acquired within a period of three months prior to the record date and such securities are sold or transferred within three months from the record date, will be disallowed to the extent of the amount of dividend claimed as exempt.

ii. Capital gains

- In Finance Act (No.2), 2014 it was provided that any securities held by a FII which has invested in such securities in accordance with the regulations made under the Securities and Exchange Board of India Act, 1992 would be capital asset. Consequently, the income arising to a FII from transactions in securities would always be in the nature of capital gains.

- In accordance with Section 115AD, FIIs will be taxed at 10 percent (plus applicable surcharge and cess) on long-term capital gains (computed without indexation of cost and foreign exchange fluctuation), if STT is not payable on the transfer of the shares.

- LTCG arising to shareholder on transfer of long term capital asset being listed equity shares of the company will be exempt from tax under Section 10(38) of the Act provided that the transaction is entered in on or after 1 October 2004 and STT has been paid on such transfer. Further, as per the amendment made by Finance Act, 2017, LTCG will not be exempt if the transaction of acquisition, other than the acquisition notified by the Central Government in this behalf (Notification 43/2017 dated 5th June, 2017) of such equity share is entered on or after 1st day of October 2004 and such transaction is not chargeable to STT.

- As per the provisions of Section 111A of the Act, STCG arising on sale of short term capital asset, being listed equity shares in a company, shall be chargeable to tax at the rate of 15 percent (plus applicable surcharge and cess) provided the transaction is chargeable to STT. If the provisions of Section 111A are not applicable to the short term capital gains, then the tax will be charged at the rate of 30% (plus applicable surcharge and cess), as applicable.

- As per provisions of Section 115AD of the Act, income (other than income by way of dividends referred to Section 115-O of the Act) received in respect of securities (other than units referred to in Section 115AB) is taxable at the rate of 20 percent (plus applicable surcharge and cess).

- The benefits of exemption under Section 54EC of the Act mentioned above in case of the Company are also available to FIIs.

iii. Tax Treaty benefits

In accordance with the provisions of Section 90 of the Act, FIIs being non-residents will be entitled to choose the provisions of Act or the provisions of tax treaty entered into by India with other foreign countries, whichever are more beneficial, while deciding taxability in India (subject to furnishing of Tax Residency Certificate).

iv. Computation of book profit under Section 115JB

An explanation has been inserted in Section 115JB stating that, the provisions of Section 115JB shall not be applicable and shall be deemed never to have been applicable to a foreign company if-

i. It is a resident of a country or a specified territory with which India has a tax treaty referred to in sub-section (1) of Section 90 and it does not have a permanent establishment in India; or

ii. It is a resident of a country with which India does not have a tax treaty and it is not required to seek registration under any law for the time being in force relating to companies.

d) <u>Benefits available to Venture Capital Companies/ Funds under the Act:</u>

In terms of Section 10(23FB) of the Act, all venture capital companies/ fund registered with Securities and Exchange Board of India, subject to the conditions specified, are eligible for exemption from income tax on any income from investment in a venture capital undertaking. Further, the Finance Act, 2015 has inserted a proviso providing that nothing contained in this clause shall apply in respect of any income of a venture capital fund or venture capital company, being an “investment fund” of the previous year relevant to the assessment year beginning on or after 1st April 2016.

“Investment fund” has been defined under in clause (a) of Explanation 1 to Section 115UB of the Act to mean any fund established or incorporated in India in the form of a trust or a company or a limited liability partnership or a body corporate which has been granted a certificate of registration as a Category I or Category II Alternative Investment Fund and is regulated under the Securities and Exchange Board of India (Alternative Investment Fund) Regulations, 2012, made under the Securities and Exchange Board of India Act, 1992.

e) Benefits available to Alternative Investment Fund (Category I & II) under the Act:

The Finance Act, 2015 has inserted Chapter XII-FB in the Act which provides for special taxation regime for Category I and Category II Alternative Investment Funds referred to as “investment fund” as per clause (a) of Explanation 1 to Section 115UB of the Act. Further, the said Act has also inserted Section 10(23FBA) in terms of which income of any investment fund other than income chargeable under the head “Profits and gains of business or profession” shall be exempt from income tax.

f) Benefits available to Mutual Funds under the Act:

In terms of Section 10(23D) of the Act, all Mutual funds set up by public sector banks or public sector financial institutions or Mutual Funds registered under the Securities and Exchange Board of India Act/ Regulations there under or Mutual Funds authorized by the Reserve Bank of India, subject to the conditions specified, are eligible for exemption from income taxes on all their income, including income from investment in the shares of the company.

However, the Mutual Funds would be required to pay tax on distributed income to unit holders as per the provisions of Section 115R of the Act. However, w.e.f. 1 October 2014, for the purpose of determining additional income tax, the amount of distributed income shall be increased to such amount as would after reduction of additional income tax on such increased amount at the rate specified be equal to the amount of income distributed by mutual fund.

General Anti-Avoidance Rule (‘GAAR’):

In terms of Chapter XA of the Act, General Anti-Avoidance Rule may be invoked notwithstanding anything contained in the Act. By this Rule, any arrangement entered into by an assessee where the main purpose of the arrangement is to obtain a tax benefit may be declared to be impermissible avoidance arrangement as defined in that Chapter and the consequence would be *interalia* denial of tax benefit, applicable w.e.f FY 2017-18. The GAAR provisions can be said to be not applicable in certain circumstances viz. where the main purpose of arrangement is not to obtain a tax benefit etc. including circumstances enumerated in CBDT Notification No. 75/2013 dated 23 September 2013.

The Central Board of Direct Taxes (CBDT) vide Notification No. 49/2016, dated 22 June 2016, has amended the GAAR. GAAR provisions are not applicable to any income accruing or arising to, or deemed to accrue or arise to, or received or deemed to be received by, any person from transfer of investment made before 1 April 2017. Further, GAAR provisions are applicable to any arrangement, irrespective of the date on which it has been entered into, in respect of the tax benefit obtained from an arrangement on or after 1 April 2017.

In order to effectively implement GAAR, the CBDT vide circular dated 27 January, 2017 expressed clarity on the applicability of GAAR based on working committee group on non applicability of GAAR providing monetary threshold limit of Rs 30 million has been prescribed which is per transaction/agreement wise beyond which the transaction may be considered as impermissible and attract GAAR provisions, relaxation of GAAR in situations where a transaction is permitted or ruled by the Authority for Advance Ruling for a particular transaction of the applicant, satisfaction of commercial substance would not invoke GAAR provisions and GAAR provisions cannot be invoked automatically but can be initiated only for cases through an Approving Panel headed by a Judge of High Court Etc.

UNDER THE WEALTH TAX ACT, 1957

The Finance Act, 2015 has abolished the levy of wealth tax under the Wealth Tax Act, 1957 with effect from 1 April 2016.

UNDER THE GIFT TAX ACT, 1958

Gift made after 1 October 1998 is not liable for any gift tax, and hence, gift of shares of the company would not be liable for any gift tax. In order to prevent the practice of receiving the sum of money or the property without consideration or for inadequate consideration, a new clause (x) in sub- section (2) of section 56 is inserted from the Finance Act, 2017 to provide the receipt of the sum of money or the property by any person without consideration or for inadequate consideration in excess of Rs 50,000 shall be chargeable to tax in hands of the recipient under the head "Income from other Sources". Therefore, in the hands of the done the same could be treated as income subject to certain conditions unless the gift is from a relative as defined under Explanation to Section 56(2)(x) of the Act.

Notes:

(i) All the above benefits are as per the current direct tax laws relevant for the Assessment Year 2018-19 (considering the amendments made by Finance Act, 2017).

(ii) The above statement covers only certain relevant benefits under the Income-tax Act, 1961 and does not cover benefits under any other law.

(iii) The possible tax benefits are subject to conditions and eligibility criteria which need to be examined for tax implications.

(iv) In view of the individual nature of tax consequences, each investor is advised to consult his/ her own tax advisor with respect to specific tax consequences of his/her participation in the IPO.

(v) The above Statement of Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares

(vi) The stated benefits will be available only to the sole/ first named holder in case the shares are held by joint holders.

SECTION IV – ABOUT OUR COMPANY

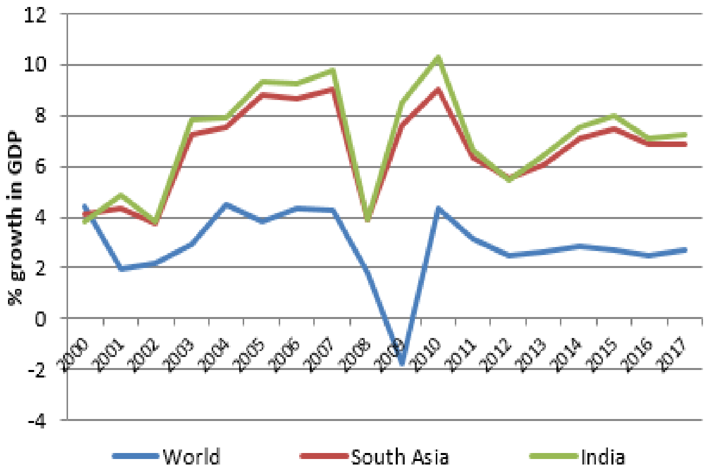
INDUSTRY OVERVIEW

The information contained in this section is derived from the ICRA report titled "Indian General Insurance Industry: Overview" published in October 2017, and other publicly available sources. Neither we, nor any other person connected with the Offer has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends.

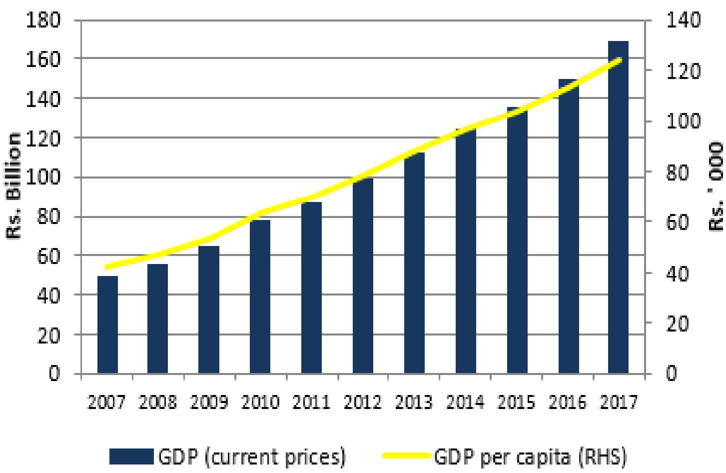
The Indian Economy

The Indian economy is one of the largest economies in the world, with a gross domestic product ("**GDP**") on purchasing power parity basis of an estimated US$8.72 trillion in the calendar year 2016. Per capita GDP in India has grown from an estimated US$5,500.00 in the calendar year 2013 to an estimated US$6,700.00 in the calendar year 2016. *(Source: World Factbook, available on https://www.cia.gov/library/publications/resources/the-world-factbook/geos/in.html).* India has the second largest population base in the world and a higher GDP growth as compared to the population has led to an improvement in the per capita GDP. The improvement in the overall economy and the income levels backed by improved performance of the corporate sector are likely to contribute to the growth of the general insurance sector.

The following chart sets forth a comparison of GDP growth rates:



The following chart sets forth the trend in GDP and GDP per capita:



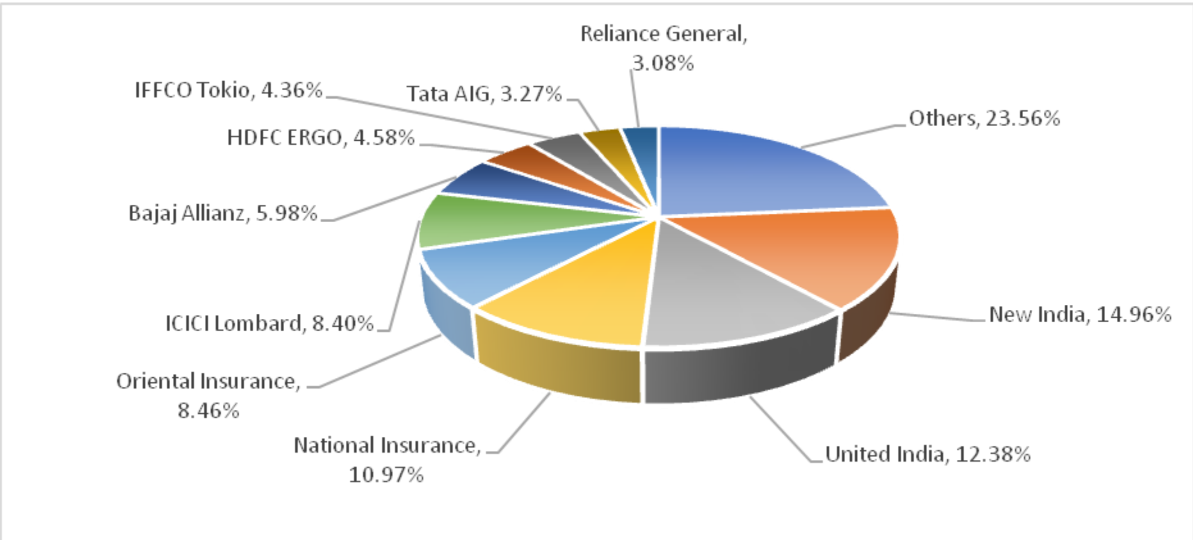
The General Insurance Industry

The Indian insurance industry recorded a significant growth and saw the introduction of various products primarily after the liberalization period, prior to which it comprised of only the state insurance players, Life Insurance Corporation of India and General Insurance Corporation of India ("**GIC Re**"). By the end of the first quarter of the financial year 2018, the industry comprised a total of 55 insurance players, with 24 life insurance companies and 31 general (non-life) insurance companies. While the life insurance new business premiums grew by 26%, the non-life insurance premiums grew by 30% supported by health, agriculture and motor businesses during the financial year 2017. The industry outlook continues to be positive given the initiatives by the government to develop the agriculture, liability and credit insurance lines of businesses coupled with the rising disposable incomes, which would increase demand for the personal categories of insurance products.

Industry Structure

While the life insurance industry is dominated by the sole public sector player, Life Insurance Corporation of India, private sector players such as SBI Life Insurance, ICICI Prudential Life Insurance, and HDFC Standard Life Insurance have together been able to garner a significant share of the life insurance market over the past two decades. While the number of private insurers more than doubled over the past two decades, their corresponding market share more than tripled with the private insurers accounting for about 47% of the Gross Direct Premium Income ("**GDPI**") during the financial year 2017. The general insurance industry is led by the four public sector insurers, New India Assurance Company Limited, United India Insurance Company, National Insurance Company Limited and Oriental Insurance Company Limited. Insurance companies such as ICICI Lombard General Insurance, Bajaj Allianz General Insurance, HDFC ERGO General Insurance, IFFCO Tokio General Insurance, and Reliance General Insurance together comprise about two-thirds of the private sector general insurance market. Further, the industry has two specialized public sector insurers, Agriculture Insurance Company Limited, for crop insurance and Export Credit Guarantee Corporation of India for credit insurance and five private sector insurers which underwrite policies exclusively in health, personal accident and travel insurance segments.

The following chart sets forth the contribution by GDPI for the financial year 2017:



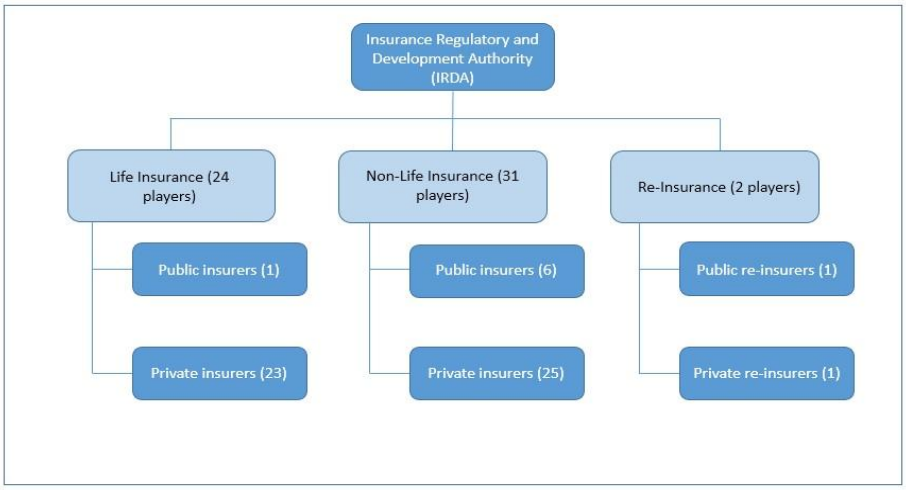
Source: General Insurance Council data; Public disclosures, IRDAI annual report

The industry primarily has one re-insurance player, GIC Re, with the rest of the major re-insurance partners being global players. The other re-insurance player is a private sector re-insurer, ITI Reinsurance Limited, which obtained the license to operate only in the financial year 2017. The other stakeholders in the insurance market include individuals and corporate agents, insurance brokers, surveyors, web-aggregators and third party administrators ("**TPA**") which primarily service health insurance claims.

The sector got its independent regulator in the form of The Insurance Regulatory and Development Authority of India ("**IRDAI**"), which was set up as an autonomous body under the Insurance Regulatory and Development

Authority Act, 1999. The IRDAI is responsible for regulating and protecting the interests of the policyholders and at the same time promoting and ensuring orderly growth of the insurance and re-insurance business in India.

The following chart sets forth the governance structure of the insurance industry:



Product profile

The size of India's general insurance sector is ₹ 1.20 lakh crore on a Gross Direct Premium Written ("**GDPW**") basis during the financial year 2017. The general insurance sector is mainly comprised of motor, health, crop, fire and marine insurance products among other products such as engineering, aviation, and liability, with motor insurance comprising about 43% and health and personal accident insurance comprising about 24% of the GDPI during the financial year 2017. The crop insurance product has seen a rapid growth in the financial year 2017 owing to the new insurance scheme, Pradhan Mantri Fasal Bima Yojana ("**PMFBY**"), launched by the government during the financial year 2016, which was implemented by multiple insurance players from the Kharif season starting July, 2016.

Motor Insurance

Motor Insurance is the largest product category accounting for 43% of the overall GDPW during the financial year 2017. While the GDPW for motor insurance displayed a growth of 18% during the financial year 2017, its share in the overall premium profile reduced due to the significant growth of the crop insurance product as explained above.

The motor insurance product is designed to protect vehicle owners against damages to their own vehicle (own damage category) and to pay for any third party liability arising out of damage to someone else's vehicle (third party category) in multiple scenarios like accidents, theft and natural calamities. The Motor Vehicles Act, 1988 statutorily mandates every vehicle owner to have a third party insurance and holds the vehicle owners legally liable for any damage, injury or death to life or property arising out of the use of their vehicle in a public space.

Owing to the statutory requirements, motor insurance products in India are broadly offered in two types:

- Liability only policy (statutorily mandated third party insurance): The policy only covers financial losses arising out of injury or death of a third party or damage to third party owned property. Third party also includes co-passengers travelling with the insured.
- Comprehensive package policy (liability only + own damage to owner's vehicle): Since the liability only product doesn't cover the damage to the insured or their vehicle, the comprehensive package policy is designed to cover own damage to the insured or their property arising out of unforeseen circumstances.

While the coverage under third party liability products is as per requirements of the Motor Vehicles Act, 1988 (offers unlimited coverage for third party injury), in case of own damage, the coverage depends on a concept known as Insured's Declared Value, which is calculated either on the ex-showroom value or the depreciated value of the insured's vehicle depending on the age and policies of the insurance company. Motor insurance is offered to private cars, two-wheelers as well as commercial vehicles in India.

Health and Personal Accident Insurance

Health and personal accident insurance accounts for 27% (health alone accounting for 24% of the overall GDPI during the financial year 2017). The health insurance business is classified into three main categories:

- Retail: The retail category includes insurance products designed for individuals and families.
- Group Health: The group health category includes products designed for large corporate and small and medium enterprises which provides group coverage for their employees.
- Government Health schemes: The Government health schemes include products introduced by the Government and targeted towards masses.

Personal accident insurance is typically bundled with the health insurance policies and provides coverage to the insured based on a pre-determined benefits structure in case of an accident.

Health insurance is broadly offered in three variations in India:

- Hospitalization Plans: Hospitalization plans, also referred to as indemnity plans, cover the hospitalization and medical expenses of the policyholder depending on the quantum of insurance cover. These plans are designed both, for an individual and a family as a whole.
- Cash Benefit Plans: Cash benefit plans define the policy benefits in terms of the sum of money that would be paid out, irrespective of the actual costs incurred by the policyholder. As a result, these plans are also called defined benefit plans.
- Critical Illness Plans: With the gradual shift of illness profile towards lifestyle related diseases, insurance plans targeted towards specific critical illnesses were designed keeping in mind the high costs and specific medical procedures associated with such diseases. The plans specify the illness that would be covered at the inception of the policy cover and pay a lump sum amount on diagnosis of the specified illness.

The health insurance GDPI has grown at a CAGR of 21% between the financial years 2010 and 2017. Public sector insurers have gained market share in this segment from the private players (including the standalone health insurers) over the years, with the share of market catered to increasing from 56% during the financial year 2010 to 60% during the financial year 2017. The GDPI for the standalone health insurance together displayed a CAGR of 37% between the financial years 2014 and 2017, with their market share increasing from 12% to over 18% during this period.

Crop Insurance

The crop insurance segment has grown substantially in the last two years due to the launch of a new scheme by the Government, the PMFBY in January, 2016. The scheme saw implementation from multiple insurance players starting from the Kharif season commencing in July, 2016.

Some of the key features of this scheme are as follows:

- For the implementation of the scheme, each state is divided into clusters of districts and the state government invites insurance companies to bid for a set of notified crops likely to be cultivated in these clusters. After the bidding process, insurance companies quoting the lowest weighted premium for all notified crops within the cluster of districts are allotted these clusters, wherein they may provide insurance cover to both loanee (farmers with an existing farm loan from a bank or financial institution for which the scheme is compulsory) and non-loanee (farmers without an existing farm loan) farmers.
- The farmers are expected to pay a small portion of the premium (2% for all Kharif, 1.5% for all Rabi and 5% for all annual commercial and horticulture crops), while the remaining portion is equally split between the state and the central government.
- The premiums are determined based on the historical crop yields data for the various clusters and claims are payable by the insurance companies only after receiving the premium in full from the farmers and governments.
- The scheme covers:
    - Losses in crop yield due to natural calamities such as fire, flood, draught, disease.
    - Indemnity claims in cases of expenses incurred due to inability to sow or plant the insured

crop due to adverse weather conditions up to a maximum of 25% of the sum insured.

- Post-harvest losses up to a period of 14 days from harvest of crops, which are damaged due to natural calamities such as cyclones and unseasonal rains.
- Losses arising from localized calamities affecting isolated farms in the particular area.

The scheme has been implemented through the specialized public sector insurance company, Agriculture Insurance Company of India Limited ("**AIC**") and a set of other empaneled general insurance companies such as Reliance General Insurance, ICICI Lombard, HDFC ERGO, and Bajaj Allianz. Since its implementation in the financial year 2016, the GDPW for the crop insurance scheme increased by eleven times.

Fire and Engineering Insurance

While the fire insurance product covers factories, buildings, offices, warehouses and other structures against losses arising out of fire, the engineering insurance product is designed to protect against losses arising due to various plant, machinery and engineering equipment breakdown including mechanical, electrical and electronic equipment. The fire and engineering insurance products together account for a share of just over 12% of the overall GDPI during the financial year 2017. The products together witnessed a CAGR of 7% between the financial years 2010 and 2017. There was a slowdown during the financial year 2017 given the slowdown in industrial activity resulting in slow demand for such products.

Other Insurance Products

Other insurance products by the various insurance players include marine (cargo and hull), aviation, liability, travel insurance, which together account for 10% of the overall GDPI during the financial year 2017.

Tariff and non-tariff products

During the liberalization of the Indian economy, the Indian non-life insurance industry was characterized by tariff and non-tariff product categories. In case of the tariff products, the insurance premiums for such schemes were regulated in consultation with the Tariff Advisory Committee ("**TAC**") whereas in case of the non-tariff products the premiums were actuarially determined. In 1994, amidst government efforts to initiate reforms in the insurance industry, the first round of de-tariffing was initiated. After constituting the IRDAI Act in 1999, the next round of product de-tariffing came in the years 2005 and 2007.

The following table sets forth the de-tariffing timeline for non-life insurance products:

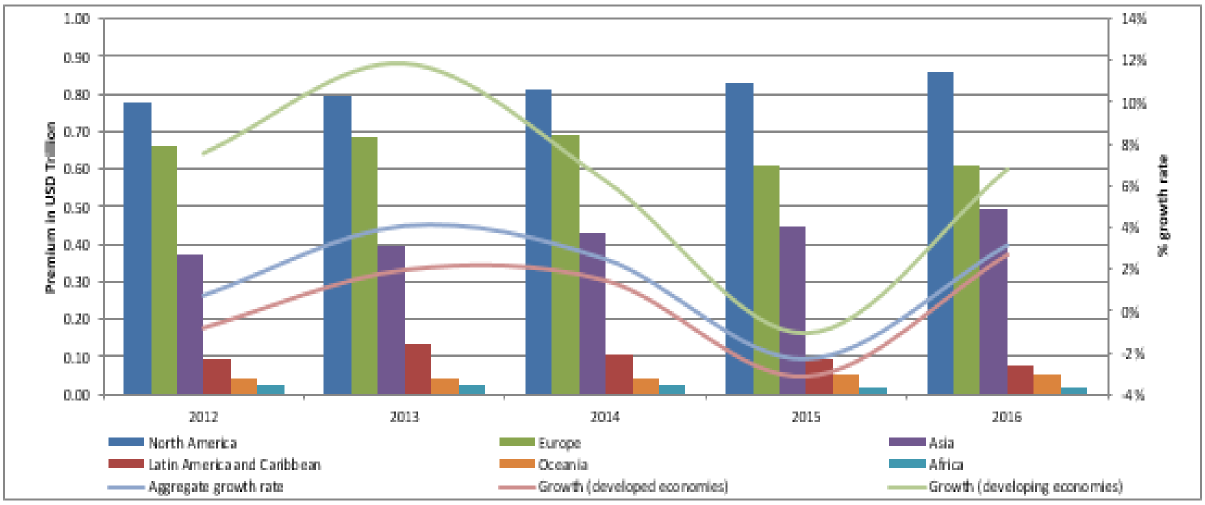
1994	2005	2007
Aviation	Marine Hull	Engineering
Health		Fire
Liability		Motor (Own Damage)
Marine Cargo		Public Liability
Personal Accident		Workers Compensation

Thereafter, only the motor (third party liability) insurance continues to be a tariff product. Until December 2007, insurance players were allowed to offer limited discounts on the insurance premiums of products like fire, engineering and motor (own damage), without the approval of IRDAI. However, the industry shifted to a free pricing regime starting from January 2008, wherein premiums for various insurance products were actuarially determined. Consequently, the premiums for major product categories like marine, fire and motor (own damage) reduced considerably. Fire, which used to be the most profitable product, saw the most dramatic decline in premiums, which resulted in negative premium growth for the category and slower growth for the industry during the next few years.

Global General Insurance Sector

The size of the general insurance industry in 2016 was USD 2.12 trillion (as against USD 2.05 trillion in 2015) with North America contributing approximately 40%, while Europe contributed approximately 30% and Asia accounted for approximately 22% of the overall business. The global general insurance industry which grew at a CAGR of 1.6% over last five years bounced back in 2016, after a poor performance in 2015 with a 3.14% growth in the general insurance premiums as against a contraction of 2.30% in the previous year. The developing economies (as per UN's classification) grew at a faster pace at 6.8% in 2016 as compared to the developed economies, which grew at 2.7%. Swiss Re's outlook for the global industry remains moderate with performance expected to be supported by the advanced economies (which contribute 77% to the global business) with the improvement in macro indicators for the United States and the monetary tightening in the US economy being one of the key drivers. In the developing economies, the growth is expected to remain robust with the increase in insurance penetration and density touted to be key growth drivers.

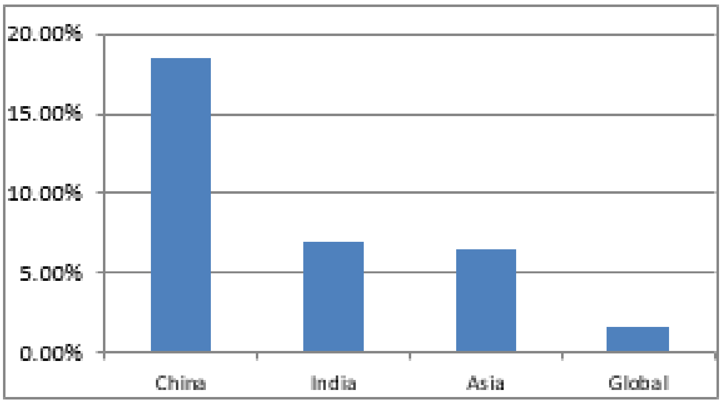
The following chart sets forth the global trend in the general insurance business:



Factors Affecting Growth Trend in India

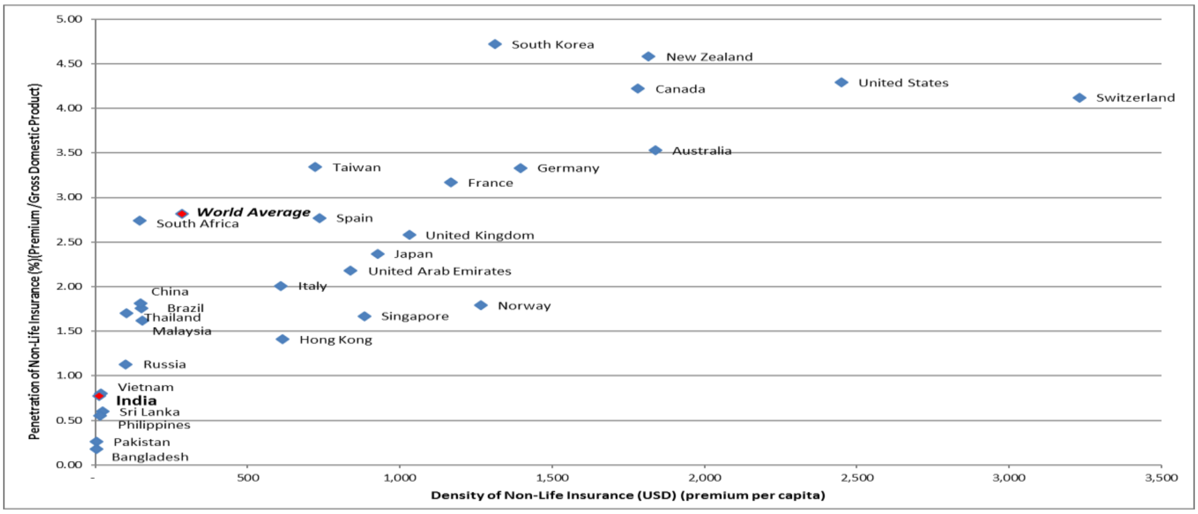
The growth in the overall business in 2016 was supported by marked improvement in the general insurance premium volumes in Europe, where the market grew by 0.55% after a year of sharp contraction of 12.20% in premiums in 2015, but it continues trails the pre-euro zone crisis levels. While the general insurance premiums contracted in key economies of United Kingdom, Italy and Switzerland, growth in Germany, France, Spain and Netherland supported the overall volumes. 2016 also saw improved performance of the North American and the Asian markets where the premiums grew by 3.56% and 10.29%, respectively. In Asia, Peoples Republic of China, Japan and South Korea, which collectively contribute approximately 79% of the total premium in the Asian markets (17% in the global markets), reported a healthy growth in premiums of 8.84%, 15.81% and 4.78%, respectively. India, which accounted for 4% of the premiums in the Asian markets, grew at a faster pace of 15.28% compared with the global average and the average across Asian counties. Growth of the Indian general insurance is expected to remain above the Global and the Asian average given the low penetration, density and the evolving regulations aimed at improving insurance coverage.

The following chart sets forth the opportunities for growth:



The Indian insurance sector has been growing at a faster pace compared with the global average and the Asian markets, however the maturity of the insurance business remains moderate. Among the BRICS nations, India fares poorly in terms of maturity and density. The industry in India still remains at a nascent stage albeit there have been considerable developments in the General Insurance space, including the de-tariffing of products, increase in Foreign Direct Investment ("**FDI**") limits through the automatic route, push to improve insurance coverage of crops, proposed amendment of the Motor Vehicle Act, all of which is expected to have a positive impact on the growth of the business in the Indian markets.

The following chart sets forth a comparison of insurance penetration and density in specific markets in 2016:



The developed geographies (North America, Oceania and Europe) continue to rank higher on parameters, like penetration (measured a percentage of insurance premium to the GDP) and density (measured as premium in USD per capita) with a mixed trend in these indicators across years. However, during 2016, the penetration and density across geographies marginally improved as compared to the previous year. The global average penetration and density during 2016 were 2.81% and USD 285 respectively in 2016, as compared to 2.77% and USD 276 respectively in 2015. With the increase in average age of the global population, increase in medical expenses incurred per capita, innovation in the insurance distribution with application of data analytics, penetration and density of the industry is expected to improve further in the long term. The opportunity for growth in the developing economies also continues to remain high given their healthy economic growth, underpenetrated insurance markets, evolving regulatory environment and product innovation as per geographic needs continues in these economies.

Distribution Trends

Individual Agents

Currently, individual agents continue to be a major channel for insurance distribution. Given the highly competitive landscape and higher information symmetry in the present scenario, the agents are required to be educated, trained and be aware of their employer's products and competitors, unlike during the pre-liberalization era. The customer's trust continues to be a major factor while deciding from whom they can buy an insurance policy and hence individual agents continue to be very important when distributing insurance products in an underpenetrated market with limited awareness of the variety of products available. As per the IRDAI guidelines, an individual agent may represent one life insurer, one non-life insurer and one standalone health insurer. In addition the agent can represent the two specialized insurance companies, Export Credit Guarantee Corporation and Agriculture Insurance Corporation of India.

Corporate Agent

Corporate agents are entities, which are already engaged in a business and which leverage their existing business setup and customer base to distribute insurance policies of their insurance partner. These agents could be a car dealer, two-wheeler dealer, travel agency or even a bank or NBFC. When a bank is appointed as a corporate agent for an insurance player, the arrangement is referred to as a bancassurance partnership. Currently, IRDAI permits a corporate agent to represent one life insurer, one non-life insurer and one standalone health insurer. In addition the agent can represent the two specialized insurance companies, Export Credit Guarantee Corporation and Agriculture Insurance Corporation of India.

Branches and Distribution Network

India's general insurance industry taken together, added 4,386 branches over a six year time frame with the total number of branches increasing from 6,417 branches as on March 31, 2010 to 10,803 branches as on March 31, 2016. Over the same period, the median increase in the state-wise branch network was around 72% with some states like Tamil Nadu, Uttar Pradesh, Madhya Pradesh, Jharkhand and Chhattisgarh witnessing a doubling of branch networks. As on March 31, 2016, the top 10 states account for around 70% of the total branch network across the country, with Tamil Nadu, Maharashtra and Uttar Pradesh having the highest number of branch offices, in that order.

Impact of Open Architecture on Corporate Agencies

In August 2015, the IRDAI introduced regulations for registration of corporate agents with respect to soliciting, procuring and servicing of Insurance businesses. A major amendment was a requirement for every corporate agent, including banks, to have a board approved policy on the manner of soliciting and servicing insurance products, which should address the manner of adopting the philosophy of open architecture and implement it going ahead. The regulations, however, left it to the discretion of the agent whether to have more than one insurance partner and permitted it to partner with a maximum of three insurance players in each of life, general and health insurance business lines.

The open architecture framework is favorable to insurance companies, which are not promoted by banks as it opens up avenues for such companies to forge new partnerships with banks and other large corporate agents for distributing their insurance products, instead of relying primarily on the agency channel. Given the advantages of the bancassurance channel, such companies stand to cut down operating costs while expanding their distribution reach significantly.

Digital Growth and Online Sales

India has a good penetration of telecommunication technology across various states and areas within these states. The evolving telecom landscape has also made way for high speed mobile internet to become available across the country at an affordable cost. The access to internet has led to increase in e-Commerce purchases of apparel, consumer durable, electronic instruments. At the same time, it has led to increase in online banking transactions as well as purchase of insurance products.

While the online channel currently has a very small share of the annual general insurance premium underwritten, given the high penetration of low cost telecommunication and internet technology in the country, the share of online channel is likely to increase in the medium to long term. Currently, health, personal accident, travel and motor insurance products form a major share of insurance products sold through the online channel. Apart from distribution, the online channel also provides all the requisite information that a prospective policyholder might seek, enables the prospects to evaluate from multiple insurance products using web-aggregators and provides an option of filing their claims online instead of physically visiting a branch office. Apart from being a cheaper mode of distribution, the online sales data can also be used for analytics to understand customer behavior and preferences.

As a part of its developmental mandate, the IRDAI issued guidelines on insurance e-Commerce in March 2017 to promote the distribution channel given its likely effectiveness in increasing insurance penetration in the country while lowering the transaction costs and bringing in higher efficiencies. Among other things, the guidelines specify the application procedure, code of conduct and operational guidelines for an insurer to set-up an Insurance Self Network Platform ("**ISNP**"), which is an electronic platform for transacting in Insurance.

Commission Structure

The IRDAI regulates the commission structure for insurance agents and intermediaries. In December, 2016, IRDAI revised the rules for the commission structure which came into effect from April 1, 2017.

The following table sets forth the revised rules for the commission structure:

<table>
<tr><th>Segment</th><th>Maximum Commission payable to insurance agent (%)</th><th>Maximum remuneration payable to insurance intermediary (%)</th></tr>
<tr><td>Fire-Retail</td><td>15.00</td><td>16.50</td></tr>
<tr><td>Fire-Corporate (Risks with S.I. < ₹ 2,500 crores)</td><td>10.00</td><td>11.50</td></tr>
<tr><td>Fire-Corporate (Risks with S.I. > ₹ 2,500 crores)</td><td>5.00</td><td>6.25</td></tr>
<tr><td>Marine-Cargo</td><td>15.00</td><td>16.50</td></tr>
<tr><td>Marine-Hull</td><td>10.00</td><td>11.50</td></tr>
<tr><td>Miscellaneous – Retail</td><td>15.00</td><td>16.50</td></tr>
<tr><td>Miscellaneous – Corporate/ Group[1]</td><td>10.00</td><td>12.50</td></tr>
<tr><td>Miscellaneous – Corporate (Engineering Risks with S.I. > ₹ 2,500 crores)</td><td>5.00</td><td>6.25</td></tr>
<tr><td>Motor (Comprehensive)[2]</td><td colspan="2">15.00</td></tr>
<tr><td>Motor (Stand-alone TP)</td><td colspan="2">2.50</td></tr>
<tr><td>Health-Individual[3]</td><td colspan="2">15.00</td></tr>
<tr><td>Health-Group (Employer-Employee only) - Annual</td><td colspan="2">7.50</td></tr>
<tr><td>Health-Group (Non Employer-Employee groups) – Annual</td><td colspan="2">15.00</td></tr>
<tr><td>Health – Group (credit linked up to 5 years)</td><td colspan="2">15.00</td></tr>
<tr><td>Health - Government Scheme</td><td colspan="2">As specified in the Government Scheme/ Notification else as per Health - Group Employer - Employee only) Annual segment</td></tr>
</table>

Notes: 1. Commission/ remuneration shall be payable as per Government Notification.
2. Commission/ remuneration shall be payable only to the OD portion of the Motor (Comprehensive) policy.
3. Includes annual premium, three years single premium, and three years regular premium.

The IRDAI increased the commission for insurance agents and insurance intermediaries. Insurance intermediaries include insurance marketing firms, corporate agents, insurance brokers and web aggregators. The commission on comprehensive or own damage motor insurance has increased to 15% from 10% of the premium. A commission of 2.5% of annual premium on the third party motor insurance was initiated. The commission in the retail fire segment has been increased from 12.5% to 15% of annual premium for agents and 16.5% for intermediaries. However, there was no change in the commission for marine insurance and miscellaneous insurance policies at 15% of annual premium while it was increased for intermediaries at 16.5% of annual premium.

Further, the insurance agents and intermediaries can get rewarded from the insurers apart from the commissions paid. The maximum reward can be 30% of commission or remuneration paid to insurance agents and insurance intermediaries. The insurance agents and insurance intermediaries eligible for reward are those whose revenues from other than insurance intermediation is equal to or less than 50% of their total revenue.

Regulatory Environment

The IRDAI is entrusted to safeguard the interest of the policyholders and to ensure development of the industry. IRDAI's function includes framing regulation for the industry, registering insurance companies, formulating the code of conduct for various stakeholders of the insurance industry, inspection of insurance companies and intermediaries, imposing fees and charges, resolving disputes between parties and establishing financial reporting norms. IRDAI also ensures the maintenance of solvency margin by insurers and regulates the investment of policyholder's funds by insurers.

Foreign Direct Investments in the Insurance Sector

The Insurance Act and the IRDAI Act, regulate the FDI in the insurance sector. During 2015, the government of India through Insurance Laws (Amendment) Bill, 2015, increased the foreign shareholding limit to 49% of the paid up equity capital against 26% permitted earlier, in order to attract higher FDI inflows into the insurance sector. The increase in limit is allowed under the automatic route subject to verification by IRDAI. However, the ownership and control of the insurance company will stay with the Indian shareholders with a right to appoint majority of directors, management control and take policy decisions.

Guidelines on Corporate Governance for Insurance Companies

IRDAI issued the revised guidelines on corporate governance for insurance companies on May 18, 2016, which was in-line with the Companies Act, 2013. The earlier guidelines on corporate governance were issued by

IRDAI in 2009. The insurance companies had to follow the revised guidelines with effect from April 1, 2016. Few key takeaways from the revised guidelines are listed below:

- The board of directors should have a minimum of three independent directors. Insurers need to follow this guideline in one year from the effect of these guidelines. However, this requirement is relaxed to two independent directors for insurers in the first five years from the grant of certificate of registration.
- The chief executive officer of the company should be a whole time director of the board in case the chairman is non-executive Director.
- Insurance companies need to have at least one women director on the board.
- The mandatory committees required to be formed by the insurance companies in India are Audit Committee, Investment Committee, Risk Management Committee, Nomination and Remuneration Committee, Policyholders Protection Committee, With Profits Committee and Corporate Social Responsibility Committee. However, the Corporate Social Responsibility Committee is required to be set up if the insurance company reports net profit of more than ₹ 5 crore during the last financial year.
- Insurers need to set up a whistle blower policy to help employees voice their concerns about frauds, financial reporting issues, weaknesses.
- In-line with the Companies Act, 2013, the board evaluation should be done at least once in a year which will include independent directors, executive and non-executive directors.
- Key Management Person guidelines are revised for appointment and reporting, as such one person cannot hold in excess of one position of a key management person.

Motor Vehicle (Amendment) Bill, 2016

In December 2006, IRDAI created the Indian Motor Third-Party Insurance Pool ("**IMTPIP**") to make available motor third-party insurance, especially for commercial vehicles. All insurers registered in India to carry on non-life insurance business (including motor insurance business) or general reinsurance business were a part of this pool. The business (premiums and claims) was to be shared among all registered non-life insurers writing motor insurance business in relation to the GDPI in all classes of non-life insurance underwritten by them in that financial year. However, due to various operational inefficiencies, IRDAI decided after extensive consultation with various stakeholders to dissolve the IMTPIP and set up the Indian Motor Third-Party Declined Risk Pool ("**IMTPDRP**"), effective from the financial year 2013, for insuring standalone third-party risks for commercial vehicles.

Subsequently, the Insurance Laws (Amendment) Act of 2015 was notified on March 23, 2015, mandating insurers to complete a certain minimum motor third-party insurance business in the manner to be specified by IRDAI. In compliance with the said amendment in the Insurance Act, the IRDAI issued the IRDAI (Obligation of Insurers in respect of motor third-party Insurance Business) Regulations, 2015 which specified that insurers underwrite minimum obligations in respect of motor third-party business. In light of the same, there was no requirement to continue the IMTPDRP. Hence, IRDAI dismantled the IMTPDRP effective April 1, 2016.

The following table sets forth the key points to note on the bill, and its amendment in 2017:

Original bill proposed in August 2016	**Amendments approved in Lok Sabha in April 2017**	**Outcome**
The proposed amendment seeks to put a cap on the liability to be borne by insurance companies in respect of third party claims. As per the present Act, the liability of the insurer for indemnifying the owner for compensation claims in respect of death or bodily injury arising out of use of motor vehicle is unlimited. In other words, as per present Act, the insurer has to cover the liability incurred in respect of any accident to the extent of actual amount of liability incurred. However, the proposed Bill seeks to replace the said provision with an altogether new provision, which puts an upper limit of liability of insurer to an extent of ₹ 100,000 in respect of death and ₹ 500,000 in respect of bodily injury arising out of motor vehicle accident.	This clause was removed, thereby re-instating the current unlimited liability.	Neutral
The Bill seeks to make non-receipt of premium one of the specified conditions, which would enable the insurer to seek exoneration from the liability. As per the present law, non-receipt of premium would not amount to breach of a statutory condition. The proposed Bill seeks to remedy that situation, incorporation of a new sub-section, Section 166(5), with a non-obstante clause which says that the right of a person to claim compensation for injury in an accident shall, upon the death of the of	This clause remains unchanged.	Negative

Original bill proposed in August 2016	Amendments approved in Lok Sabha in April 2017	Outcome
the person injured, survive to his legal representatives, irrespective of whether the cause of death is relatable to or had any nexus with the injury or not.		
The 2016 Bill allows the central government to make a scheme for providing interim relief to claimants seeking compensation under third party insurance for motor vehicle accidents. Any contravention of any provision of the scheme may be punishable with imprisonment of up to two years, or with a fine between ₹25,000 and ₹ 500,000.	This clause was removed.	Neutral

Competitive Scenario

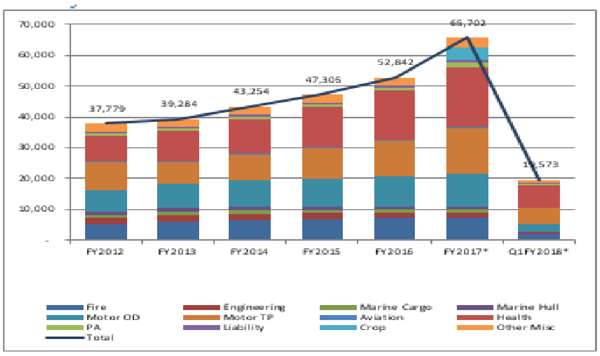
Gross Business Underwritten

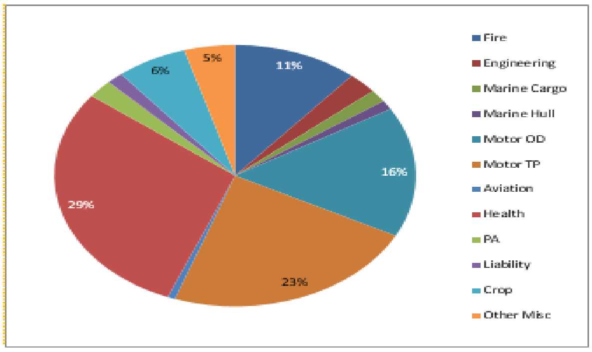
The total Gross Written Premium ("**GWP**") for the financial year 2017[2] (excluding stand-alone health insurers and specialized insurers) had grown by approximately 30% year-over-year, to ₹ 120,745 crore. Crop insurance (+6.6X), Motor TP (+26%), and Personal Accident (+37%) segments contributed to the growth primarily. Segments like Marine, Engineering and Aviation had seen a decline during the financial year 2017. Motor OD, and Motor TP form close to 43% of the total business underwritten in the financial year 2017. Health business contributed approximately 21% and also has shown an increasing trend. It should be noted that crop business has seen a rapid increase, and now forms approximately 12% of GWP.

The total GWP for the PSU segment had increased 24% year over year to ₹ 65,702 crore. Motor TP, Crop, Health and the Personal accident segments had contributed to the strong growth in the financial year 2017. The Motor segment combined forms approximately 39% of the total business volumes, while the health segment comprises approximately 29% of the total volumes. Crop business had seen a rapid growth (especially in the March 2017 quarter) and now forms approximately 6% of the total GWP.

PSU Players

The following chart sets forth the break-up of GWP for PSU players:





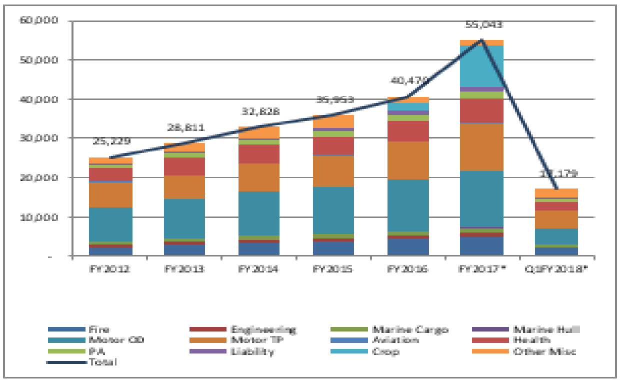
Note: GWP figures are in ₹ crore (for the financial year 2017 and Q1 FY 2018 numbers are derived from the GDPI data released)

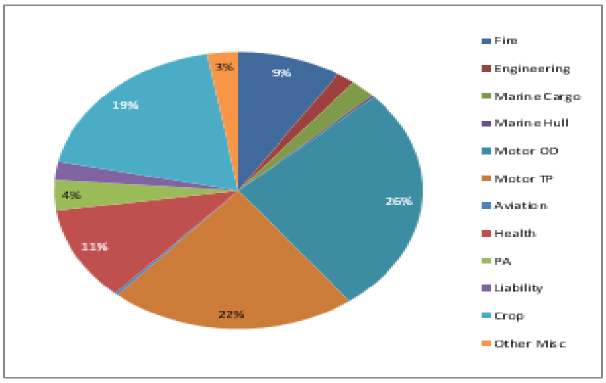
The total GWP of the private players had increased 36% year over year to ₹ 55,043 crore. Crop, Motor TP, health, and Personal accident segments were primarily responsible for the growth. The combined Motor segment comprises of approximately 48% of total GWP of the private sector, while crop now forms 19%, and health forms 11%. The private players are growing faster than the PSU players since the past few years. Growth of the private sector can be anticipated to outpace PSU growth during the financial year 2018.

Private Players

The following chart sets forth the break-up of GWP for private players:

[2] *The GWP for the industry is not available for financial year 2017. ICRA has used the GDPI data for financial year 2017, and applied the same ratio of reinsurances inward and acceptances from motor pool as financial year 2016.*





Notes: GWP figures are in ₹ crore (financial year 2017 numbers are derived from the GDPI data released)

Segment Performance

Fire Insurance

The fire insurance segment includes property insurance coverage. The segment has been growing steadily in the last three years. The private sector participation has been increasing with the players having higher bancassurance channel taking a larger chunk of the retail fire portfolio. The PSU players have the leading market share for Fire segment, but this has been increasing at a steady pace over the last three years. The net retention ratio for the fire segment as of the financial year 2016 was 63%, lower than the overall retention ratio. The non-retail portion of fire insurance would be large chunky exposure, and hence the re-insurance for the portion is higher.

The loss ratios for the fire segment has been steadily declining till the financial year 2016, but saw a sharp increase in the financial year 2017. The increase was across PSU 78% (compared to 50% in the financial year 2016), and Private sector companies 50.1% (compared to 30% in the financial year 2016). The loss ratio for the retail fire segment is lower, as compared to the corporate sector.

The following table sets forth the market share estimates for the fire insurance segment (amounts in ₹ crore):

Insurers (GDPI)	Quarter 1 of the Financial Year 2018		Financial Year 2017		Financial Year 2016		Financial Year 2015	
	Fire	Market Share (%)	Fire	Market share (%)	Fire	Market share (%)	Fire	Market share (%)
ICICI Lombard	313	8.7	745	7.8	633	7.3	545	6.8
SBI General	180	5.0	719	7.5	615	7.1	515	6.4
Bajaj Allianz	243	6.7	537	5.6	476	5.5	431	5.3
Tata-AIG	264	7.3	521	5.5	385	4.4	349	4.3
HDFC ERGO	179	5.0	516	5.4	422	4.8	375	4.7
Reliance General	137	3.8	299	3.1	259	3.0	189	2.3
Private sector total	**1,779**	**49.2**	**4,481**	**47.0**	**3,854**	**44.2**	**3,277**	**40.7**
New India	650	18.0	1,826	19.1	1,692	19.4	1,645	20.4
National	316	8.7	906	9.5	879	10.1	921	11.4
United India	513	14.2	1,359	14.2	1,311	15.0	1,251	15.5
Oriental	356	9.8	969	10.2	984	11.3	962	11.9
PSU total	**1,835**	**50.8**	**5,060**	**53.0**	**4,866**	**55.8**	**4,779**	**59.3**
Grand total	**3,614**		**9,541**		**8,720**		**8,057**	

Motor Insurance

The motor segment is broadly divided into two sub segments, motor (own damage), and motor (third party liability). The Motor TP segment pricing is regulated by IRDAI, and has largely been with the PSU players. The Motor-OD participation by the private players, and increased in the financial year 2017, with the private players collectively underwriting 62% of the total premiums. The top two players combined had a 20.3% of the market share of Motor-OD, however it has been on a declining trend. The Motor-OD segment is expected to further diversify within the private players, and also anticipates higher two-wheeler insurance through multi-year contracts.

The loss ratio for Motor OD has reduced for both PSU and private players in the financial year 2017[3]. The net loss ratio of the private players had reduced to 68% in the financial year 2017, from 87% in the financial year 2016. For the public players, the net loss ratio had declined to 79% in the financial year 2017 from 94%.

The following table sets forth the market share estimates for the motor insurance segment (amounts in ₹ crore):

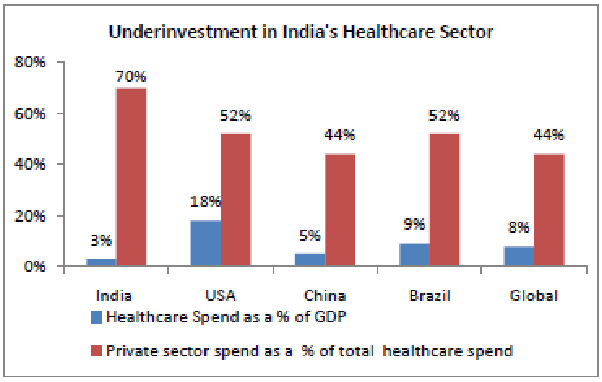
Insurers (GDPI)	Quarter 1 of the Financial Year 2018				Financial Year 2017				Financial Year 2016				Financial Year 2015	
	Motor OD	Market share (%)	Motor TP	Market share (%)	Motor OD	Market share (%)	Motor TP	Market share (%)	Motor OD	Market share (%)	Motor TP	Market share (%)	Motor Total	Market share (%)
ICICI Lombard	708	11.3	505	6.6	2,760	11.6	1,782	6.7	2,523	11.8	1,627	7.7	3,416	9.1
Bajaj Allianz	513	8.2	460	6.2	2,066	8.7	1,501	5.7	2,128	10.0	1,149	5.5	2,918	7.8
IFFCO-Tokio	373	6.0	377	4.9	1,528	6.4	1,445	5.5	1,329	6.2	1,078	5.1	2,142	5.7
Tata-AIG	376	6.0	275	3.6	1,230	5.2	791	3.0	897	4.2	514	2.4	1,225	3.3
Royal Sundaram	297	4.8	177	2.3	1,070	4.5	634	2.4	874	4.1	400	1.9	1,159	3.1
Reliance General	292	4.7	307	4.0	952	4.0	1,011	3.8	795	3.7	866	4.1	1,643	4.4
HDFC ERGO	275	4.4	185	2.4	941	4.0	661	2.5	602	2.8	573	2.7	1,052	2.8
Cholamandalam	255	4.1	381	5.0	916	3.9	1,243	4.7	751	3.5	917	4.4	1,279	3.4
Private sector total	**3,866**	**61.9**	**3,474**	**45.7**	**14,606**	**61.6**	**11,895**	**44.9**	**12,978**	**60.7**	**9,602**	45.7	**19,805**	**53.0**
New India	857	13.7	1,317	17.3	3,096	13.0	4,504	17.0	2,784	13.0	3,393	16.2	5,366	14.4
National	636	10.2	1,009	13.3	2,605	11.0	3,753	14.2	2,625	12.3	3,106	14.8	5,177	13.9
United India	526	8.4	1,162	15.3	1,997	8.4	4,046	15.3	1,713	8.0	3,016	14.4	4,169	11.2
Oriental	357	5.7	647	8.5	1,421	6.0	2,322	8.8	1,274	6.0	1,877	8.9	2,862	7.7
PSU total	**2,376**	**38.1**	**4,135**	**54.3**	**9,119**	**38.4**	**14,625**	**55.1**	**8,396**	**39.3**	**11,392**	54.3	**17,574**	**47.0**
Grand total	**6,242**		**7,608**		**23,725**		**26,520**		**21,373**		**20,994**		**37,379**	

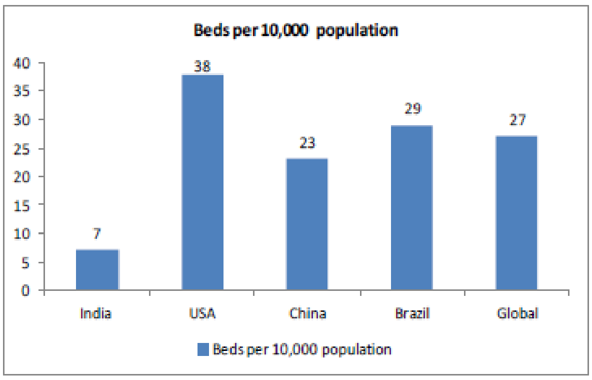
Health Insurance

The health insurance segment has seen a declining participation from the private players. The private player share has declined to 20.5% in the financial year 2017, from 26.8% in the financial year 2015. Rampant frauds, strong competition from specialized health players and economically unviable government schemes are preventing the private players from rapidly increasing the portfolio. PSU players have been steadily increasing their market share in the health segment from 60.2% in the financial year 2015 to 64% in the financial year 2017.

The net loss ratio in the health segment has seen a diametrically opposite movement for PSU and private players. Private players have largely concentrated the growth in retail health products, where net loss ratio is lower, and also beefed up their internal fraud detection units. This has resulted in the net loss ratio declining to 65.7% in the financial year 2017 (81% in the financial year 2016). The PSU insurance companies have been very aggressive in the pricing of products to gain market share, this however affected the net loss ratio which had increased to 124.6% in the financial year 2017 (95% in the financial year 2016).

The following graphs set forth certain details of healthcare spend and beds per 10,000 population:





The following table sets forth the market share estimates for the health insurance segment (amounts in ₹ crore):

Insurers (GDPI)	Quarter 1 of the Financial Year 2018	Financial Year 2017	Financial Year 2016	Financial Year 2015

[3] *The financial year 2017 data was manually calculated from the public disclosures. Historical data was sourced from the general insurance council yearbook 2016.*

	Health	Market share (%)	Health	Market share (%)	Health	Market share (%)	Health	Market share (%)
ICICI Lombard	546	5.9	1,791	6.0	1,481	6.0	1,550	6.8
SBI General	82	0.9	372	1.2	216	0.9	387	1.7
Bajaj Allianz	364	3.9	1,086	3.6	839	3.4	798	3.5
Tata-AIG	94	1.0	314	1.1	269	1.1	379	1.7
HDFC ERGO	209	2.2	749	2.5	633	2.5	943	4.2
Reliance General	317	**3.4**	344	1.2	537	2.2	520	2.3
Private sector total	**2,055**	22.1	**6,106**	**20.5**	**5,307**	**21.4**	**6,062**	**26.8**
New India	2,028	21.8	5,933	19.9	4,848	19.5	4,127	18.2
National	1,414	15.2	4,639	15.6	3,992	16.1	3,896	17.2
United India	1,495	16.1	5,219	17.5	4,123	16.6	3,409	15.1
Oriental	915	**9.8**	3,274	11.0	2,596	10.4	2,200	9.7
PSU total	**5,852**	**63.0**	**19,064**	**64.0**	**15,559**	**62.6**	**13,632**	**60.2**
Specialized health total	**1,378**	**14.8**	**4,629**	**15.5**	**3,982**	**16.0**	2,943	**13.0**
Grand total	**9,285**		**29,800**		**24,849**		**22,637**	

Crop Insurance

With the PMFBY scheme, the crop insurance segment has seen a tremendous growth in the last year. What is noteworthy is the participation of the private players, where the total GDPI has now increased to ₹ 9,865 crore (48.3% of total crop GDPI in the financial year 2017, up from 33.8% in the financial year 2016). PSU players (excluding AIC) have also increased their participation in last crop season, and now contribute to 18% of the total business. AIC whose ultimate owner is the GoI, has underwritten the bulk of business in the financial year 2016 and 2017.

The calculated net loss ratio[4] for the crop sector had improved to 86% in the financial year 2017, from approximately 200% in the financial year 2016. The net loss ratio for the sector is expected to remain elevated in the financial year 2018, due to unseasonal weather patterns (flooding in multiple states). However pricing discovery should also improve in the process.

The following table sets forth the market share estimates for the crop insurance segment (amounts in ₹ crore):

Insurers (GDPI)	**Financial Year 2017**		**Financial Year 2016**	
	Crop	**Market share (%)**	**Crop**	**Market share (%)**
ICICI Lombard	2,151	10.5	593	11.2
SBI General	312	1.5	106	2.0
Bajaj Allianz	1,450	7.1	368	6.9
Tata-AIG	448	2.2	65	1.2
HDFC ERGO	2,022	9.9	170	3.2
Reliance General	1,089	5.3	113	2.1
IFFCO-Tokio	1,255	6.1	-	0.0
Private sector total	**9,865**	**48.3**	**1,797**	**33.8**
New India	1,053	5.1	-	0.0
National	589	2.9	-	0.0
United India	1,110	5.4	4	0.1
Oriental	932	4.6	-	0.0
PSU total	**3,683**	**18.0**	**4**	**0.1**
AIC	**6,895**	**33.7**	3,509	**66.1**
Grand total	**20,442**		**5,310**	

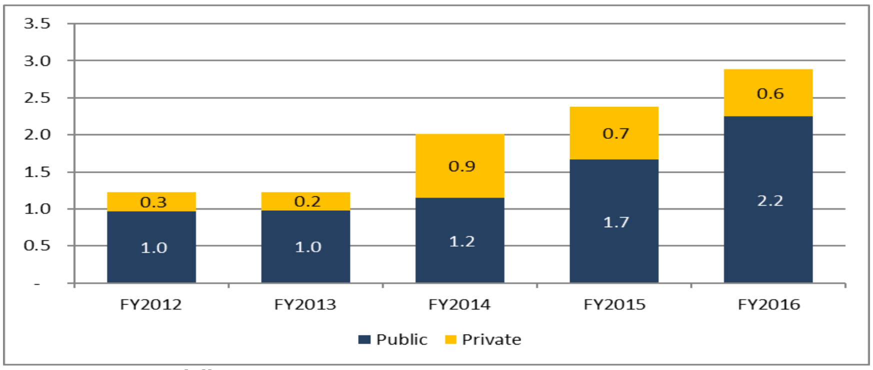
Claims Outstanding

The number claims in the general insurance industry have increased as the market increased in the same time frame. The PSU firms, with an aggressive growth between the years 2014 and 2017, witnessed a disproportionate growth in the claims outstanding. The private players to differentiate from each other and respond to PSU pressures in the pricing, have concentrated in addressing claims turn-around time. Hence despite an increase in the business underwritten, the claims outstanding had reduced from the 2014 to 2016 period.

The following chart sets forth public as compared to private outstanding claims:

---

4 *Net loss ratio calculated was through public disclosures of top 11 private sector entities only.*

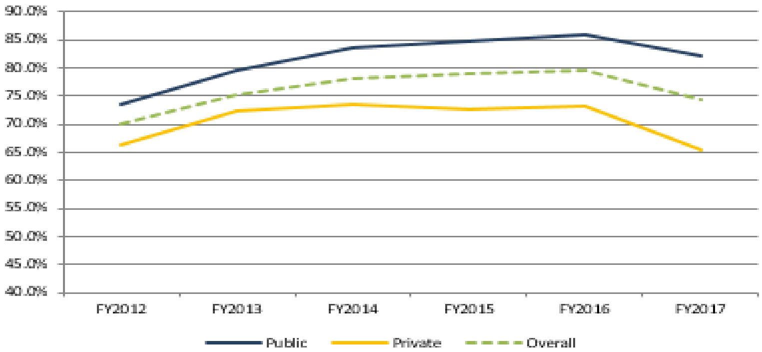


Note: Figures are in billion.

Retention of premium

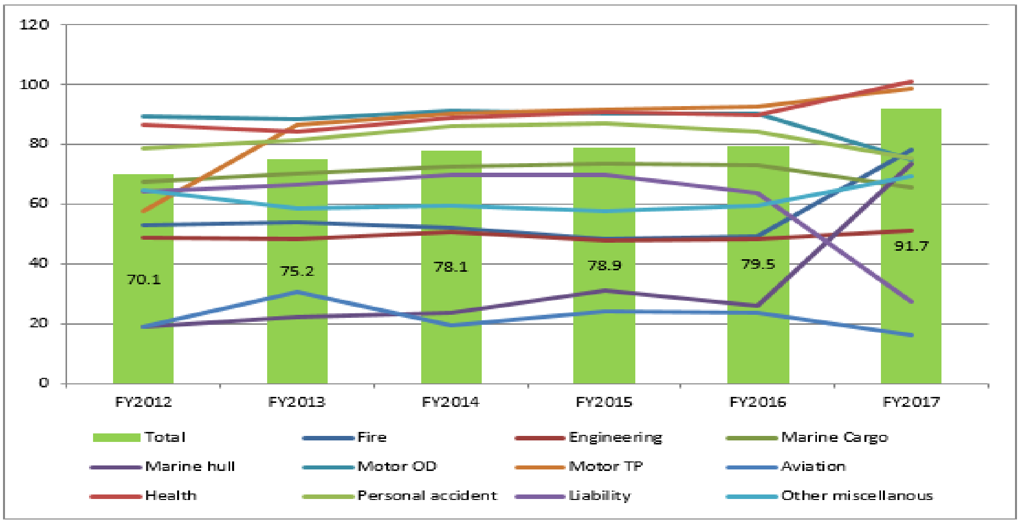
The retention ratio (Net Premium/Gross Premium) has shown a reversal of trends in 2016 and 2017. The effect was more pronounced in the private sector. A large reason for the reduction in the retention ratio is the increase of crop business underwritten in 2017, and 2016. The crop business typically has retention ratio of 15% to 20%, and as the private sector has underwritten the bulk of crop business in 2017, their retention ratio has seen a larger fall. IRDAI has periodically increased the licenses for foreign re-insurers to do business in India, this has helped the industry to better ascertain pricing and risk in the business.

The following chart sets forth the public as compared to private retention ratios:



Segment wise loss ratio

The following chart sets forth the segment wise loss ratio for private and public sector players combined:



Note: The figures are in %

PSU

For PSU general insurance companies, the overall loss ratios have been increasing in the last five years. With the increased competition from the private sector players, the PSU companies had become aggressive in pricing the products, which has resulted in correspondingly higher claims ratio. The health and motor-third party segments have had higher loss ratios, and as these form a large part of total premiums written by PSU general insurance companies (approximately 56% of total business premium in the financial year 2017), the loss ratios of these segment drive the total loss ratio of the PSU general insurance companies. The PSU general insurance companies have been aggressively building up their coverage in the government health schemes (which have high loss ratios), and also the motor third party liability segments (which have regulated prices, and high loss ratios).

Private

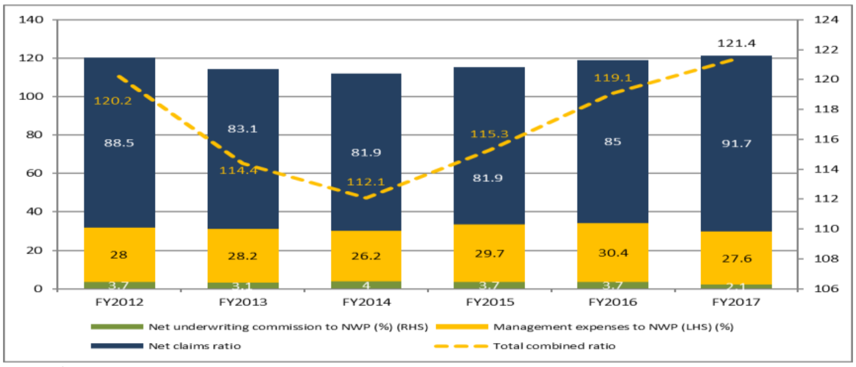
The private general insurance players have seen an increase in their loss ratios over the last five years, however it is lower than the PSU general insurance counterparts. Historically the motor portfolio has been the predominant segment for private players, but in the financial year 2017 crop starts to account for a large portion of the premium underwritten. The loss ratio has been high in motor OD segment, due to aggressive pricing initiated by the PSU general insurance players. The financial year 2017 also saw an increase in loss ratio for crop (at present accounted under other miscellaneous segments), but most of the private firms expect loss ratios to trend downwards as they get more experience in the market. As the retention in crop segment is very low, net claims would be lower than the business underwritten.

Expenses

The combined ratio for the sector has been trending upwards since the financial year 2014. A large reason for this is the PSU general insurance companies, whose combined ratio was approximately 130% in the financial year 2017. The higher claims ratio is the prime reason for the deterioration in combined ratio (from 82% in the financial year 2014, the net claims ratio has increased to 92% in in the financial year 2017). The PSU general insurance companies have started to rationalize the prices in the motor and health segments, which should help in the sector’s combined ratio for the financial year 2018.

A silver lining in the expense management was reduction of overall commission expenses, and management expenses. IDRA regulations on commission have helped to rationalize the expense. The increase in business and banking tie-ups have helped the management expenses to trend downwards.

The following chart sets forth the combined ratio for the sector:

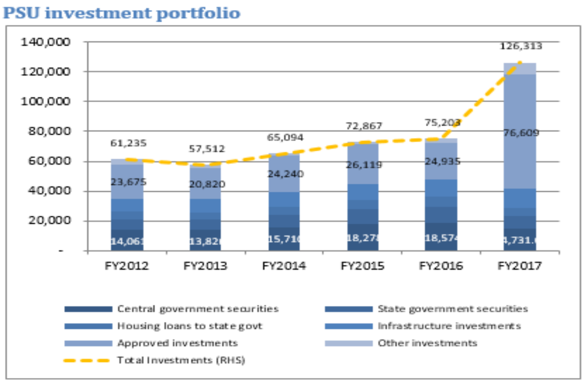


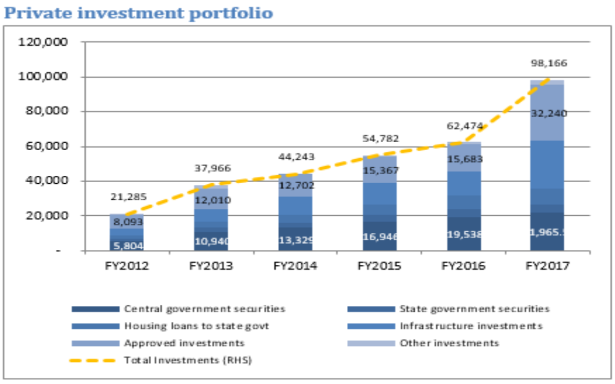
Note: figures in %

Investment pattern

The investment book of the general insurance industry had increased in the financial year 2017. Approximately 30% of the total investment book was in the government/state government bonds (a large part of it is by the private general insurance players). Equity investments (under approved investments) have increased, and are largely held by the PSU general insurance players, who also have a sizeable unrealized gains on the equity book. The investment yield in the financial year 2016 was the highest in last five years, due to a strong equity and debt market rally. The government bond yields started declining in the financial year 2017, and the equity market had a volatile year in the financial year 2017, due to which the overall yield fell by approximately 50bps in the period.

The following charts sets forth the investment portfolios:



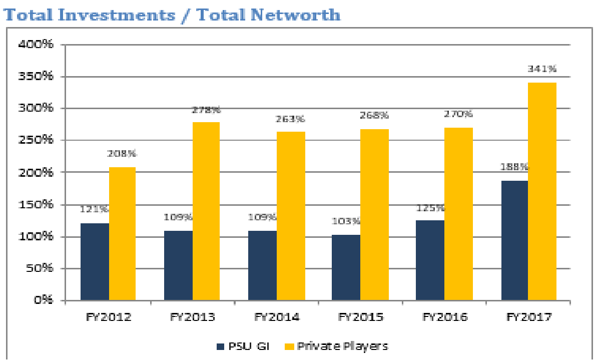


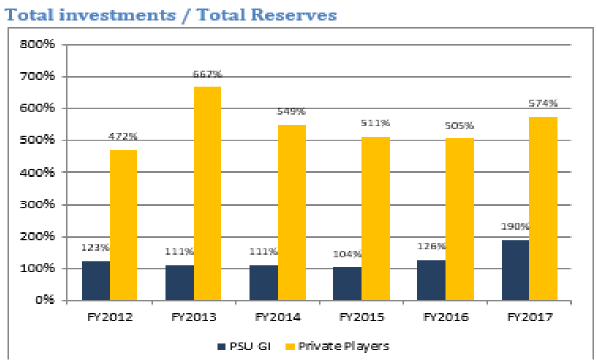
Note: figures in ₹ crore

Investment portfolio growth

The quantum of investment when compared to the total net worth of both the private players and the PSU general insurance players are presented in the chart below. The private players historically had a higher investment book compared to PSU general insurance companies, which saw a sharp increase in the financial year 2017 (as business volumes picked up). The PSU general insurance company's reported net worth includes approximately ₹ 45,000 crore of fair value of the investments. If this was excluded the total investments / total net worth ratio for the financial year 2017 would increase to approximately 573%.

The following charts set forth total investment/ total net worth and total investment / total reserves:

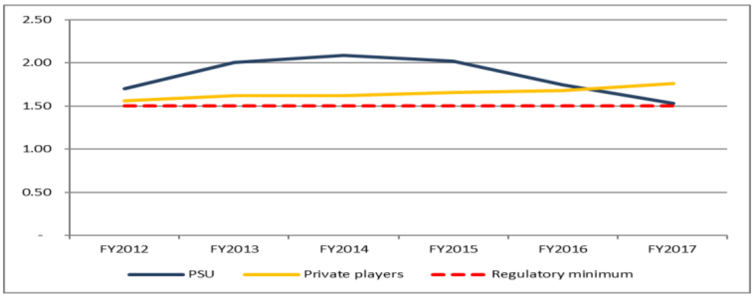




Capitalization and solvency levels

PSU's solvency levels continue their downward trend due to high underwriting losses, a rapid increase in by undercutting premium prices, and consequently higher claims ratio. The median solvency ratio of the PSUs falls below the regulatory minimum due to solvency of National Insurance Limited and Oriental Insurance Limited. It should be noted that the PSU's have an aggregate amount of ₹ 45,400 crore in the fair value change account ("**FVA**") which forms close to 56.5% of the current technical reserves. These reserves are not counted for regulatory solvency calculation.

The following chart sets forth a comparison between the public, private and regulatory minimum for the solvency ratio:



Channel distribution

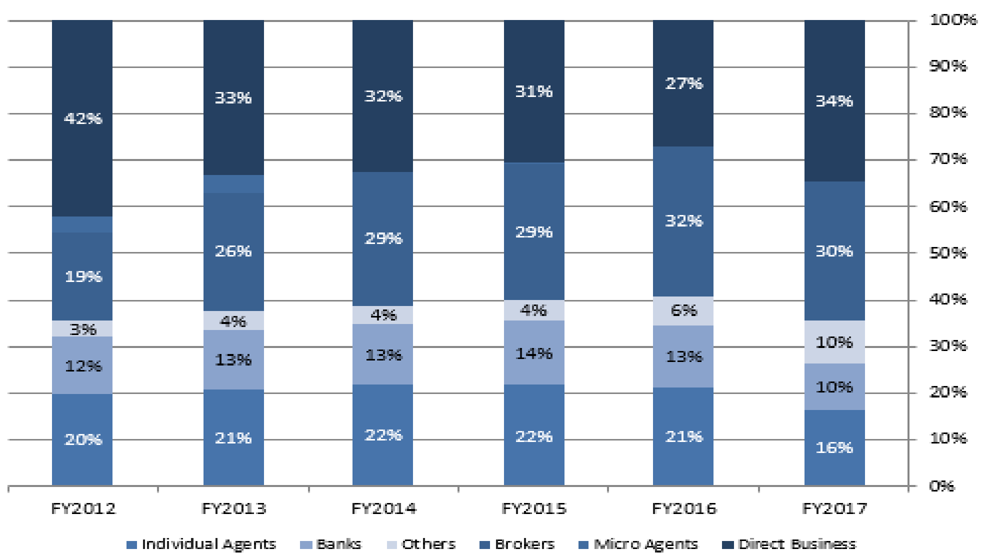
The share of business from the direct business channels has increased for both PSUs and select private players. The share of business originated by individual agents saw a reduction in the financial year 2017 for both select private players and PSUs. The new regulations on agent commission are partly related for the decline, however almost all of the insurance players have re-affirmed the importance of the individual agent channel. With the onset of new financial players (including small finance banks, payment gateways), it can be expected that the general insurance companies to leverage new distribution opportunities. With banks being allowed to distribute products of more insurance companies, it is expected that this channel will gain traction. The commencement of small finance banks and payment banks will further aid the cause. At the same time, the digitalisation of economy will also aid in improving the reach of insurance products to the masses. The industry has seen some movement here with India Post Banks announcing that they will start selling insurance products from the financial year 2018 onwards, this will provide a much required reach for the both private and PSU players. In addition, the insurance industry will directly benefit from the government's push towards digitization of the economy.

IRDAI has initiated a common portal for the insurance companies to sell their products, along with "web aggregators" these channels can be anticipated to increasingly form a meaningful revenue channel.

IRDAI has set rules for e-commerce of insurance products, and all existing players will also have to comply with the regulations (in three months). The key points to note:

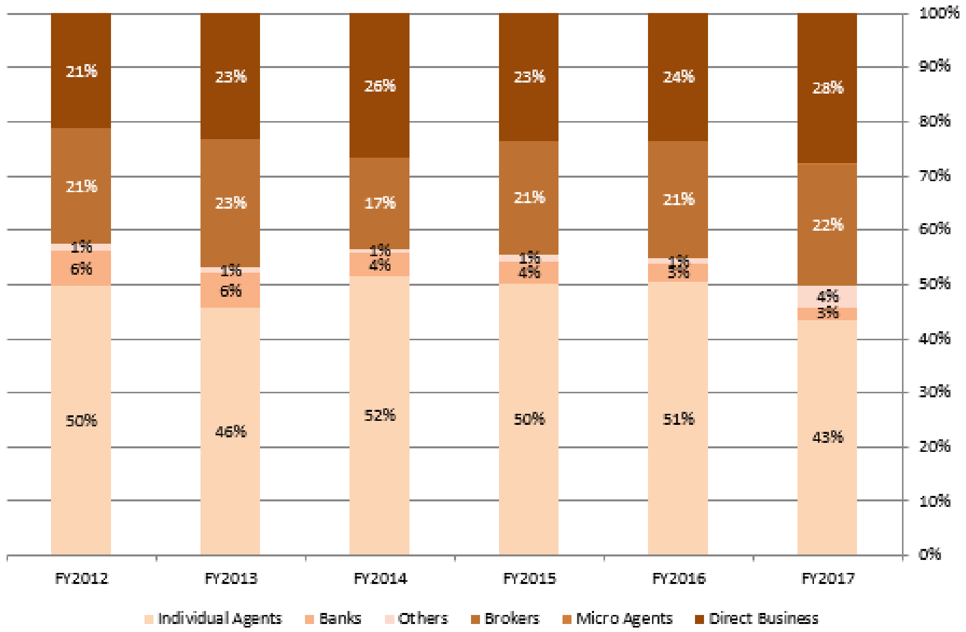
- The regulator has beefed up audits for the e-commerce companies (financial and systems audit).
- Discounts, cashbacks, promotional activities will be regulated by IRDAI.
- The commissions of the intermediary selling through its website would be governed by the *"Payment of commission, remuneration or reward to insurance agents and insurance intermediaries Regulations, 2016.*

The following chart sets forth the channel distribution mix of select private players[5]:



[5] *The private players channel mix considered here are the top 11 private players by GDPI, and they form approximately 94% of total private player GDPI in financial year 2017.*

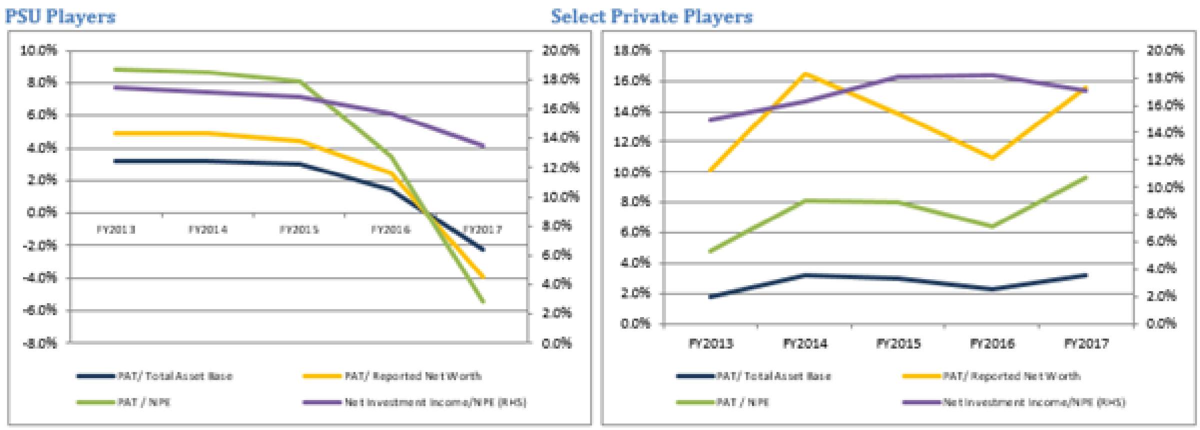
The following chart sets forth the channel distribution mix of PSU players:



Profitability

In the past, the underwriting losses of the PSU general insurance entities, were absorbed by the investment income. However an aggressive business increase in the financial year 2017, resulted in higher claims ratio. The underwriting losses of the PSU were larger than the investment income, which resulted in sharp net losses.

The following chart sets forth the profitability of PSU Players and select private players[6]:



For the private players analyzed, the decline profitability witnessed between the financial years 2014 to 2016 was reversed in the financial year 2017. Despite a marginal decline, the investment income yields to a better underwriting performance, along with a control in the operating expense has resulted in the ROE, and ROA improving in the financial year 2017.

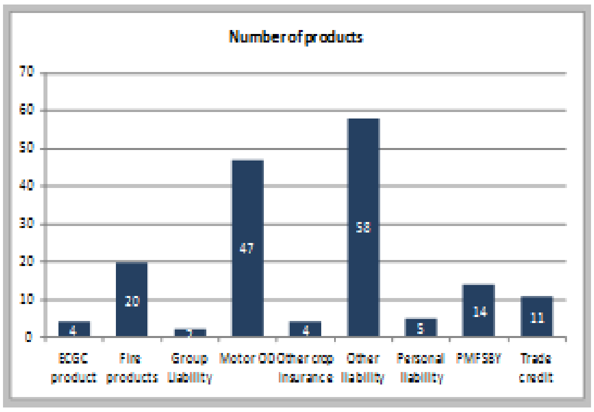
New products introduced in the financial year 2017

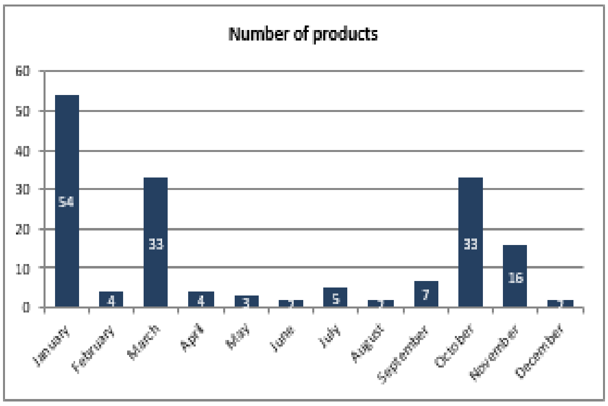
In the financial year 2017, a total of 165 new products were introduced in the Indian general insurance industry. Of these, around 91 products were introduced in the March, 2017 quarter. Of the new products introduced, around 47 were for Motor OD segment, 58 were other liability products, and 31 products were for the fire and

[6] *The select private players include the top 11 private players by GDPI, who also form 94% of total Private GDPI for financial year 2017*

trade credit segments.

The following chart sets forth new production introductions (segment wise, month wise):



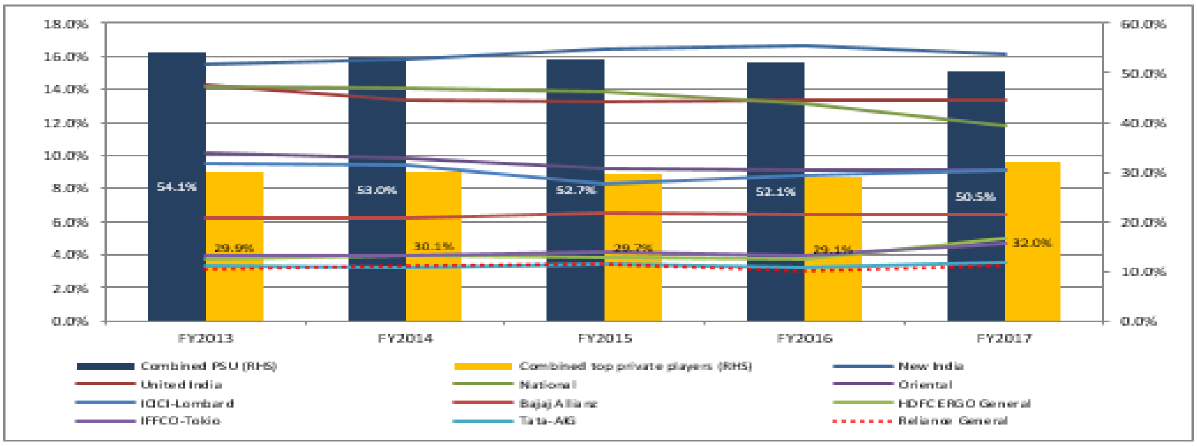


Performance of the top ten players

Market Share

In the last five years, the general insurance industry has witnessed an intense competition from the private players. The PSU general insurance companies have reluctantly ceded market share, but not before an aggressive pricing in certain large segments like motor and health. The PSU general insurance players have ceded approximately 400 bps of market share in the last five years, of which approximately 200bps was gained by the top six private players. The PSU general insurance companies are expected to rationalize their pricing in certain segments like health, and motor TP, which would help the profitability but will come with a cost to the market share. The private players with who have strong banking tie-ups stand to gain the most in the process. The banking tie-ups help the general insurance companies to reduce cost, and leverage on the bank presence. Correspondingly, private players are expected to attach to large banks like ICICI, HDFC, and SBI to gain market share in the next two years.

The following chart sets forth market shares of the top 10 players:

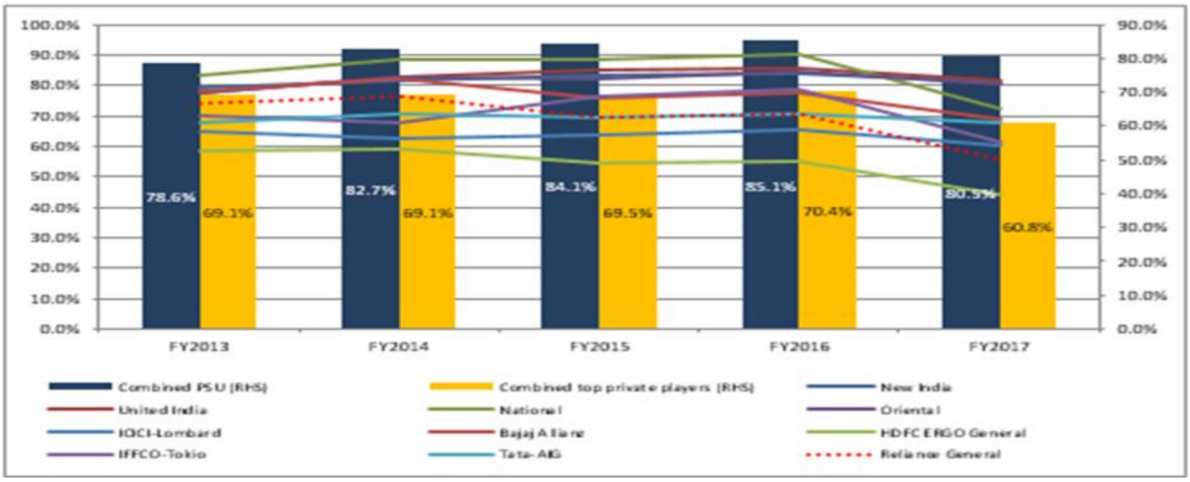


Operating Performance

A healthy re-insurance industry helps mitigate concentration risks for general insurance players. IRDAI has been supportive of the entry of foreign players in the Indian re-insurance market, and has granted eighteen approvals to cross border re-insurers (in April, 2017) which will help in pricing of re-insurance. Cross-border reinsurers are those who do not have a physical presence in India but carry on reinsurance business with Indian insurance companies. The retention ratios for both PSUs and select private players saw a drop in the financial year 2017, this was primarily due to the rapid growth of the crop insurance portfolio which traditionally has lower retention ratios. The trend where PSUs have a higher retention rate compared to private players continues in the financial year 2017 and is a reason for higher underwriting losses experienced by PSUs. The higher retention ratios of the PSUs in health and motor segments, also results in higher underwriting loss witnessed due to a high loss ratio in these segments. With increasing incidence of catastrophic events, the retention ratios will assume greater importance as insurers attempt to contain losses on large exposures.

Net retention ratio

The following chart sets forth the net retention ratio of the top 10 players:



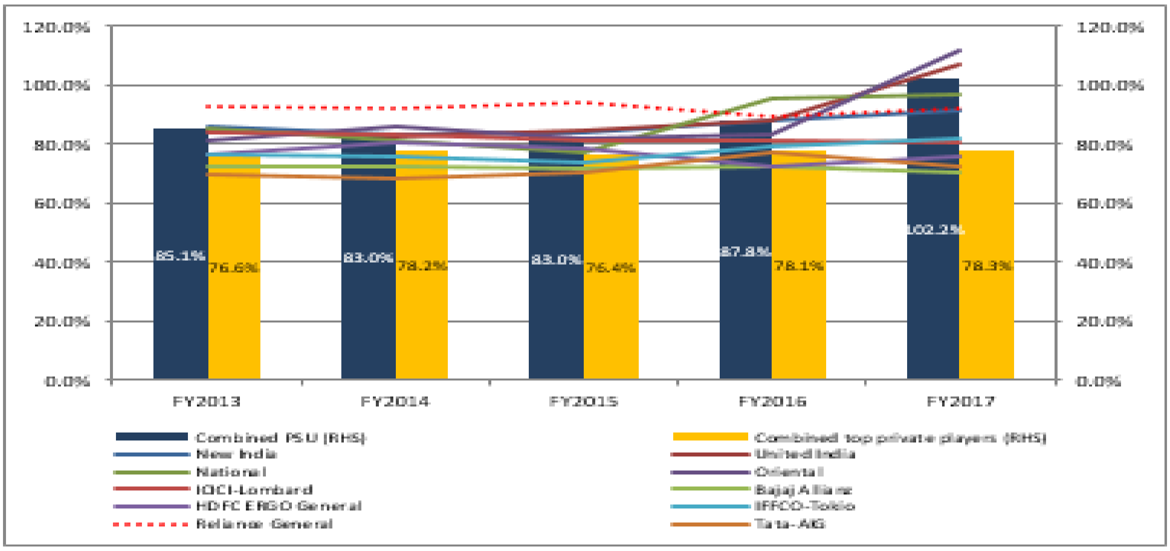
In the financial year 2017, the combined ratio for PSUs increased, including an increase in claims ratio, which was offset by lower expense ratio. The combined ratio for the top private players reduced in the financial year 2017, with lower underwriting losses in the financial year 2017. The combined ratio of private players can be expected to continue in its improvement, as pricing in motor and health insurance rationalise. PSUs are now in a capital conservation mode which should further reduce the expense ratio, as operations become more efficient. PSUs will also benefit from rationalising prices, which could result in loss of market share but will help in improving the loss ratios.

The cumulative net loss ratio (or net claims ratio) for the combined sector (PSUs + top private players) had increased the financial year 2017. Of this PSUs had a higher net loss ratio compared to the top private players. For PSUs the loss ratios in the Motor-TP, and Health sector are high. Competitive pricing and the low profitability of government health schemes has resulted in lower participation by the private players. The low participation has also resulted in private players containing the risk in these segments compared to PSUs. Loss ratios on the motor TP segment could reduce with the Motor Vehicle Amendment Bill aiming to cap the liability at ₹ 10 lakhs (at present there is no ceiling on Third Party liability). In addition the general insurance council and a third party risk solutions company have collaborated to set-up a central repository for insurance frauds, this would greatly result in a reduction in the frauds in health insurance products.

The Crop segment had seen a rapid increase in the financial year 2017, however the loss ratio for the segment is low due to lower retention. The loss ratio in the crop segment can be expected to remain contained, due to a large proportion of the premiums being re-insured.

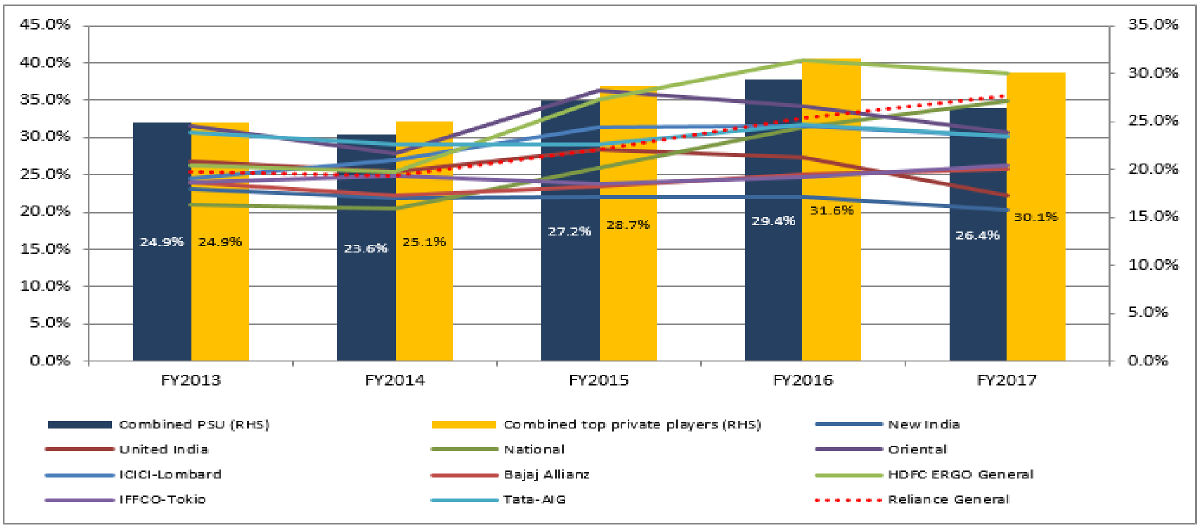
Claims ratio

The following chart sets forth the ratio claims of the top 10 players:



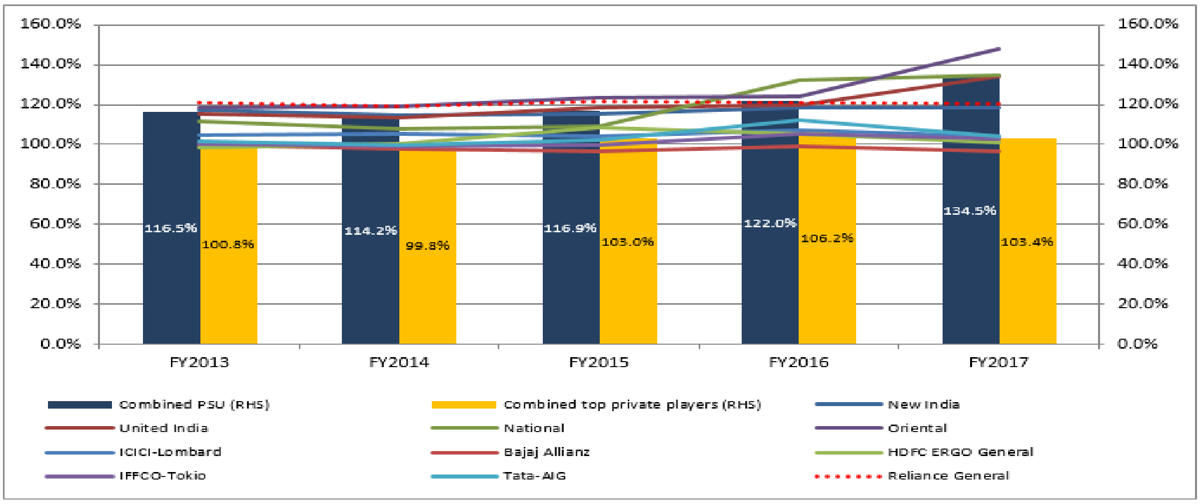
Expense ratio

The following chart sets forth the expense ratio of the top 10 players:



Combined ratio

The following chart sets forth the combined ratio of the top 10 players:



In the past, the increasing underwriting losses of PSUs were adequately cushioned by their investment earnings. However in the financial year 2017, the underwriting losses of the PSU players exceeded the investment income, which resulted in sharp net losses. The top private players have continued to demonstrate a better underwriting performance with underwriting losses standing much lower. During the financial year 2017, investment income had declined at a sharp pace for the PSUs due to a fall in yield across its debt portfolio, and marginal gain on investment portfolio sold. The investment of the top private players had a decline, as they booked gains on their portfolio to stem the lower yields.

With profitability remaining weak for many smaller players, it can be expected that there will be some consolidation in the space (especially with the PSU players). Generally, insurers take over a decade to start generating net profits, however, there are still a number of players with longer periods of operations that are far from achieving a positive bottom-line. The PSUs are expected to tap the equity capital market (through IPO). With premium collection growth rate expected to be above-average for the financial year 2018, the investments (in human resources and systems/processes) made over the years could aid in improvement in profitability for a few players.

Capital raising

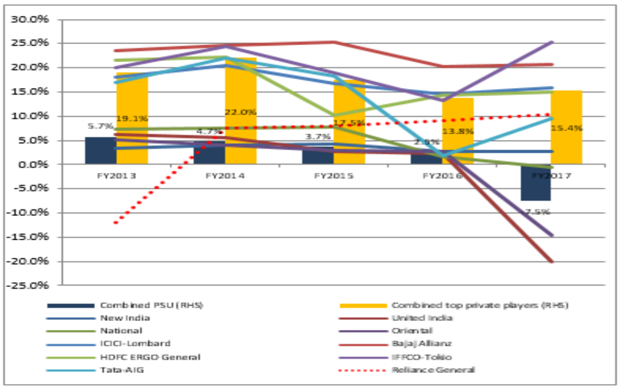
The equity issuance by the PSU general insurance companies was minimal in the last five years (approximately ₹ 50 crore), although the solvency ratio of the sector is low. Any large capital infusion by the government into the entities is not to be expected. There is a possibility of issuance of subordinated debt by some of the PSU general insurance companies to shore up their solvency ratio. The top private players are established players in general insurance and have been generating profits to fuel the business growth. In addition they have also raised approximately ₹ 1,243 crore of subordinated debt in the financial year 2017, to help the growth in the business. Private players are expected to increasingly raise subordinated debt to grow the business in the financial year 2018.

Profitability parameters

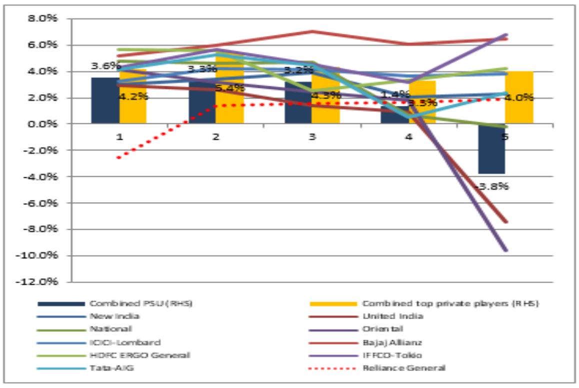
Due to high underwriting losses, and a declining investment income, the PSU general insurance companies have reported a combined net loss for the financial year 2017. The top private players have fared better due to improving loss ratios, a controlled expense profile, and for some player's support of the large banking partner. A marginal improvement in the PSU general insurance portfolio is to be expected, as they rationalize on the pricing for health and motor products, and have better expense management before listing for a public issuance. The top private players are also expected to show a continued improvement in the operating metrics, and lower loss ratios. Apart from Bajaj Allianz General Insurance, none of the general insurance players have been able to post an underwriting profit.

The following charts set forth certain industry ratios:

ROE



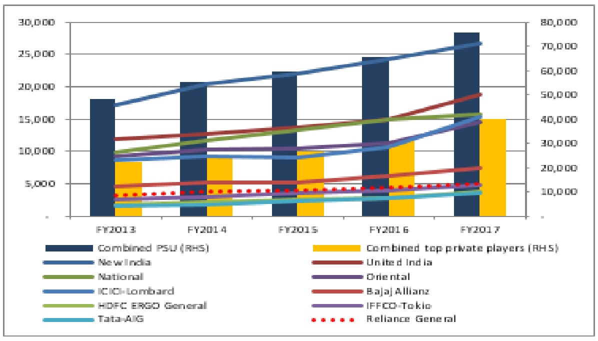
ROA

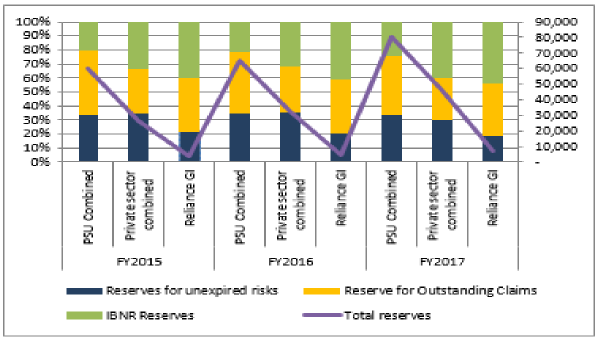


Reserving trend

The PSU general insurance companies have a higher technical reserve amount set aside, this is in relation to the business underwritten by the general insurance companies. As the PSU GIs have a high proportion of motor-TP business, they have to set aside higher reserves. Motor TP liability takes three to four years for a claim to resolve, and as the liability at present is unlimited, the corresponding reserves have to be higher. One PSU general insurance company was penalized by the regulator to under-reserve for the motor TP pool in the financial year 2017. The private players have higher IBNR reserves when compared to the PSU players, despite having a lower proportion of Motor-TP business. This indicates the private players are better reserved when compared to the PSU. The total technical reserve set aside by both PSU and private players was approximately 1.4 times the business underwritten in the financial year 2017.

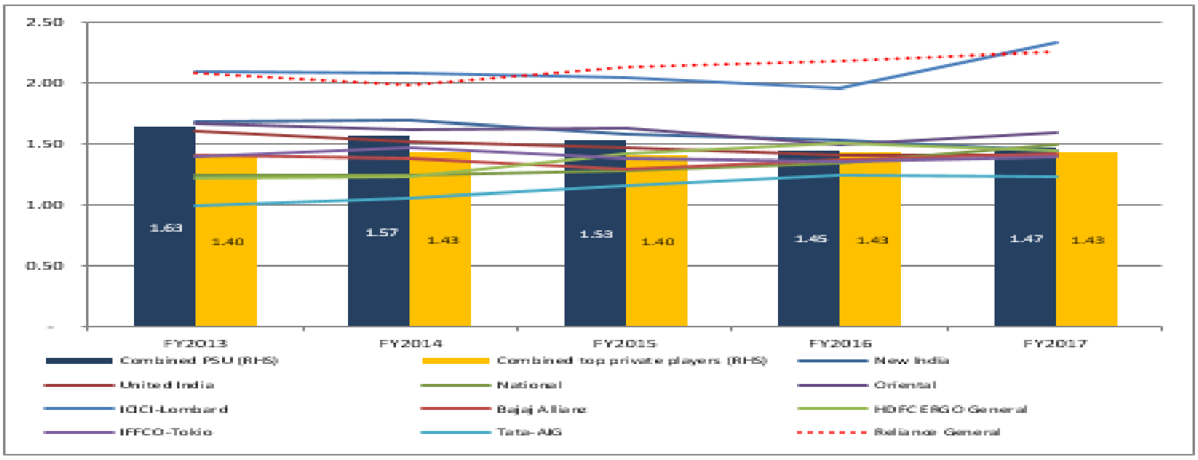
The following charts set forth the technical reserves:





Note: figures in ₹ crore

The following chart sets forth technical reserves over NPW:



Note: figures in ₹ crore

Grievance Redressal

Private sector players are working towards a reduction in complaints, and also a faster redressal for complaints received. With insurance products being commoditized, service levels will likely be a key differential for insurers. This should entail players to improve upon the grievance redressal parameters.

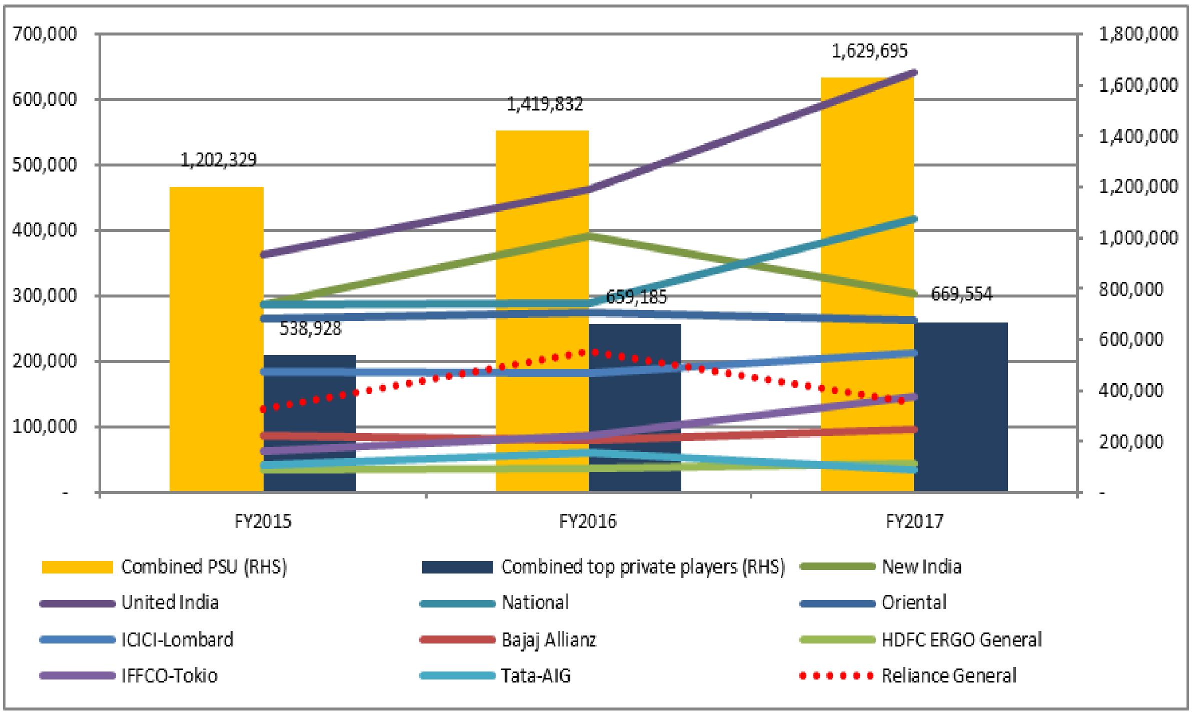
The following table sets forth the total number of policy complaints (current year) per 10,000 policies (current year):

Total no. of policy complaints (current year) per 10,000 policies (current year)	Financial Year 2015	Financial Year 2016	Financial Year 2017	Number of claims (2017)
ICICI-Lombard	2.73	2.31	1.33	538,232
Bajaj Allianz	2.00	2.00	-	259,298
HDFC ERGO General	2.25	2.07	2.30	95,830
IFFCO-Tokio	0.57	0.92	0.31	906,624
Tata-AIG	16.86	13.77	2.77	135,941
Reliance General	0.51	0.75	0.59	99,541
United India	0.08	1.07	1.51	999,159
National	0.58	1.09	0.35	1,748,875

Claims Settlement Performance

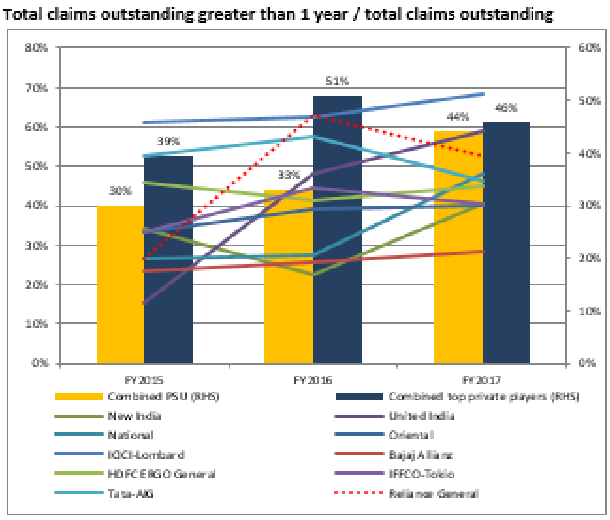
The outstanding claims for the top 10 players have seen an increase over the past two years. However, PSU players had a majority of outstanding claims which has seen an increase over the past two years. Select private players have seen a marginal increase in outstanding claims in the financial year 2017.

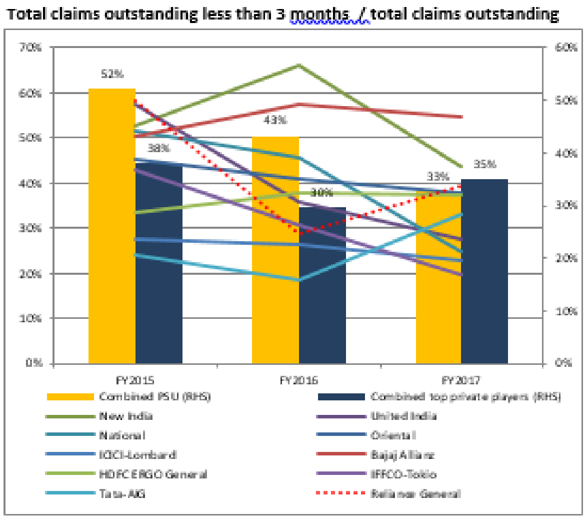
The following chart sets forth performance of claims settlement:



The time it takes for the settlement of claims had seen an improvement as indicated in the chart below. Claims outstanding for greater than a one year (total claims outstanding greater than one year / total claims outstanding) tenor has seen a gradual improvement (especially for the PSU players), while there has been a higher proportion of the claims outstanding in the less than three months (total claims outstanding less than three months / total claims outstanding). As insurance becomes commoditised, the service and claim settlement turn-around time will become a key selling point, and is bound to improve further.

The following chart sets forth the total claims outstanding:





Claims Settlement ratio

	Financial Year 2017			Financial Year 2016			Financial Year 2015		
	Claims Settlement Ratio (%)	**Claims settled during the year**	**Claims reported during the year**	**Claims Settlement Ratio (%)**	**Claims settled during the year**	**Claims reported during the year**	**Claims Settlement Ratio (%)**	**Claims settled during the year**	**Claims reported during the year**
PSU									
New India	103	1,231,383	1,196,029	110	697,111	632,901	104	806,022	775,458
United India	93	999,159	1,075,392	83	762,114	915,673	95	607,055	638,053
National	93	1,748,875	1,880,786	101	413,009	409,849	96	373,697	390,750
Oriental	128	467,704	364,505	118	414,825	351,670	124	374,290	302,688
Combined PSU	**98**	**4,447,121**	**4,516,712**	**99**	**2,287,059**	**2,310,093**	**103**	**2,161,064**	**2,106,949**
Private									
ICICI-Lombard	83	444,296	538,232	94	364,924	387,864	89	312,391	349,789
Bajaj Allianz	103	266,567	259,298	105	231,736	220,781	109	197,652	181,718
HDFC ERGO General	80	76,980	95,830	89	72,746	82,062	80	58,769	73,262
IFFCO-Tokio	95	857,929	906,624	98	636,053	649,163	101	489,113	484,870
Tata-AIG	92	124,581	135,941	83	115,773	140,261	88	102,673	116,176
Reliance General	98	97,426	99,541	72	160,855	223,949	95	217,412	228,631
Combined top private players	**92**	**1,867,779**	**2,035,466**	**93**	**1,582,087**	**1,704,080**	**96**	**1,378,010**	**1,434,446**

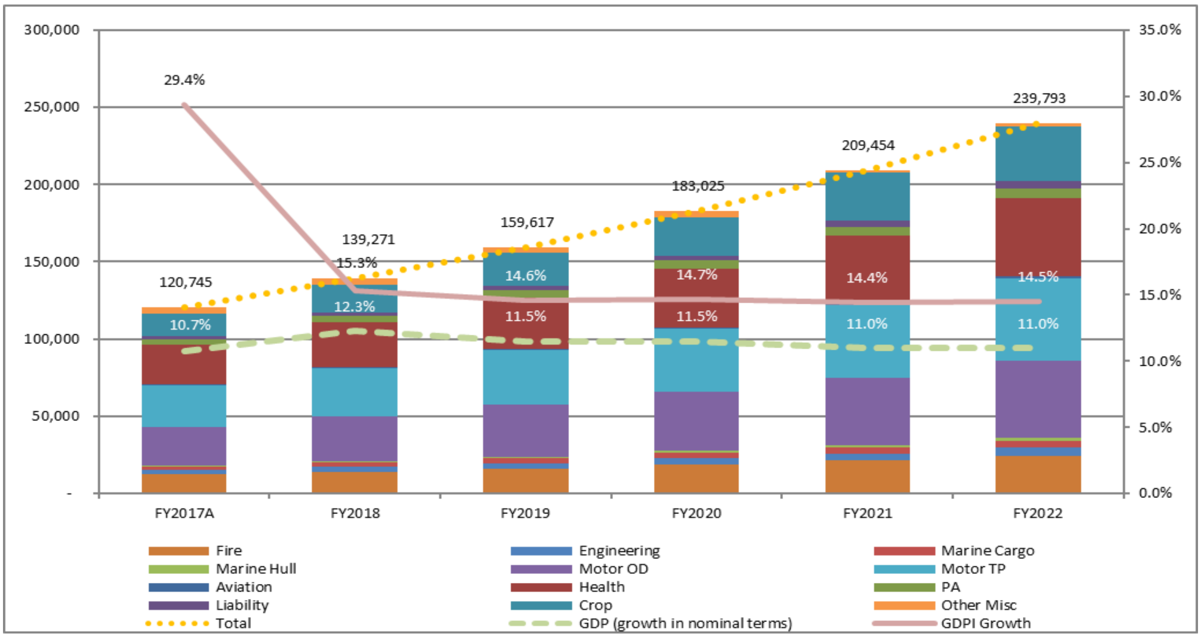
Outlook for the Industry

The Indian general insurance GWP (excluding standalone health entities, and specialized insurers) is expected to grow at a CAGR of 15% for five years till the financial year 2022. The total GDPI for the financial year 2018 is estimated to increase to ₹ 139,271 crore, and further to ₹ 239,793 crore. The assumptions we have factored in:

- Improvement in the insurance penetration to approximately 1.03% (in the financial year 2022) from the current penetration of 0.8%. A higher insurance education and reforms by the government (especially in healthcare, and motor vehicles) will aid in the increased penetration. For comparison, the average insurance penetration in Asia is 1.5% (in the financial year 2016).

- Improvement in insurance density to USD 23 per capita by 2022 from the current rate of USD 13 per capita. A higher GDP will entail an increase in the spending of general insurance companies per capita to safeguard assets. For comparison the average insurance density in Asia is USD 371 per capita (for the financial year 2016)

The following chart sets forth the GWP estimates:



***Outlook for the fire insurance segment*:** The fire segment is expected to increase in-line with the previous years. Pricing pressure on the corporate portfolio will remain intense, but the retail fire portfolio should have a better performance. The GWP is expected in the fire segment to increase to ₹ 12,400 crore in the financial year 2018 (GDPI of approximately ₹ 10,360 crore) while loss ratios are expected to remain elevated.

***Outlook for the motor insurance segment*:** The GWP in Motor-OD segment is expected to increase to ₹ 29,000 crore (GDPI of approximately ₹ 26,300 crore) in the financial year 2018. The Motor-TP portfolio should also benefit from a faster resolution process under the Motor Vehicles Amendment act 2016.

***Outlook for the health insurance segment*:** The health segment is expected to increase to GDPI to ₹ 29,217 crore in the financial year 2018 (excluding specialized health). The health portfolio should benefit by an easing of aggressive pricing by PSU companies, as they focus to improving their profitability ahead of their IPOs.

***Outlook for the crop insurance segment*:** The Crop segment is expected to increase GDPI to ₹ 18,105 crore in the financial year 2018. Higher participation by the PSU players, and better prepared private players should help the segment.

OUR BUSINESS

Overview

We are one of the leading private-sector general insurance company's in India. Based on our gross direct premium income ("**GDPI**") for the quarter ended June 30, 2017, we are among the five largest private sector general insurance companies in India, according to the ICRA Report. We offer a comprehensive and well-diversified range of insurance products in the motor, weather and crop, health, fire and engineering, and marine insurance sectors, as well as in other miscellaneous insurance business lines, which we provide through multiple distribution channels. In the financial year 2017, we issued over 4.10 million policies and our total GDPI was ₹39,353.51 million. GDPI for the financial year 2017 included: ₹19,626.52 million, or 49.9% of total GDPI, from motor insurance, ₹10,894.35 million, or 27.7% of total GDPI, from weather and crop insurance, ₹3,443.30 million, or 9.7% of total GDPI, from health insurance, ₹3,529.66 million, or 9.0% of total GDPI, from fire and engineering insurance and ₹499.93 million, or 1.3% of total GDPI, from marine insurance. We also participate in a number of insurance schemes promoted by the Government, notably in respect of weather insurance, crop insurance and mass health insurance.

As at June 30 2017, in addition to our own direct distribution through our branches, call center and website, our extensive multi-channel distribution network comprised individual and corporate agents (including bancassurance partners and NBFCs) as well as a significant number of brokers, and other intermediaries such as web aggregators. According to the ICRA Report, our distribution network comprised the highest number of individual agents of any private sector company in the general insurance industry in India.

We focus on enhancing customer experience in order to retain and grow our customer base. This is reflected in particular in our consistent and continuing investment in IT platforms, designed to simplify customer service (both in respect of sales and claims) and also in our ability and desire to maintain a diverse product suite to meet the equally diverse needs of customers.

Our IT capabilities are critical to the efficient operation and performance of our business and one of the key contributors to our success as well as our future growth. Our strong IT infrastructure and web and portal based products provide comprehensive solutions to our core business functions such as sales and distribution of policies, policy servicing and administration, claims management, workflow management, human resource management and customer relationship management.

We are promoted by Reliance Capital Limited, an RBI registered non-banking finance company with business interests in asset management and mutual funds, life insurance, commercial lending, home finance, stock broking, wealth management services, distribution of financial products, asset reconstruction and proprietary investments, in addition to general insurance. Reliance Capital Limited is a part of the Reliance Group which has business interests in financial services, telecommunications, power, energy, infrastructure, and defense. The Reliance Group is led by Mr. Anil D. Ambani, one of India's prominent business leaders.

We have received numerous industry awards in recent years including:

- "Model Insurer Asia Data & Analytics" (Celent Model Insurer Asia Award – 2017);
- "General Insurance Company of the Year" (Annual Insurance India Summit & Awards – 2017);
- "General Insurance Company of the Year" (ABP News BFSI Awards – 2017);
- "Best Multi-Channel Integrated Marketing Campaign" and "Best Overall Use of Social Media" (Global Marketing Excellence Awards – 2016); and
- "Best Product Innovation" (The Indian Insurance Awards – 2016).

Our GDPI has increased at a compound average growth rate ("**CAGR**") of 18.3% to ₹39,353.51 million in the financial year 2017 from ₹20,100.06 million in the financial year 2013. Our net profit after tax has increased to ₹1,287.28 million in the financial year 2017 from a loss of ₹372.80 million in the financial year 2013. Our solvency ratio as at June 30, 2017 was 1.70x compared to the IRDAI-required control level of 1.50x.

As a general insurance company, in accordance with applicable regulations, we generally receive premiums significantly prior to when we are required to make payments in settlement of claims, which follows the reporting and processing of such claims. This leave us with investible assets for the intervening period which we are required to invest in accordance with IRDAI Investment Regulations. Our investment policy is designed with the objective of effectively investing, supervising, monitoring and evaluating all activities pertaining to fund management. As of June 30, 2017 and March 31, 2017, we had an investment portfolio of ₹68,878.53 million and ₹67,242.66 million, respectively. Our investment portfolio increased at a CAGR of 19.9% between March 31, 2013 and March 31, 2017. In the financial year 2017, our investment portfolio generated yield on average investments (including unrealized gains) of 9.0%. Debt investments made up 98.9% and equity investments 1.1% of our total investments as at March 31, 2017. See "—*Investments*" beginning on page 157.

Our Competitive Strengths

We believe that we benefit from the following competitive strengths:

Comprehensive Product Suite

We offer a wide a variety of insurance products, which allows us to achieve significant market penetration and contributes to our large customer base. We currently offer insurance products in the motor, weather and crop, health, fire and engineering, marine, and other business lines, to a diverse set of customers including individuals, governments, government entities, large corporates and SMEs. In the financial year 2017, motor, weather and crop, health, fire and engineering, marine, and other products contributed 49.9%, 27.7%, 9.7%, 9.0%, 1.3% and 2.5%, of our GDPI respectively. By offering a wide variety of products we aim to improve the experience of our customers by allowing them to service their broader insurance needs through a single agent and increasing customer awareness of other products, while also allowing us to deepen our relationships with our customers by enabling us to target a greater share of their requirements. We benefit from the size of our customer base as we are then also able to cross-sell other insurance products to customers who may have originally only sought one particular product. We also believe that our diverse portfolio of insurance products enables us to effectively manage our business through pricing cycles. In the financial year 2017 we sold over 4.10 million policies including, over 3.50 million motor insurance policies and over 200,000 health insurance policies.

We have created strong product design, marketing and sales capabilities, and continually modify our product offering based on government initiatives and customer demand. Our products are designed for a diverse customer base with features and premium requirements customized for specific customer segments. For example, we were able to increase our GDPI as result of the growth of the weather and crop insurance market in India by offering products with features specifically designed to meet the needs of farmers and the criteria of government sponsored programs.

Extensive Multi-Channel Distribution Network

As at June 30 2017, our extensive multi-channel distribution network comprised over 25,200 individual and 28 corporate agents (including both public and private sector banks and NBFCs) as well as a significant number of brokers, bancassurance partners (including NBFCs) and other intermediaries such as web aggregators, and was supported by 129 branches in 112 cities, across 25 states and union territories in India. According to the ICRA report, our distribution network comprised the highest number of agents of any private company in the general insurance industry in India. For the financial year 2017, GDPI generated from our individual agents, brokers and corporate agents contributed 31.8%, 19.0% and 4.1%, respectively, of our total GDPI, while direct sales contributed 45.1% of our GDPI.

Our multi-channel network is diversified and so reduces dependence on any single distribution channel, and also enables us to access a broad range of customers across industries, geographic locations, income groups and customer demographics. As no one distribution channel or partner is individually significant in our business, we are not exposed to concentration risk in respect of their performance, contract renewal or credit.

Our success in attracting a large number of agents is predominantly a result of the goodwill associated with the Reliance brand and we consider our large agent network to be a significant strength of our business. Individual agents have certain specific advantages over other types of distribution channel. The contracts we enter into with our individual agents prohibit them from representing any other general insurance company. This gives individual agents an inherent value not just in distribution directly, but also in marketing and cross-selling potential. In addition to the attractiveness of our brand, our agents and brokers choose to do business with us as a result of our, financially strong operations, diverse product portfolio and the substantial sales and management training and infrastructure support (including a versatile web-portal) that we provide.

We have also entered into a number of beneficial tie-ups with financial institutions. We have entered into such arrangements with a number of private and public sector banks, NBFCs and other financial institutions. Our ability to enter into such arrangements with financial institutions has developed recently and we expect to grow our business from bancassurance providers in the future. Our corporate agents network has grown from three as at the end of the financial year 2015 to 28 as at June 30, 2017. Similarly, our bancassurance network has grown from two as at the end of the financial year 2015 to nine as at June 30, 2017.

We also distribute policies directly, including online, through dedicated portals for customers, corporates and agents as well as through common service centers and web aggregators. We believe that our strong relationships with institutional customers has led to direct distribution being the highest contributor to our GDPI in the financial year 2017. We have implemented a variety of web based solutions to integrate the operations of our distribution intermediaries with our IT platform which has enabled us to centrally manage and support our distribution infrastructure and reduce operating costs.

Customer-centric Sustainable Business Model

Our customer-centric product portfolio and our ability to provide insurance solutions for complex projects and risks has enabled us to develop strong customer relationships. Our high levels of service quality, focus on customer satisfaction, simplified underwriting, product development and efficient claims management capability have enabled us to develop a sustainable business model. Our market position, in terms of GDPI, in particular in respect of our motor and weather and crop insurance products reflects our diverse customer base, which includes individual and retail customers, small and medium sized enterprises, as well as large corporates requiring customized insurance solutions for complex projects. Our claim settlement ratio was 98.0%,72.0% and 95.0% in the financial years 2017, 2016 and 2015, respectively. Our claim settlement ratio in the financial year 2017 was among the top 10 multi-product insurers in India according to the ICRA Report. During the financial year 2017 we settled 81.0% of claims within one month of receipt, one of the highest rates in the industry, according to the ICRA Report. Our complaint ratio for the financial year 2017 was 0.03%, one of the lowest in the industry according to the IRDAI Grievance disposal management system report, and has decreased from 0.75% per 10,000 policies to 0.59% % per 10,000 policies (*Source: ICRA Report*). Our grievance redressal system is also integrated with the grievance management system of the IRDAI.

Strong Financial Position

Our financial performance has been improving in recent years. Our strong balance sheet position gives us greater flexibility in investments, as well as the opportunity to grow our business by underwriting corporate risk policies, and looking for new and more profitable forms of risk for which we can provide insurance solutions.

Our net worth increased at a CAGR of 14.7% from ₹7,265.91 million as of March 31, 2013 to ₹12,569.12 million as of March 31, 2017. We have maintained a strong balance sheet, our solvency ratio as of March 31, 2017 was 1.68x against minimum statutory requirement of 1.50x.

Our GDPI has increased at a CAGR of 18.3% to ₹39,353.51 million in the financial year 2017 from ₹20,100.06 million in the financial year 2013. Our net profit after tax has increased at a CAGR of 12.5% to ₹1,287.28 million in the financial year 2017 from a loss of ₹372.80 million in the financial year 2013. We have declared dividends (including dividend distribution tax) of ₹75.69 million during the financial year 2017.

We also retain a conservative reserving policy, which is exemplified by our technical reserves to net premium ratio of 2.25x for March 31, 2017 and the financial year then ended, compared to the Indian private-sector general insurance average of 1.43x for the same date and year.

Strong IT Infrastructure

Our IT capability is critical to the efficient operation and performance of our business and one of the key contributors to our success as well as our future growth. Our commitment to technological advancement has been underpinned by our IT spend in recent years. For the financial years 2017, 2016 and 2015, we spent ₹362.30 million, ₹362.27 million and ₹377.12 million on our IT infrastructure, respectively. This investment has resulted in a number of new functions and platforms, including notably the integration of Aadhar numbers in our systems, increasing convenience for customers and our use of the RTO database in our motor insurance business line and integration with payment wallets and unified payments interface.

Our IT infrastructure includes a wide variety of processes that improve both the experience of customers and agents as third parties who interact with us, and our internal functions, increasing our operational efficiency and accuracy. Processes relevant to customers include sales and distribution, claims management, and customer relationship management platforms. Agents benefit from our integrated sales and underwriting platforms and internally we utilize specific IT platforms for policy servicing and administration, workflow management and human resource management.

Using our online web-based platform, customers can purchase new policies or renew existing policies. Our online platform allows customers to obtain information about their policies and submit and track claims. Our IT infrastructure provides customers with text messages and email alerts, and the ability to renew policies through mobile applications. Our dedicated portals and mobile applications allow various stakeholders, including customers, surveyors, agents and brokers to undertake various business transactions on a 24 hour basis.

Our online platform allows for automated surveyor appointments, surveyors to provide reports and other requisite documents electronically, and enables bulk upload facilities to ensure faster claims settlements, particularly with respect to our health insurance business. Our robust IT infrastructure also enables us to implement an efficient claims settlement process. We have introduced standardized claims processes, and are able to process claims at any of our offices irrespective of the policy issuance location. Improvements in our IT infrastructure also allow us to reduce costs, in particular, our business processes across our entire branch network have been rationalized creating standardized procedures for accounting, reconciliation, reporting, documentation and user communication.

As a result of these investments and processes, we have been able to retain high levels of customer satisfaction. We have also upgraded our processes and systems to promote online payments (which are preferable from a security and compliance perspective to other payment methods) and are beginning to collect an increasingly significant portion of premium payments through our online platform.

Furthermore, we have been successful in undertaking digital marketing campaigns, in particular through social media which have added value and reach to our brand. We believe such digital marketing is particularly effective in attracting younger customers who have experience of making online purchases. For example our 2016 home insurance campaign "#opendoors" was designed to increase awareness of home insurance as a product for retail customers. Such campaigns give us the ability to reach a more diverse set of potential customers. The success of our digital marketing campaigns has been recognized in our receipt of certain industry awards including awards for "Best Branded Content on Social Media" (Indian Content Marketing Award – 2016), "Best Social Media Integrated Campaign" (CMO Asia Social Media & Digital Marketing Excellence Awards – 2016") and "Best Multi-Channel Integrated Marketing Campaign" and "Best Overall Use of Social Media" (Global Marketing Excellence Awards – 2016).

Robust Enterprise Risk Management Framework

Since we are in the business of underwriting risk, risk selection and management is a critical aspect of our operations. We maintain a database of commercial risks inspected by our own risk management over the past decade which gives us the ability to benchmark a particular risk against our previous experiences for that category of risk. To help us assess a commercial risk, we have our own in-house risk management team which carries out inspection of the facilities and make recommendations as to the acceptability of risks. Further, we have focused on diversifying our business lines to reduce exposure to one business segment or product.

Further, our risk management policies extend to our investment strategy and portfolio, and ensure that we identify similar profitable investments but also potential risk and over-concentration. We follow a balanced investment strategy in compliance with applicable IRDAI regulations, focused on preserving capital and providing stable returns. These factors allow us to strengthen our balance sheet while also generating premium and investment income. For example, we have maintained very limited exposure to equity securities and have primarily invested in debt securities. System controls are also used to monitor continued compliance with IRDAI investment limits.

Our enterprise risk management framework consists of our Board approved risk management policy. Our risk management framework is the means by which we adopt practices designed to identify, assess, manage and mitigate any enterprise wide risks. Risks are separated into seven categories in our risk management policy: investment risk, credit risk, insurance risk, operational risk, compliance risk, fraud risk and strategic risk. See "*—Description of our Business—Risk Management*" beginning on page 160.

Our re-insurance policy, which includes risk retention policies that vary for each business line depending on the nature of the product we offer, is approved by the Board. For the financial year 2017, we decreased our net direct premium income to GDPI ratio to 56.7% from 72.4% in the financial year 2016 (largely as a result of the increase in weather and crop insurance GDPI in the same period which is reinsured to a greater extent than other insurance products). We also use a high-quality panel of re-insurers, predominantly rated A- (S&P or equivalent international rating) or above, including GIC Re, SCOR RE, XL Catlin, Hannover Ruck Se and Munich Re.

Maintaining adequate reserves is also critical to protecting our balance sheet from significant negative conditions including either catastrophic events or a general increase in claims. This enables us to operate without undue concern for regulatory limits or generate other forms of liquidity which enables our business operations to focus on their primary operations.

Proficient Senior Management Team

Our operations are conducted by a well-qualified and proficient management team that has significant experience in all aspects of our business. The strength and quality of our senior management team and their understanding of the general insurance industry enables us to identify and take advantage of strategic market opportunities. Our key management personnel have an average of 20 years of industry experience. Our management team's understanding of the general insurance industry has enabled us to implement business strategies to grow our business and expand operations internationally. Our Executive Director and CEO, Mr. Rakesh Jain, has over 20 years of experience in the general insurance industry in India and has been in the role of Executive Director and CEO since October 2011. Our track record reflects our senior management's strategic vision and proactive approach in adapting to the changing market environment and ability to maintain our position as one of the leading general insurance company's in India.

Our Strategies

Our position as a prominent insurer in the Indian market is based on our 17 years of commitment to the insurance industry. Building upon our strengths, we seek to grow our market share and improve our profitability. In order to achieve these targets we intend to pursue the following strategies:

Continue to Focus on Product Innovation

The general insurance market in India currently has significant potential for further penetration. As government policies seek to facilitate further penetration, we expect new opportunities and markets to develop, and we intend to grow our GDPI, and where possible market share, by capturing business in these markets.

We have grown our GDPI as a result of new government schemes in areas such as weather and crop insurance, and where further such initiatives are introduced we intend to capitalize on them. For example, we intend to offer a long term (three year) two wheeler insurance policy and have received approval from the IRDAI for such product. Further, we intend to grow our tie-ups with other corporate agents, in particular financial institutions following recent regulatory changes that allow corporate agents to sell the products of other general insurance companies. In particular, relationships with financial institutions would allow us to enter the market for additional products such as long-term two-wheeler insurance, or home loan insurance, previously dominated by general insurers promoted by financial institutions.

Continue to Invest in Technology

The insurance industry in India has seen rapid digitalisation, which is expected to further increase insurance penetration and we intend to be well positioned to benefit from this opportunity. In addition to offering us operational improvements, technology will also allow us to grow our business significantly by helping us target new customers and using enhanced platforms to offer quality customer experience. Recent growth in the numbers of customers accessing insurance through mobile platforms has illustrated the possibility technological advancements can offer to access new customers, particularly in an under-penetrated market. We will continue to use technology to make it easy for our customers to carry out transactions and interact with all elements of the insurance process.

This trend towards technological interaction with customers has already begun. Throughout the financial year 2017 we have seen a significant increase in total traffic on our website (7.14 million visits/impressions according to Google Analytics, an increase of 65.3% from the previous financial year), resulting in 0.29 million policies sold online and amounting to the GDPI from our website of ₹589.78 million.

Provide Superior Customer Experience

We intend to build on our customer service offering by continuing to improve the customer experience we offer and thereby retaining existing customers as well as attract new ones. Building on our existing platforms and monitoring their continued success (including in keeping complaints low), we are considering certain particular improvements that may simplify the experience of our customers such as:

- harnessing developments in automation for initial claim or complaint contacts, reducing waiting times and inefficiencies for our customers as well as costs for ourselves;
- developing credit relationships with automobile garages (in our motor insurance business line) and clinics and hospitals (in our health insurance business line) across India for our customers' convenience;
- offering the latest mobile solutions for customers reflecting their increasing desire to interact with service providers such as insurers remotely, using tablets and other mobile hardware (for example, we have recently introduced a video streaming facility for inspections, for customers who suffer motor accidents, improving the speed and efficiency of the claims process); and
- further development of our website both in respect of range of functionality and efficiency; this will be particularly relevant as an increasing amount of customers choose to interact with us via our website.

Grow Distribution Network

We intend to broaden our distributor base to grow the share of our GDPI coming from retail customers (in particular through individual agents who have good access to retail customers). We also intend to cross sell products to our customers. We have a dedicated retail and corporate business development team, which focuses on developing our relationships with various insurance intermediaries and large customers, which we see as a significant opportunity for future growth.

Improving Our Profitability

A key focus of our business is to accept and manage risks profitably, to create shareholder value. In the financial years 2017, 2016 and 2015, our net profit after tax was ₹1,287.28 million, ₹1,008.53 million and ₹1,056.87 million, respectively. To achieve higher profitability, we intend to:

- optimize our business mix by expanding our business lines and product offerings where we see favorable premium rate opportunities and adequate margins;
- use our brand and distribution network to grow and diversify our customer network;
- continue to improve our risk management processes, data bases and technology; and
- continue to maintain high productivity per employee and keep our expenses of management low.

DESCRIPTION OF OUR BUSINESS

Our Products

We offer a broad range of insurance products and the following table sets forth the GDPI from each business line for the periods indicated:

Product	Quarter ended June 30, 2017		Financial Year					
			2017		2016		2015	
	₹ in millions	% of Total GDPI	₹ in millions	% of Total GDPI	₹ in millions	% of Total GDPI	₹ in millions	% of Total GDPI

Motor Insurance:								
Own Damage	2,922.02	23.0%	9,518.16	24.2%	7,947.72	28.5%	7,581.45	27.7%
Third-Party	3,069.05	24.2%	10,108.36	25.7%	8,657.53	31.0%	8,843.91	32.3%
Total Motor Insurance	**5,991.07**	47.2%	**19,626.52**	49.9%	**16,605.25**	59.5%	**16,425.36**	60.0%
Weather and Crop Insurance	1,091.87	8.6%	10,894.35	27.7%	1,126.25	4.0%	1,586.14	5.8%
Health and Personal Accident Insurance:								
Health	3,172.28	25.0%	3,443.30	8.7%	5,371.85	19.2%	5,016.94	18.3%
Personal Accident	105.16	0.8%	365.62	0.9%	274.75	1.0%	376.09	1.4%
Total Health and Personal Accident	**3,277.44**	25.8%	**3,808.92**	9.7%	**5,646.60**	20.2%	**5,393.03**	19.7%
Fire and Engineering Insurance								
Fire Insurance	1,371.52	10.8%	2,989.13	7.6%	2,590.77	9.3%	1,893.18	6.9%
Engineering Insurance	184.86	1.5%	540.53	1.4%	531.95	1.9%	674.53	2.5%
Total Fire and Engineering Insurance	1,556.38	12.3%	3,529.66	9.0%	3,122.73	11.2%	2,567.71	9.4%
Marine Insurance	348.17	2.7%	499.93	1.3%	507.91	1.8%	459.89	1.7%
Other Insurance	422.59	3.3%	994.13	2.5%	907.81	3.3%	922.25	3.4%
Total	**12,687.52**	**100.0%**	**39,353.51**	**100.0%**	**27,916.55**	**100.0%**	**27,354.36**	**100.0%**

Note: The coverage of our insurance policies described below is illustrative and is not indicative of the terms of any individual policy, nor does it supersede or supplement the terms of any such policy.

Motor Insurance

Motor insurance in India is broadly divided into two categories: comprehensive policies (which cover own damage and third party damage) and third-party damage only policies. Own damage motor insurance protects a vehicle owner from damage or theft to his/her own motor vehicle, and is optional. On the other hand, third-party motor insurance, which protects all third parties from damages suffered due to an accident involving a motor vehicle, must be purchased by every motor vehicle owner in India pursuant to the Motor Vehicles Act.

We offer comprehensive and third-party motor insurance across a range of types of vehicle (such as private car, two-wheeler and commercial vehicles) with various coverage options for policyholders.

Motor insurance accounted for 49.9%, 59.5% and 60.0% of our GDPI in the financial years 2017, 2016 and 2015 and 47.2% of our GDPI in the quarter ended June 30, 2017, as compared to 41.6%, 45.4%, 44.9% and 37.7%, respectively, of the general insurance industry in India in the same periods. Our GDPI from motor insurance increased from ₹16,425.36 million in the financial year 2015 to ₹19,626.52 million in the financial year 2017, representing a CAGR of 9.3%. In the financial year 2017, own damage and third-party motor insurance accounted for 24.2% and 25.7% of our total GDPI, respectively.

Our motor insurance portfolio consists of private motor cars, two wheelers and commercial vehicles. The following table sets forth the GDPI for the products below for the periods indicated:

Product	Quarter ended June 30, 2017		Financial Year					
			2017		2016		2015	
	₹ in millions	% of Motor GDPI	₹ in millions	% of Motor GDPI	₹ in millions	% of Motor GDPI	₹ in million	% of Motor GDPI
Private Car	2,606.03	43.5%	7,547.87	38.5%	5,586.96	33.6%	5,691.06	34.6%
Two Wheeler	918.62	15.3%	3,135.28	16.0%	2,628.94	15.8%	1,826.96	11.1%
Commercial Vehicle	2,466.42	41.2%	8,943.38	45.6%	8,389.35	50.5%	8,907.33	54.2%
Total	**5,991.07**	**100%**	**19,626.52**	**100%**	**16,605.25**	**100%**	**16,425.36**	**100%**

Own Damage Motor Insurance

Private Car Insurance

We also provide various add-ons to our private car insurance product, including nil depreciation cover (the value of the parts that are replaced at the time of a claim is not reduced by depreciation), no-claims bonus retention (available for older vehicles allowing customers to retain their no claims bonus even after they have made a claim), personal accident bundle cover (adding coverage for personal injury or death suffered as part of a road accident), consumables cover (covers the cost of accessories such as nuts and bolts used in the case of damage to the vehicle) and engine cover (covers damage to the engine or differential or gear box parts, rendered by water ingression or leakage of lubricating oil whilst an indirect problem is being repaired) and a variety of other potential add-ons catering to specific customer needs.

Two-Wheeler Insurance

We also provide add-ons to our two wheeler insurance product, including nil depreciation cover (the value of the parts that are replaced at the time of a claim is not reduced by depreciation), daily allowance benefit (compensating for fixed expenses that occur when the insured vehicle is being repaired), helmet cover (any damages to the helmet during a road accident involving an insured two-wheeler) and a variety of other add-ons.

Commercial Vehicle Insurance

Commercial vehicles consist of goods carrying vehicles, passenger carrying vehicles and construction equipment. We also provide add-ons to our commercial vehicle insurance product, including personal accident bundle cover (adding coverage for personal injury or death suffered as part of a road accident) accidental towing cover (including the provision of a towing service in the event of vehicle breakdown), equated monthly installment ("**EMI**") protection (coverage of EMI if the vehicle stays remains under repair for longer than a pre-defined period), additional towing cover (covering additional charges incurred in towing of vehicle after a road accident), daily allowance benefit (compensating for fixed expenses that occur when the insured vehicle is being repaired), nil depreciation cover (the value of the parts that are replaced at the time of a claim is not reduced by depreciation) and a variety of other add-ons.

Third-Party Insurance

Every motor vehicle owner in India is required to purchase third-party motor insurance pursuant to the Motor Vehicles Act, 1988, as amended, which protects all third parties from damages suffered due to an accident involving a motor vehicle. Damages may include death, personal injury and property damage. Third- party risks were addressed by shared risk pool with every general insurer in India having been mandated to assume a portion of such risk until 2012, when the shared risk pool was dismantled and a declined risk pool was set up. This declined risk pool was also dismantled during the financial year 2016. Each general insurer in India is mandated to meet a quota for third-party motor insurance policies written, and the IRDAI sets this quota every year based on a predetermined formula.

Third-party motor insurance differs from the other insurance products we provide in various ways – each third-party motor insurance policy subjects us to an uncapped liability, there is no time limit for any claims to be made, we are mandated to provide a policy to every customer that requests one, and the premium rates are set by the regulator, rather than being based on our underwriting and pricing methodology. Due to the uncapped liability and no time limit for claims to be made, adequate reserving, investigation of fraudulent claims and proactive settlements are critical to the performance of this product. However, given the long-tail nature of our third-party motor insurance liabilities and the fact that our reserves are not discounted, premium from third-party motor insurance policies remains a part of our total investments for a longer duration and helps generates investment returns. See "*Risk Factors—Internal Risk Factors—There may be changes in the regulation of motor insurance or demand for motor vehicles in India, which could adversely affect our business and results of operations*" on page 24.

The premium rates for third-party motor insurance are set by the IRDAI and reviewed and adjusted at regular intervals (generally annually) by them using a prescribed formula which considers cost inflation index, frequency of claims, average claim size and expenses at an industry-wide level. Given the pricing limitation, we carry out a regular analysis of our third-party motor portfolio and are focused on risk selection to improve our loss experience.

Motor Extended Warranty

We also offer extended warranty cover to our motor insurance customers, which covers the cost of repair or replacement of certain specified motor vehicle parts as a result of mechanical or electronic breakdown, after the expiry of the relevant manufacturer's warranty. We offer extended warranty cover at the time of purchase of a new vehicle or at any time during the manufacturer's warranty period.

Weather and Crop Insurance

Weather and crop insurance is purchased by farmers to protect themselves against reduction in their crop yield or loss of their crops due to non-preventable risks such as inadequate or excessive rainfall, hailstorm, landslides and variation in temperature and humidity.

Industry total GDPI for weather and crop insurance was 2,044.20 million for the financial year 2017, (16.9% of total industry GDPI) compared to 531.00 million for the financial year 2016, (5.7% of total industry GDPI). Our weather and crop insurance business reflected this trend as we were able to benefit from this growth. Our total GDPI for weather and crop insurance was ₹10,894.35 million for the financial year 2017, (27.7% of our total GDPI) compared to ₹1,126.25 million for the financial year 2016, (4.0% of our total GDPI) an absolute increase of 867.3% to our total GDPI.

We participate in the Pradhan Mantri Fasal Bima Yojana (the "**PMFBY**") and the Restructured Weather Based Crop Insurance Scheme (the "**RWBCIS"**), which are major weather and crop insurance related government programs. While weather and crop insurance may be sold separately, it is mostly offered as an add-on to agricultural loans and sold primarily in relation to the two main crop seasons of India – Kharif and Rabi. This also means that there is a seasonality to the weather and crop insurance business, and we receive the majority of our GDPI from the weather and crop segment in the second, third and fourth quarters of the financial year, coinciding with Kharif and Rabi.

Under these government programs, central and state governments subsidize yield-based weather and crop insurance for farmers. The program provides coverage for all food crops, oilseeds, annual commercial and annual horticultural crops. Farmers are charged a uniform premium based upon the type of crop and risk-based pricing, and the remaining amount is paid by the central and state governments in equal proportion. Claims are paid based on the shortfall of yield for a specified insured area, as measured, in respect of the PMFBY, by the results of crop cutting experiments ("**CCEs**") conducted at the end of each season by government authorized personnel under PMFBY and, in respect of the RWBCIS, by the application of a specified formulae. In the financial year 2017, we issued policies to 3.19 million farmers in the Kharif and Rabi seasons, across seven states and one union territory and 66 districts.

See also "*Risk Factors—Internal Risk Factors— The offering of weather and crop insurance products is subject to certain specific risks that could have an adverse effect on our business, financial condition, results of operations and future*" on page 22.

Health and Personal Accident Insurance

Health Insurance

Health insurance in India is purchased by corporates as a benefit for their employees, as part of government run-schemes and by retail customers for their own coverage. Health insurance accounted for 8.7%, 19.2% and 18.3% of our GDPI in the financial years 2017, 2016 and 2015, and 25.0% in the quarter ended June 30, 2017 as compared to 24.7%, 26.6%, 27.2% and 25.3%, respectively, of the general insurance industry in India in the same periods. Our GDPI from health insurance decreased from ₹5,016.94 million in the financial year 2015 to ₹ 3,443.30 million in the financial year 2017, representing a CAGR of negative 17.2% as a result of the termination of a significant Government-promoted scheme in the financial year 2017. See "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Financial Year 2017 compared to Financial Year 2016*" on page 356 for further explanation.

Our Health Insurance Products

Our health insurance portfolio consists of policies purchased by retail customers, corporate customers and as part of government run mass health schemes. The following table sets forth the GDPI for these products below for the periods indicated:

Product	Quarter ended June 30, 2017		Financial Year					
			2017		2016		2015	
	₹ in millions	% of Health GDPI	₹ in millions	% of Health GDPI	₹ in millions	% of Health GDPI	₹ in millions	% of Health GDPI
Retail Health	285.10	9.0%	1,029.33	29.9%	922.21	17.2%	816.08	16.3%
Corporate Health	1,488.04	46.9%	2,106.38	61.2%	1,868.36	34.8%	1,490.12	29.7%
Mass Health	1,399.15	44.1%	307.59	8.9%	2,581.28	48.1%	2,710.74	54.0%
Total	**3,172.28**	**100%**	**3,443.30**	**100%**	**5,371.85**	**100%**	**5,016.94**	**100%**

Retail Health

Our retail health insurance product is sold to individuals. Retail health insurance is broadly divided into two categories: benefit-based and indemnity-based policies. Benefit-based policies provide the policyholder with a fixed sum upon the occurrence of a specific event, such as a diagnosis of a critical illness. Indemnity-based policies compensate the policyholder for actual health expenses incurred, such as hospitalization costs and prescription drug costs. See "*Risk Factors – Internal Risk Factors*" on page 15.

Corporate Health

Our corporate health product is purchased by corporates, including SMEs, as employee benefits. In providing corporate health insurance we develop relationships with such corporate customers and generate exposure to corporate employees who, if they are satisfied with their experience, may then consider using us for their other insurance requirements.

Mass Health

Our mass health insurance product consists of our participation in central and state government health programs and our appointment as insurers for any such programs for any periods has a significant impact on our results for this sub-segment in that period. We have participated in government sponsored health insurance programs, such as the Rashtriya Swasthya Bima Yojana ("**RSBY**"). This program provides insurance benefits to low income households and certain defined categories of unorganized workers. In the financial years 2016 and 2015, our GDPI in the mass health sub-segment was higher than that in the financial year 2017 as we participated in RSBY program for the state of Kerala in those periods. We were not appointed to provide policies for that program in 2017 for the state of Kerala and so our GDPI in mass health decreased in that period. However our tender for the program for Kerala in the financial year 2018 was successful and our GDPI in mass health for the first quarter of the financial year 2018 has increased accordingly.

Personal Accident Insurance

Personal accident insurance provides benefit-based coverage to policyholders for accidents suffered by them. Personal accident insurance accounted for 0.9%, 1.0% and 1.4% of our total GDPI in the financial years 2017, 2016 and 2015, respectively, and 0.8% in the quarter ended June 30, 2017 as compared to 3.0%, 2.8%, 2.6% and 2.5%, respectively, of the general insurance industry in India in the same periods. Our GDPI from personal accident insurance decreased from ₹376.09 million in the financial year 2015 to ₹365.62 million in the financial year 2017.

Our personal accident portfolio consists of corporate and retail products. The following table sets forth the GDPI for these products below for the periods indicated:

Product	Quarter ended June 30, 2017		Financial Year					
			2017		2016		2015	
	₹ in millions	% of Personal Accident GDPI	₹ in millions	% of Personal Accident GDPI	₹ in millions	% of Personal Accident GDPI	₹ in millions	% of Personal Accident GDPI
Retail Personal Accident	8.08	7.7%	32.60	8.9%	23.56	8.6%	17.85	4.7%
Corporate	97.08	92.3%	333.02	91.1%	251.18	91.4%	358.24	95.3%

Personal Accident								
Total	**105.16**	**100%**	**365.62**	**100%**	**274.75**	**100%**	**376.09**	**100%**

Fire and Engineering Insurance

Fire Insurance

Standard fire and special perils insurance (known as 'Peril Policy') ("**SFSP**") covers damage or loss to property because of fire, lightening, explosion, aircraft damage riot, strike, earthquake, storm, flood, and certain other natural catastrophes.

Fire loss of profit insurance ("**FLOP**") covers loss of profit suffered by a business as a result of a loss resulting from perils under SFSP.

Industrial all risk insurance ("**IAR**") is provided to manufacturing facilities and it is an exclusion based policy. In addition to material damage suffered by the business due to reasons other than those excluded, it also covers connected loss of profit.

'Mega Risk' insurance provides cover to any facilities where the sum insured at any location covered by the policy is above ₹25,000 million. Given the size of such risks, their policy coverage is generally individually prepared for each such policy.

Fire insurance accounted for 7.6%, 9.3% and 6.9% of our GDPI in the financial years 2017, 2016 and 2015, and 10.8% in the quarter ended June 30, 2017, as compared to 7.9%, 9.3%, 9.7% and 9.8%, respectively, of the general insurance industry in India in the same periods. Our GDPI from fire insurance increased from ₹1,893.18 million in the financial year 2015 to ₹2,989.13 million in the financial year 2017, representing a CAGR of 25.7%. Our fire insurance is sold to large corporates, SMEs and individual.

Engineering Insurance

Engineering insurance policies can be broadly classified as either "long term" or "annual".

Long term policies provide cover against accidental loss to construction projects which include construction work or the installation of machinery. Such policies are long term in nature and cover the entire duration of the project.

Annual policies can cover breakdown or accidental damage of machinery, electronic equipment or boiler and pressure plants, depending on the policy.

Engineering insurance accounted for 1.4%, 1.9% and 2.5% of our GDPI in the financial years 2017, 2016 and 2015, and 1.5% in the quarter ended June 30, 2017, as compared to 1.9%, 2.5%, 2.8% and 1.7%, respectively, of the general insurance industry in India in the same periods. Our GDPI from engineering insurance decreased from ₹674.53 million in the financial year 2015 to ₹540.53 million in the financial year 2017. Our engineering insurance is primarily sold to large corporate and SMEs.

Marine Insurance

Marine insurance is sold primarily to corporates with significant trading operations and covers losses or damage suffered to good whilst they are being shipped. Marine insurance accounted for 1.3%, 1.8% and 1.7% of our GDPI in the financial years 2017, 2016 and 2015, and 2.7% in the quarter ended June 30, 2017, as compared to 2.3%, 3.1%, 3.6% and 2.9%, respectively, of the general insurance industry in India in the same periods. Our GDPI from marine insurance increased from ₹459.89 million in the financial year 2015 to ₹499.93 million in the financial year 2017, representing a CAGR of 4.3%. Our marine insurance is primarily sold to corporates and SME's.

Other Insurance

Other insurance refers to insurance products that are not covered by the other categories mentioned above. Some of these products include:

- Package Insurance – sold to individuals or corporates, covering any of a range of risks, such as fire, burglary, machinery breakdown, electronic equipment and appliances, loss of cash, baggage, fixtures and fittings, personal accident, employee fraud, legal liability an additional rent or alternative accommodation;

- Travel Insurance - covering, among others, medical expenses, trip cancellation, lost luggage, flight accident and other losses while traveling;

- Liability Insurance - insuring the policyholder against the risk of liability imposed by lawsuits or other similar claims from third parties related to the coverage reasons; and

- Burglary Insurance - insuring the policyholder against damage to a home caused by burglary or theft.

Other insurance accounted for 2.5%, 3.3% and 3.4% of our total GDPI in the financial years 2017, 2016 and 2015, respectively and 3.3% in the quarter ended June 30, 2017. Our GDPI from other insurance increased from ₹922.25 million in the financial year 2015 to ₹994.13 million in the financial year 2017, representing a CAGR of 3.8%.

Operating Performance

The following table sets forth our loss ratio, expense ratio and combined ratio by product category for the periods indicated. See "*Management's Discussion and Analysis Of Financial Condition And Results Of Operations—Key Performance Indicators*" on page 364 for a description of how these ratios are calculated.

Particulars	Quarter ended June 30, 2017	Financial Year		
		2017	2016	2015
Loss Ratio:				
Motor Insurance:				
Own Damage	58.1%	55.0%	57.1%	54.5%
Third-Party	98.0%	124.5%	113.8%	125.1%
Total Motor Insurance	78.6%	91.4%	87.3%	90.1%
Weather and Crop Insurance	51.0%	94.1%	155.8%	119.6%
Health and Personal Accident Insurance:				
Health	108.0%	91.2%	95.6%	102.8%
Personal Accident	37.2%	164.1%	98.9%	130.7%
Total Health and Personal Accident	104.5%	98.5%	95.9%	104.2%
Fire and Engineering Insurance:				
Fire Insurance	102.8%	107.0%	64.7%	75.0%
Engineering Insurance	61.7%	34.9%	62.2%	95.1%
Total Fire and Engineering Insurance	94.2%	90.5%	64.1%	79.8%
Marine Insurance	173.4%	103.2%	117.3%	84.9%
Other Insurance	29.6%	58.7%	48.0%	55.6%
Total Loss Ratio	**79.3%**	**92.2%**	**89.4%**	**92.9%**
Net Expense Ratio:				
Motor Insurance:				
Own Damage	31.5%	33.8%	29.7%	31.7%
Third-Party	26.6%	33.7%	28.8%	21.6%
Total Motor Insurance	28.9%	33.8%	29.2%	26.3%
Weather and Crop Insurance	27.9%	(27.2)%	22.0%	(10.3)%
Health and Personal Accident Insurance:				
Health	19.1%	33.4%	34.9%	29.8%
Personal Accident	28.5%	34.6%	43.2%	33.9%
Total Health and Personal Accident	19.4%	33.5%	35.3%	30.1%
Fire and Engineering Insurance:				
Fire Insurance	18.5%	6.4%	21.1%	20.9%
Engineering Insurance	29.0%	29.0%	22.9%	(10.1)%
Total Fire and Engineering Insurance	19.9%	10.8%	21.4%	14.1%

Particulars	Quarter ended June 30, 2017	Financial Year		
		2017	2016	2015
Marine Insurance	(63.9)%	(29.3)%	56.1%	46.9%
Other Insurance	20.7%	37.7%	50.9%	46.7%
Total Net Expense Ratio	**24.8%**	**28.0%**	**31.1%**	**26.9%**
Combined Ratio:				
Motor Insurance:				
Own Damage	89.5%	88.8%	86.8%	86.2%
Third-Party	124.6%	158.3%	142.6%	146.7%
Total Motor Insurance	107.5%	125.2%	116.5%	116.4%
Weather and Crop Insurance	78.9%	66.9%	177.9%	109.3%
Health and Personal Accident Insurance:				
Health	127.1%	124.6%	130.6%	132.6%
Personal Accident	65.7%	198.6%	142.1%	164.5%
Total Health and Personal Accident	123.9%	132.0%	131.2%	134.3%
Fire and Engineering Insurance:				
Fire Insurance	121.3%	113.4%	85.8%	95.9%
Engineering Insurance	90.7%	63.9%	85.1%	85.0%
Total Fire and Engineering Insurance	114.1%	101.3%	85.6%	93.9%
Marine Insurance	109.5%	73.9%	173.4%	131.8%
Other Insurance	50.2%	96.4%	98.9%	102.3%
Total Combined Ratio	**104.1%**	**120.2%**	**120.5%**	**119.8%**

Sales and Marketing

We employ a product specific, multi-channel approach to market and sell our products. We divide our products and distribution teams into “wholesale”, covering corporate and government customers and “retail” covering individuals. Our sales and marketing channels include direct sales (including online), individual agents, brokers and corporate agents including banks.

The following table sets forth our GDPI with respect to each of the channels for the periods indicated:

Distribution Channels	Quarter ended June 30, 2017		Financial Year					
			2017		2016		2015	
	₹ in millions	% of Total GDPI	₹ in millions	% of Total GDPI	₹ in millions	% of Total GDPI	₹ in millions	% of Total GDPI
Direct:								
Digital	190.22	1.5%	589.79	1.5%	416.48	1.5%	311.32	1.1%
Others	4,820.16	38.0%	17,163.32	43.6%	7,099.60	25.4%	7,433.41	27.2%
Direct Total	**5,010.38**	39.5%	**17,753.11**	45.1%	**7,516.08**	26.9%	**7,744.73**	28.3%
Broker	3,483.64	27.5%	7,479.87	19.0%	5,794.96	20.7%	5,079.90	18.6%
Corporate Agents:								
Banks Partners	235.75	1.8%	576.07	1.5%	522.54	1.9%	697.14	2.5%
Other	607.39	4.8%	1,040.63	2.6%	1,282.61	4.6%	0.08	0.0%
Corporate Agents Total	**843.14**	6.6%	**1,616.70**	4.1%	**1,805.15**	6.5%	**697.22**	2.5%
Individual Agents	3,350.36	26.4%	12,503.83	31.8%	12,800.36	45.9%	13,832.51	50.6%
Total	**12,687.52**	**100.0%**	**39,353.51**	**100.0%**	**27,916.55**	**100.0%**	**27,354.36**	100.0%

Direct

Direct Others

'Direct Others', which refers to our general direct sales channel accounted for ₹17,753.11 million in total GDPI in the financial year 2017, which represented 45.1% of our total GDPI. We use our direct others channel predominantly for retail and corporate sales. Direct sales are those that are made when customers approach us for coverage directly, either at a branch, or by calling our call center. Sales of insurance products through government schemes such as the PMFBY and the RWBCIS are also included in as 'Direct Others' sales (which led to the relative increase of the size of sales through these channels in the financial years 2017 and 2016).

Direct Digital

We have invested significantly in or our direct online sales and marketing platforms, and now offer our products through our website, and various mobile platforms. In recent years our GDPI from direct digital distribution has increased consistently, by 129.2% in the financial year 2017 compared to the financial year 2015. We expect this trend to continue, and as we seek to increase our retail customer base we expect this distribution channel to become increasingly important to our business. In the financial year 2017, our website received approximately 600,000 visits, generated approximately 88,000 quotes and produced approximately 30,300 policies a month.

Corporate Direct

A specific team is responsible for direct sales to corporate clients, and they focus on relationships with large corporates and seek to use specific industry specific experience to provide high quality customer service to such corporate clients.

Individual Agents

Our individual agents accounted for ₹12,503.83 million in total GDPI in the financial year 2017, which represented 31.8% of our total GDPI.

Individual insurance agents exclusively sell our general insurance products to individual and SME customers. Our standard contractual terms require individual agents to sell our products exclusively. We actively recruit and provide training for individual agents, and they are also integrated with the business development and strategy and planning team to ensure their operations are carried out in accordance with our marketing and broader corporate strategy. Our individual agents also have access our web based systems where they can track renewals, claim statuses and other supporting information and documentation.

Our marketing team also supports our agents by providing them with marketing materials. Our internal systems also generate recommendations for potential cross-selling opportunities of which individual agents are notified and encouraged to explore. We also provide administrative support for our individual agents in respect of underwriting policy, customer policy renewals and the tracking of the status of claims. In particular our online underwriting system greatly simplifies the process of providing quotations for individual agents, and also helps us ensure a consistent quality of process in underwriting and customer service.

Brokers

Our broker channel accounted for ₹7,479.87 million in total GDPI in the financial year 2017, which represented 19.0% of our total GDPI.

Insurance brokers represent customers that are looking to purchase insurance. In particular certain brokers focus on catering to large corporate customers and work closely with such customers and ourselves to design specifically tailored polices to meet their specific needs. Brokers therefore play a significant role in the insurance market for corporate customers.

Corporate Agents and Bancassurance

Our products are also distributed by certain corporate, banking and other financial institution partners, as part of agreements we have entered into with them. We have entered into such arrangements with a number of corporate agents including private and public sector banks, NBFCs and other financial institutions. Our key corporate agents include Indusind Bank, Andhra Bank and UCO Bank.

Such distribution channels are important and potentially lucrative parts of the Indian general insurance market as a large number of customers purchase insurance at the point of sale of relatively high capital value products (such as motor vehicles and houses).

Historically regulations in India had prevented such banks and financial institutions from entering into such relationships with more than one general insurance provider. The result of this was that such relationships, and the specific insurance products that they are most effective at promoting (such as home and home loan insurance) were dominated by general insurance providers who were promoted by banks or financial institutions. However such regulations were relaxed in April 2016 and banks and financial institutions are permitted to enter into relationships with up to three general insurance providers, and so we have been able to begin to cultivate these relationships.

Geographical Distribution

The following table sets forth the geographical distribution (on the basis of the source of origination) of our GDPI for the periods indicated:

Location	Quarter ended June 30, 2017	Financial Year		
		2017	2016	2015
	₹ in millions			
Andhra Pradesh	123.46	410.66	323.66	457.29
Arunachal Pradesh	0.10	11.40	13.77	1.79
Assam	95.17	246.54	157.93	104.74
Bihar	89.70	264.47	254.08	188.76
Chhattisgarh	(52.87)	1,475.80	114.57	54.37
Goa	11.37	28.36	25.93	33.34
Gujarat	1,168.60	3,426.70	2,574.06	2,184.54
Haryana	466.01	844.20	657.90	642.61
Himachal Pradesh	66.27	247.84	263.43	184.99
Jammu & Kashmir	74.45	216.68	200.95	189.43
Jharkhand	120.87	398.60	350.14	316.85
Karnataka	1,047.24	3,429.22	2,866.23	2,473.48
Kerala	1,627.13	1,375.86	3,512.26	3,480.33
Madhya Pradesh	108.94	585.83	422.89	291.48
Maharashtra	3,643.47	14,801.10	5,959.98	5,808.80
Manipur	0.08	0.10	0.03	-
Meghalaya	0.67	0.69	1.12	0.16
Mizoram	0.19	0.35	0.20	-
Nagaland	0.07	0.34	0.35	0.01
Orissa	212.92	1,073.43	367.00	644.56
Punjab	106.77	283.90	286.95	408.85
Rajasthan	120.70	380.24	386.19	1,156.75
Sikkim	0.20	4.13	0.96	0.07
Tamil Nadu	832.55	2,445.85	2,234.14	1,924.74
Telangana	432.59	1,588.52	1,297.46	987.86
Tripura	3.12	9.30	1.15	-
Uttar Pradesh	466.87	1,263.26	1,877.30	1,293.39
Uttrakhand	68.98	157.14	131.92	139.03
West Bengal	728.75	1,849.74	1,598.35	1,836.53
Andaman & Nicobar Is.	-	-	0.02	-
Chandigarh	195.79	397.34	133.66	312.30
Dadra & Nagra Haveli	1.06	4.42	7.88	1.01
Daman & Diu	0.42	5.85	1.03	0.14
Delhi	874.63	1,988.86	1,786.65	2,138.17
Lakshadweep	-	-	-	-
Puducherry	51.25	136.79	106.45	97.99
Total	**12,687.52**	**39,353.51**	**27,916.55**	**27,354.36**

Underwriting and Pricing

Our underwriting strategy, determined by our board, is to build a diverse and profitable portfolio. We have set out our underwriting framework in the form of an underwriting policy, which is subject to periodic reviews. We have dedicated underwriters for each line of business and our underwriting structure is limited to two tiers, one at zonal level and the other at corporate office level. We believe that this structure ensures fast and effective communication and compliance with our underwriting framework. Typically, large risks and specialized policies are underwritten at our corporate office, while the delegation of authority to zonal offices is for routine and low exposure risks. Where authority is delegated to zonal offices, checks and controls are managed through our systems to ensure guidelines are strictly followed. Personnel involved in the underwriting process are given continual training on our risk management policies.

The pricing of our products is based on various factors, including expense ratios, interests of our customers, our ability to bundle add-on services, competition, historical claim frequency and amounts, projection of future events, IRDAI regulations and strategic considerations.

We also use various technological platforms in our underwriting processes to provide analytical support for underwriters. In particular, out platform known as 'SAS' allows us to analyze our own historical loss experience data to analyze different categories of risk and price related policies accordingly.

Risk Management Services

We maintain a database of the commercial risks that have previously been inspected by our own risk management team which gives a framework in which we can consider a particular risk against our previous experiences for that category of risk. To help us assess commercial risks, we have an in-house risk management team which makes recommendations on the acceptability of risks. Our risk management team also make recommendations to our customers for reduction of risks, to reduce the probability of losses (and therefore claims) occuring.

Reinsurance

We use reinsurance primarily to mitigate risk exposure and obtain technical advice on underwriting and pricing. Our reinsurance program is a combination of proportional and non-proportional programs. Proportional programs allow us to share any losses arising from claims with the relevant re-insurer proportionally. Non-proportional programs allow us to allocate certain losses over a prescribed limit to the relevant reinsurer and we use such policies to protect our balance sheet from certain peak events such as natural disasters including earthquakes, cyclones and floods.

In addition to required reinsurance, we also procure additional optional reinsurance in accordance with our risk strategy as set out in our reinsurance program.

While the reinsurance regulations in India prescribe a minimum financial strength rating of BBB (S&P or equivalent international rating) for reinsurers, we primarily work with reinsurers having a rating of A- or above. During the financial year 2017, 92.4% of our reinsurance was undertaken with reinsurers rated A- or higher.

The details of premium on reinsurance ceded for the financial year 2017 is set forth below:

S&P or Equivalent International Rating	**Premium Ceded to Reinsurers**			**%**
	Treaty	**Facultative**	**Total**	
	₹ in millions			
AAA and above	35.07	—	35.07	0.2%
AA but less than AAA	1,182.92	41.58	1,224.50	6.9%
A but less than AA	13,517.82	1,603.73	15,121.55	85.2%
BBB but less than A	975.88	189.77	1,165.65	6.6%
Less than BBB	1.98	0.46	2.44	0.0%
Indian Reinsurer other than GIC Re	0.05	208.23	208.27	1.2%
Total	**15,713.63**	**2,043.77**	**17,757.47**	**100.0%**

Under the IRDAI Reinsurance Regulations, we are required to offer reinsurance we cede in a prescribed order of preference, predominantly favoring domestic reinsurers. Due to such regulations, and the unique attributes of the Indian insurance market, GIC Re is our largest reinsurance partner and reinsurance ceded to GIC Re accounted for 69.1%, 64.9% and 60.7% of our total reinsurance ceded for the financial years 2017, 2016 and 2015, respectively. We also purchase reinsurance from many top global reinsurers, including SCOR RE, XL Catlin, Hannover Ruck Se and Munich Re.

We also write a small amount of reinsurance known as 'Insurance Inward'. This is primarily related to large, corporate or commercial Indian risks, which we reinsure together with other domestic insurers, including GIC.

Claims Reserving and Actuarial Practices

General insurers in India are required to establish a liability in their accounts (claim reserves) for the unpaid portion of ultimate costs (including loss adjustment expenses) of claims that been reported but not settled (IBNER) and of claims that have been incurred but not reported (IBNR). We determine our reserves based on actuarial assumptions, methods and models, historical loss experience, adjustments for future trends and actuarial judgment. See "*Risk Factors—Internal Risk Factors—The actuarial valuations in respect of IBNR and IBNER are estimates and could be incorrect, which may be detrimental to our financial condition.*" on page 30.

Our Appointed Actuary and Mentor Actuary are jointly responsible for the assessment of our IBNR and IBNER reserves, which is conducted on a quarterly basis. Our approach is consistent with regulatory guidelines, which do not permit discounting of reserves or negative provisions for any particular year of occurrence derived in accordance with relevant IRDAI regulations and Actuarial Practice Standards issued by the Institute of Actuaries of India.

Significant factors involved in estimating the future claims liability include:

- *The effect of inflation on claims.* The anticipated effect of inflation is implicitly considered when estimating liabilities for unpaid losses and loss adjustment expenses (other than in the case of third party motor insurance claims from the accident year 2013 which include explicit inflation assumptions). Such anticipated effects include changes in social and judicial attitudes towards claims (including the magnitude of court awards) and cannot be measured by external data sources with accuracy. Estimates of the ultimate value of all unpaid losses are based in part on the development of average paid losses, which reflects inflation as well. Such trends are more difficult to predict than general economic inflation. Inflation is also reflected in the reserve estimates established on reported open claims, which, when combined with paid losses, form another basis for the derivation of estimates of reserves for all unpaid losses;

- *Absence of Time Limits for Motor Third Party Data* – As motor third party claims have no time limit for reporting claims, there are no years for which completely developed claims data is available (even the earliest years have certain potential open claims and probable new intimations).

- *Changes in Actuarial Practices and the Availability of Data* –Actuarial practices and data collection have developed and improved as the insurance industry matures. Therefore, different accident years adopt different actuarial methods, based on the data available for those accident years.

Reserves Experience

A substantial share of our reserves relate to motor third-party liabilities, which tend to involve longer periods of time for the reporting and settlement of claims. This may increase the inherent risk and uncertainty associated with loss reserve development. The development of insurance liabilities determines our ability to estimate the ultimate value of claims.

The loss development tables (which are also called "reserving triangles") below show the estimate of ultimate losses, including loss adjustment expenses, at the end of each accident (occurrence) year (net of claims to be recovered from reinsurance ceded), and each accident year's provision for losses and loss adjustment expenses in subsequent years.

This estimate of losses and their corresponding provision are increased or decreased as more information becomes known about the development of losses for each accident year. The increase or decrease is reflected in the operating results during the period in which the estimate is changed. The accident year's outstanding provisions reflect remaining unpaid claims for us pertaining to the accident year, but that are yet to be settled. The following are a combination of our IBNR and IBNER provisions.

The accident year losses and expenses in the accident year tables below, as well as the reserves outstanding, do not include the arrangements previously made under the Indian motor third party insurance pool (the "**IMTPIP**"), as the IMTPIP has since been ended. The following data is a combination of IBNR and IBNER provisions in respect of the policies underwritten by us from financial year 2008 to 2012 which we ceded to the IMTPIP and which were retroceded to us upon the ending of the IMTPIP.

Accident Year ("AY") Tables

Incurred Losses and Allocated Expenses (Ultimate Movement)

As At June 30, 2017	AY 07-08	AY 08-09	AY 09-10	AY 10-11	AY 11-12	AY 12-13	AY 13-14	AY 14-15	AY 15-16	AY 16-17	AY 17-18Q1
	₹ in billions (except percentages)										
End Of First Year	6.52	8.69	9.24	8.85	7.67	9.60	14.15	16.64	16.30	16.54	5.29
One Year Later	6.53	8.97	9.50	8.85	7.29	9.02	13.64	16.18	15.98	16.28	
Two Years Later	6.76	9.17	9.99	8.94	7.41	8.96	13.85	15.78	15.92		
Three Years Later	7.27	9.60	10.32	9.14	7.47	9.39	13.71	15.85			
Four Years Later	7.58	9.84	10.65	9.33	7.83	9.68	13.72				
Five Years Later	7.78	9.99	10.89	9.64	7.93	9.70					
Six Years Later	7.91	10.13	11.33	9.77	7.94						
Seven Years Later	7.99	10.23	11.53	9.78							
Eight Years Later	8.03	10.39	11.56								
Nine Years Later	8.11	10.41									
Ten Years Later	8.15										
10.25 Years Later											
Redundancy %	25.0%	19.8%	25.1%	10.6%	3.4%	1.1%	(3.1)%	(4.8)%	(2.3)%	(1.6)%	

Unpaid Losses and Loss Adjustment Expenses

As At June 30, 2017	AY 07-08	AY 08-09	AY 09-10	AY 10-11	AY 11-12	AY 12-13	AY 13-14	AY 14-15	AY 15-16	AY 16-17	AY 17-18Q1
	₹ in billions										
End Of First Year	2.36	2.36	2.83	2.75	2.93	5.50	8.22	9.59	9.18	9.90	3.81
One Year Later	0.83	0.61	0.57	1.10	1.14	3.21	5.63	6.89	6.44	8.16	
Two Years Later	0.47	0.27	0.55	0.79	0.91	2.51	4.89	5.35	6.04		
Three Years Later	0.31	0.41	0.55	0.69	0.68	2.33	3.69	5.14			
Four Years Later	0.36	0.44	0.57	0.60	0.81	1.97	3.46				
Five Years Later	0.39	0.42	0.54	0.70	0.68	1.87					
Six Years Later	0.40	0.40	0.60	0.63	0.62						
Seven Years Later	0.37	0.37	0.57	0.59							
Eight Years Later	0.30	0.39	0.55								
Nine Years Later	0.29	0.37									
Ten Years Later	0.29										

Underwriting Year ("UW") Tables

Incurred Losses and Allocated Expenses (Ultimate Movement)

As At June 30, 2017	UW 07-08	UW 08-09	UW 09-10	UW 10-11	UW 11-12	UW 12-13	UW 13-14	UW 14-15	UW 15-16	UW 16-17	UW 17-18Q1
	₹ in billions (except percentages)										
End Of First Year	—	—	—	—	—	—	—	—	—	—	—

As At June 30, 2017	UW 07-08	UW 08-09	UW 09-10	UW 10-11	UW 11-12	UW 12-13	UW 13-14	UW 14-15	UW 15-16	UW 16-17	UW 17-18Q1
	₹ in billions (except percentages)										
One Year Later					4.93						
Two Years Later				4.97	4.93						
Three Years Later			5.63	4.97	4.93						
Four Years Later		4.22	5.63	4.97	4.81						
Five Years Later	4.24	4.29	6.11	5.55	4.95						
Six Years Later	4.43	4.69	6.90	5.69	4.95						
Seven Years Later	4.65	4.99	7.23	5.69							
Eight Years Later	4.85	5.15	7.23	—	—	—	—	—	—	—	—
Nine Years Later	4.97	5.15									
Ten Years Later	4.97										
10.25 Years Later											
Redundancy %	17.1%	22.0%	28.4%	14.5%	0.4%	25.6%	140.5%				

Unpaid Losses and Loss Adjustment Expenses

As At June 30, 2017	UW 07-08	UW 08-09	UW 09-10	UW 10-11	UW 11-12	UW 12-13	UW 13-14	UW 14-15	UW 15-16	UW 16-17	UW 17-18Q1
	₹ in billions (except percentages)										
End Of First Year							0.03				
One Year Later					4.78	0.02	0.08				
Two Years Later				4.17	4.37	0.02	0.06				
Three Years Later			3.20	3.43	3.66	0.02	0.05				
Four Years Later		1.80	2.44	2.63	2.71	0.02	0.05				
Five Years Later	1.39	1.47	2.18	2.48	2.14	0.02					
Six Years Later	1.25	1.43	2.22	1.91	1.97						
Seven Years Later	1.19	1.34	2.00	1.76							
Eight Years later	1.08	1.19	1.84								
Nine Years later	0.97	1.11									
Ten Years later	0.92										
10.25 Years later											

Customer Service

Customer service is an important part of our offering to customers. In particular effective and efficient claim management systems, sophisticated and convenient technological platforms, allowing access on a wide variety of platforms, and efficient on-boarding, claim monitoring and grievance procedures are central to our business. Our focus on customer service has resulted in a continuing downward trend in our complaint ratio in the past three financial years as set out below:

	Quarter ended June 30, 2017	Financial Year		
		2017	2016	2015
Number of Complaints	151	1,288	1,526	1,759
Complaints Ratio to number of policies issued	0.17	0.00031	0.00039	0.00040

Customer Relations

We largely interact with customers directly through our call centers, in person at our branches or through e-mail, web chat and other IT platforms connected to our website. Employees who are responsible for customer relations by any of the above means are given training in how to approach such interactions. We also use technology platforms to improve our customer service. For example 'RIVA, the 'chatbot' that is integrated into our facebook page and website is able to generate policy quotations, accept claim intimations and provide claim status and documents within one minute to customers. Further we also use and integrated customer relationship management tool, 'Customer One View' which allows us to analyze customer data including interaction history and claims and policy level to provide insight in what additional or amended services may be required to meet their needs. In this manner we have recently begun the provision of a call line specifically structured for senior citizens to ensure their claims process is as amenable for them as possible. We continually seek feedback from our customers on their experience and use this information to repeatedly amend and update our services to ensure that we are providing a continually improving service.

Claims Management

We maintain separate claims management departments for each of our business segments, reflecting the specific experience required to address the needs of customers in relation to claims handled. In general all segments follow a similar procedure in handling claims. Following our initial notification of a claim, a claim manager is appointed for the claim. Cases requiring a physical loss assessment are assigned to a loss assessor who assesses and reports the loss to us. Cases not requiring a physical loss assessment are evaluated by the claim manager on the basis of documents submitted by the insured part. Following completion of the services either the service provider or the insured (in respect of 'cashless' or 'reimbursement' claims respectively) submits an invoice to us in respect of which we make payment.

Personnel from our claims management department possess expertize in a number of areas including relationship management, strategy, internal review, analytics and grievance management. Our claims management department also utilizes a number of IT platforms to enhance customer experience and simplify agent interaction. Separate platforms are used for each business segment such as 'MPlus' and 'Smart Zone' in our motor segment and 'RCare' and 'ICE' in our health insurance segment.

Investments

Typically, general insurers in India receive premiums at the point of purchase of a policy, and claims are incurred and settled later including in some cases, such as third-party motor insurance claims, a number of years later. The time lag between the receipt of such premiums and the actual payment of claims creates investable assets, which is known as ‘float’. Float is an important financial characteristic that is unique to the general insurance industry and the size of our float is critical to our financial condition and results of operations. In addition to such investable assets from insurance underwriting, our total investment assets are built up through the investable pool generated from shareholders’ capital and other forms of capital, such as the debentures issued by us. Our investment portfolio and investment strategy is coordinated and executed by our in-house investment team.

We define investment leverage as the ratio of our total investments assets to our net worth. The following table sets forth our total investment assets and investment leverage for the periods indicated:

	As at March 31,		
	2017	**2016**	**2015**
	₹ in millions (except for investment leverage)		
Total Investment Assets	68,878.53	67,242.66	53,813.73
Net Worth	12,954.87	12,569.12	11,049.99
Borrowings*	2,300.00	2,300.00	0
Investment Leverage**	5.14	5.17	4.87

* *Such borrowings forming part of our Tier II capital.*
** *Investment leverage is computed net of borrowings.*

Our investment leverage (net of borrowings) and investment portfolio has increased over the years as indicated in the table above, which reflects our ability to generate additional investment income.

Investment policy and strategy

Our investment policy is to earn adequate and competitive returns while ensuring the safety and liquidity of funds. Our investment strategy is also governed by internal norms of prudential exposure and regulatory guidelines. Applicable regulations restrict the proportion of funds that can be allocated to specified types of investments. We consider the level of risk, expected rate of returns, nature and term of corresponding liabilities and maturity profile to be important factors in the determination of our strategic asset allocation. We also monitor credit risk, and, when necessary, establish appropriate limits to maintain a balance between safety and returns.

Our investment management is governed by the guiding principles set by our investment policy reviewed bi-annually by our Board. The investment policy sets out our asset allocation strategy to ensure financial liquidity, security and diversification. Overall such allocation strategy seeks to gain an exposure to a mix of government securities and state development loans in respect of government securities, and a mix of corporate ratings and also spreads that cater for potential future changes in interest rates in respect of corporate securities. The implementation of our investment policy is overseen by the Investment Committee of the Board, which also has the responsibility of reviewing the investment portfolio on a regular basis.

Composition

Our total investment assets include debt, equities, mutual funds, real estate and other alternative investments. As of March 31, 2017, 38.1% of our total investment assets, by carrying value, were held in government securities, 54.5% in corporate bonds, 1.6% in equities and the remaining in other investments. We also monitor and limit our exposure to any single non-government counterparty to less than 10% of our total investment assets, by carrying value, without the specific approval of our Investment Committee. Our internal exposure norms are more conservative than the limits allowed under the applicable regulations.

The following table sets forth the composition of our funds, by carrying value, at the dates indicated:

Security Type	**As at June 30, 2017**		**As at March 31,**					
			2017		**2016**		**2015**	
	Total	**%**	**Total**	**%**	**Total**	**%**	**Total**	**%**
	(₹ in millions, except for percentages)							
Fixed Income								
Government Securities	25,944.11	37.7%	25,650.84	38.1%	17,560.04	32.6%	16,851.05	33.4%
Corporate Bonds	37,031.16	53.8%	36,630.71	54.5%	29,949.64	55.7%	24,574.47	48.7%
Certificates of Deposit and Commercial Paper	489.27	0.7%	973.21	1.4%	2,699.80	5.0%	2,063.66	4.1%
Fixed Deposits	60	0.1%	-	0.0%	1,145.00	2.1%	4,956.00	9.8%
CBLO	29.99	0.0%	0	0.0%	0	0.0%	0	0.0%
Reverse Repo	-	-	-	0.0%	-	0.0%	-	0.0%
Mutual Funds	3,566.05	5.2%	2,617.23	3.9%	1,629.13	3.0%	1,140.64	2.3%
Equity	1,204.19	1.7%	1,077.79	1.6%	706.85	1.3%	862.61	1.7%
Real Estate	-	-	-	0.0%	-	0.0%	-	0.0%
Alternative Investments (ETF/AIF)	553.76	0.8%	292.88	0.4%	123.27	0.2%	34.83	0.1%
Total	**68,878.53**	**100%**	**67,242.66**	**100%**	**53,813.73**	**100%**	**50,483.26**	**100%**

Fixed Income

Our fixed income portfolio consists of central and state government securities, treasury bills issued by the Reserve Bank of India, corporate debentures and bonds, money market instruments, CBLO, reverse repo and mutual funds. Fixed income securities (other than our investments held through mutual funds) are not marked to market in our profit and loss account statement and for the purposes of determining solvency levels, allowing us to take a medium to long-term view in connection with our investments. We aim to maintain a fixed income portfolio composition of high asset credit quality.

The following table sets forth the credit ratings of our fixed income portfolio, by carrying value, at the dates indicated:

Domestic Rating	**As at June 30, 2017**		**As at March 31,**					
			2017		**2016**		**2015**	
	Total	**%**	**Total**	**%**	**Total**	**%**	**Total**	**%**
	₹ in millions (except for percentages)							
AAA*	20,891.38	31.1%	21,307.92	32.3%	21,698.23	41.0%	18,332.28	37.0%
AA or AA+	15,166.84	22.6%	14,832.62	22.5%	9,576.44	18.1%	7,676.26	15.5%
AA- or lower	1,462.21	2.2%	1,463.39	2.2%	1,374.78	2.6%	629.60	1.3%
Sovereign	25,944.11	38.6%	25,650.84	38.9%	17,560.04	33.1%	16,851.05	34.0%

Fixed Deposits, Reverse Repo, CBLO and Mutual Funds**	3,656.04	5.5%	2,617.23	4.1%	2,774.13	5.2%	6,096.64	12.3%
Total	**67,120.58**	**100%**	**65,871.99**	**100%**	**52,983.61**	**100%**	**49,585.82**	**100%**

* Mutual Funds (excluding alternative investment funds) are shown at market value.
** Includes securities rated P1+/A1+.

The duration of our fixed income assets is varied, with our corporate bonds generally having a lower duration than that of our government securities. The following table sets forth our fixed income assets, by carrying value, based on their maturity dates indicated:

Maturity	**As at June 30, 2017**		**As at March 31,**					
			2017		**2016**		**2015**	
	Total	**%**	**Total**	**%**	**Total**	**%**	**Total**	**%**
	₹ in millions (except for percentages)							
Up to one year	13,732.92	20.5%	13,496.98	20.5%	13,331.10	25.1%	11,712.68	23.6%
More than one year and up to three years	16,809.15	25.0%	14,613.72	22.2%	12,278.30	23.2%	11,846.97	23.9%
More than three years and up to seven years	22,642.07	33.7%	24,065.33	36.5%	15,514.06	29.3%	13,183.21	26.6%
More than seven years and up to 10 years	7,168.12	10.7%	7,524.86	11.4%	5,127.57	9.7%	7,180.57	14.5%
Above 10 years	6,768.32	10.1%	6,171.09	9.4%	6,732.59	12.7%	5,662.39	11.4%
Total	**67,120.58**	**100%**	**65,871.99**	**100%**	**52,983.61**	**100%**	**49,585.82**	**100%**

Equities

We invest in equities with the objective of long-term returns with a focus on value stocks. Equities are accounted for on a marked-to-market basis for the purposes of determining solvency levels. We use our equity exposure to optimize our portfolio returns. We do not have exposure to unlisted equities. We cap our exposure to equities to a proportion of our net worth.

Alternative Investments

We have minimal exposure to alternative investments, which include private equity funds, venture capital funds, real estate funds and securitized receipts. Our exposure to alternative investments is thus far restricted to fixed income assets as underlying and to Infrastructure Investment Trusts.

Investment Performance

The following table sets forth the investment income and return for periods indicated:

Particulars	**Quarter ended June 30, 2017**	**Financial Year 2017**	**Financial Year 2016**	**Financial Year 2015**
	(₹ in millions, except for percentages)			
Realised investment income	1,495.56	6,103.49	5,234.90	5,049.32
Realised return (annualised)	8.4%	9.8%	9.7%	10.5%
Total portfolio return (including unrealised gains)*	10.1%	10.7%	8.6%	13.7%
Total listed equity return (including unrealised gains)*	24.20%	28.30%	-5.80%	26.50%

** Data for quarter ended June 30, 2017 has been annualized.*

Our long-term oriented total return approach has produced consistent investment performance across interest rate and equity market cycles.

For the financial years 2017, 2016 and 2015, our equity portfolio returns (including unrealized gains) were 28.3%, (5.8)% and 26.5%, respectively. For the same periods, the Nifty index returns were 18.5%, (8.9)% and 26.7%, while the BSE Sensex returns were 16.9%, (9.4)% and 24.9%, respectively.

Our total return approach allows us to build a stronger financial position over time and enhances our ability to allocate investments to long-term assets.

The following table sets forth details of investment yield (weighted based on closing portfolio) for the periods indicated:

Particulars	Quarter ended June 30, 2017	2017	2016	2015
Portfolio Yield*	7.9%	8.0%	8.6%	8.9%

** Data for quarter ended June 30, 2017 has been annualized.*

The following table sets forth our industry wise investment exposure in equities and bonds, for the periods indicated:

Exposure to Industry By Sector (Equity and Bonds)	June 30, 2017		March 31, 2017		March 31, 2016		March 31, 2015	
	₹ in millions	% of total investments	₹ in millions	% of total investments	₹ in millions	% of total investments	₹ in millions	% of total investments
Financial and Insurance	16,050.54	23.3%	16,685.04	24.8%	13,335.01	24.8%	10,102.85	20.0%
Housing Sector	8,750.40	12.7%	8,522.57	12.7%	7,727.07	14.4%	6,389.67	12.7%
Infrastructure	7,432.86	10.8%	7,199.48	10.7%	5,096.65	9.5%	6,078.72	12.0%
Others	36,644.73	53.2%	34,835.57	51.8%	27,655.00	51.3%	27,912.02	55.3%
Total Investments (Book Value)	**68,878.53**	**100%**	**67,242.66**	**100%**	**53,813.73**	**100%**	**50,483.26**	**100%**

In accordance with IRDAI Preparation of Financial Statements Regulations all insurers are required to account for equity and mutual fund investments at fair value. All listed equity securities traded in the active markets are to be measured at fair value on the balance sheet date. Measurement for the purpose of calculation of fair value is the last quoted closing price on NSE. However, in the event an investment is not being listed on the NSE, an insurer may value the shares based on the last quoted closing price on the BSE. All mutual funds and AIFs are valued at latest available NAVs. Investment cost is computed on volume weighted average basis. The purchase price in case of equity is computed after capitalizing brokerage and other transaction cost and taxes on such transactions. The NAV at which the mutual fund instrument is purchased forms the purchase price for such mutual fund. The unrealized gain is the difference between fair value and book cost.

All debt securities including government securities, debentures, bonds, zero coupon bonds, certificates of deposit and commercial paper are valued at cost subject to amortization.

Risk Management

We are exposed to several risks related to our business and operating environment and risk management forms an integral part of our business. We have developed a robust risk management framework to manage enterprise-wide risks.

Risk Management Framework

We have established a risk management framework to help us identify, assess, monitor and eliminate or mitigate various enterprise related risks. Our risk management framework is overseen by our Risk Management Committee and our Chief Risk Officer is responsible for its implementation and management. We have a Risk Management Policy, which sets out the roles and responsibilities of our Risk Management Committee and Chief Risk Officer. This policy is approved by our Board and reviewed periodically.

We have an enterprise risk management department that prepares an enterprise risk management report on a quarterly basis and submits such reports to our Board and Risk Management Committee. These enterprise risk management reports include the status of existing risks and periodically set out details of emerging risks.

Enterprise-wide Risks and Mitigation Strategies

We have identified and categorized enterprise-wide risks in our business as follows:

Credit Risk

Credit risk is the risk of loss resulting from the failure of our obligors or counterparties to perform or timely perform their contractual obligations or the deterioration in the credit profile of relevant parties. Credit risk arises predominantly with respect to investments in debt instruments, insurance contract receivables, recoverable from reinsurers and receivables from counterparties. See "*Risk Factors—Internal Risk Factors—Credit risks in our day-to-day operations, including in our reinsurance contracts, may expose us to significant losses*" on page 37 and "*Risk Factors—Internal Risk Factors—Credit risks related to our investments may expose us to significant losses*" on page 29.

To mitigate credit risks, all our investments are made in accordance with applicable IRDAI investment regulations and we have maintained a consistent investment philosophy with a long-term objective to protect policyholders' funds. We seek to mitigate investment related credit risks by investing in long-term fixed income securities. As at March 31, 2017, 71.2% of our fixed income portfolio (including mutual funds), by carrying value, was comprised of sovereign or domestically AAA rated securities.

In addition, our reinsurance exposure is well balanced with proportional and non-proportional reinsurance contracts. A significant proportion of our reinsurance contracts are placed with reinsurers rated A- and above (S&P or equivalent international rating). As of March 31, 2017, 92.2% of our reinsurance was placed with such reinsurers. Further, we regularly monitor receivables from counterparties such as reinsurers, coinsurers and Government bodies.

Market Risk

Market risk is the risk of sensitivity to adverse changes in values of financial instruments resulting from fluctuations in foreign currency exchange rates, interest rates, property prices and equity prices. While a majority of our investments are invested in fixed income assets, we also have exposure to foreign currency exchange rates, property prices, equity prices and certain other rates. We also face some liquidity risk since some of our investments are in illiquid assets. See "*Risk Factors—Internal Risk Factors—Our investment portfolio is subject to liquidity risk which could decrease its value*" on page 30.

To mitigate market risks, we diversify our investments to reduce the impact of adverse market movements on our investment portfolio. Most of our assets are held in fixed income securities whose value does not fluctuate with market rates as we are only required to recognize realized losses.

In addition, our asset liability management framework and liquidity management assists in maintaining sufficient assets to meet our current and long-term liabilities. Claims liabilities are estimated using actuarial analysis of different product classes to build up reserves, which are checked on a quarterly basis. We maintain an adequate liquidity position in order to meet any sudden claims by allocating a portion of our investment assets in short-term instruments in proportion to our expected short term liabilities, such that we can liquidate a substantial portion of our investment portfolio without suffering significant market losses due to such sale.

Underwriting Risk

We consider business risk to be the inherent risk in our business of the payments we are required to make following claims made by customers purchasing our insurance products. Those payments may at any time increase, in particular as a result of significant catastrophic events affecting large numbers of people. See "*Risk Factors*" on page 15.

To mitigate business risks, we ensure a balance of underwriting business across multiple product classes with a geographical spread and sourced through a variety of intermediary channels and direct business. Our Underwriting Policy determines pricing and retention levels for each product class and corresponding reinsurance arrangements for effective risk transfer. Claims reserves are determined using actuarial methods and are periodically evaluated by analyzing historical development of development of paid, outstanding and IBNR reserves. Our underwriting risk management includes the use of actuarial methods and models, as well as historical loss development triangles, to assist in the establishment of appropriate claim reserves. We also purchase catastrophic reinsurance based upon our risk retention policy and periodically use models to simulate various disaster scenarios and stress test our exposure. In addition, adequacy or reserves are checked on a quarterly basis.

Operational Risk

Operational risks are risks related to operational execution and include, among others systems risk, fraud risk, legal risk, compliance risk, process risk and outsourcing risk. See "*Risk Factors*" on page 15.

To mitigate operational risks, we aim to move towards automation of processes and we have established various IT systems to minimize operational risks. We monitor the risk of fraud through a mix of portfolio and claims analysis. We have established controls to assess various triggers and patterns for fraud and have deterrence and loss minimization controls in processes related to sourcing of business and claims management. We have an Information Security Policy to monitor and mitigate information security breaches, data loss prevention and other cyber security related risks.

In addition, we have established a risk control matrix in accordance with our "Internal Control over financial reporting" guidelines to identify risks associated with major and critical processes and have established controls to mitigate these risks.

Compliance

In order to ensure compliance with laws and regulations applicable to us, we have formulated various policies and procedures, including a code of conduct, a whistle-blower policy and code of conduct for personal investments. Our compliance framework is overseen by our Board through the Audit Committee. Our compliance department creates company-wide awareness regarding relevant laws and regulations on requirements by the IRDAI.

We conduct risk-based audits where the periodicity of audits are determined through a Board approved annual audit program. All audit findings are regularly reviewed to improve the control environment and key findings are reported to our Board on a quarterly basis.

We also have an internal audit department that is responsible for reviewing, monitoring and testing our risk control matrix. In addition, we conduct a quarterly compliance audit.

We have adopted a risk-based internal audit strategy pursuant to which we conduct an audit of various branches, functions and entities. The frequency of such audits depend on our vulnerability to perceived risks and the critical nature of respective functions. We have assigned suitable weightages to various risk parameters and we select branches for audit during a particular financial year based on a risk score that is derived along with other incidental reports.

Based on the various audit reports submitted each quarter, key audit findings for the quarter are prepared and management response is sought for such findings. These key audit findings are presented to our audit committee along with an action report detailing steps taken to resolve various issues that were noted during the course of the audit.

We have established an asset liability management framework based on our Asset Liability Management Policy, which is approved by our Board. Asset-liability management is critical for management of our finances that are invested to meet our future cash flow needs and capital requirements. We also conduct stress testing based on applicable IRDAI regulations and assess the overall impact of different stress scenarios on our financial position and solvency margin.

Information Technology

Our information technology capability is critical to the efficient operation and performance of our business and one of the key contributors to our success as well as our future growth. The technological platforms on which we operate have a significant impact on our marketing, sales, competitiveness, internal procedures and client service. For the financial years 2017, 2016 and 2015, we spent ₹362.30 million, ₹362.27 million and ₹377.12 million on our IT infrastructure, respectively.

We have developed a core set of technology-driven capabilities for distribution and servicing of general insurance products. These capabilities are powered by a robust IT architecture, which helps in the creation of new services and integration between applications internally, as well as with external systems. We have systems focused on capturing data at all key touchpoints and delivering business management information systems on a consistent basis. Customer and risk data is also sourced from public databases such as Vaahan and Aadhaar.

Our key IT systems that provide policy sourcing and servicing functions are set forth below:

Policy Administration: Personal line policies such as motor, health, travel, personal accident are issued from bespoke custom-built applications. Commercial line policies such as fire and engineering are issued from a policy administration system product, Genisys Configurator. Policy administration covers new business, endorsements and renewal processing. Re-insurance (treaty-based and facultative) is setup in the Genisys Configurator.

Claims Management: We use custom-built claims applications for motor, health and commercial lines. Claims are intimated by customers and channel partners using multiple channels such as call centers, our website and through our agents and brokers.

Customer Service: We use an integrated CRM solution for multi-channel customer interactions. We use a program, 'Customer One View', which provides a unified view of policies and claims of customers and we use "chatbots" for automating service needs. We also provide a range of "do-it-yourself" services for customers and channel partners.

Our key technology solutions include:

Mobile point of sale: Our field sales agents use a mobile application to issue retail policies. The agents also utilize a dongle where credit and debit cards can be swiped to collect the premium.

Secured electronic policy: All policies issued by us have security features such as a two dimensional barcode and a digital signature, which makes documents difficult to tamper with. Renewal notices have a QR code, which enables instant renewal on our mobile site.

Online claim intimation: In order to facilitate the process of making a claim, we have enabled a process for making claims online where customers can create intimations and track the status of their claims.

Video streaming for motor Claims: To assist us with management and faster processing of claims, our motor surveyors and claim managers perform on- field assessments of damaged vehicles through a mobile application using real-time video streaming.

Web and mobile site: Our customers can obtain quotes and purchase policies through our web and mobile sites. We also provide a host of self-service options for obtaining duplicate policies, tracking claims status, searching for our branches and partner networks of motor garages and hospitals, and obtaining tax certificates for health policies.

In-house health claims management: We have an in-house health claims management team, which utilizes an integrated health claims management system. The system provides for both, cashless and re-imbursement modes of claims settlement along with options to make queries, raise suspected fraud alerts, manage investigations and customer grievance redressal.

Daily commission: Our sales channel partners enter into agreements with us pursuant to which commissions can be released at any agreed time interval. We also provide online commission statements.

Crop & Weather Insurance: In order to service our weather and crop insurance segment and the large number of customers it caters to, we have developed certain applications intended to facilitate the enrollment of such large numbers of individual customers of such products, their claims and other on-going interactions with them.

In addition, we rely on IT systems to issue quotations and polices in a quick and efficient manner, to provide multiple payment options including electronic payments, track upcoming renewals as well as direct interface to our IT support team.

To assist us with our sales function, we equip our sales managers and channel partners with reports to analyze sales performance (target versus achievement, trends over time), claims status, renewal retention and commission statements.

Competition

We face significant competition in the Indian insurance market from both public and private-sector competitors. Competition in the Indian insurance sector is based on a number of factors, including brand recognition and the reputation of the provider of products and services, customer satisfaction, underwriting and pricing of risks, distribution network and access to services and service personnel, pricing and quality of services, product design and diversification, financial strength and information technology capabilities. Some of our competitors also have competitive strengths based on operating experience, capital base and product diversification.

Within the general insurance industry in India, there were 31 other public and private-sector general insurers operating as at June 30, 2017. Our primary competitors are the major public-sector general insurers - The New India Assurance Company Limited, United India Insurance Company Limited, National Insurance Company Limited and Oriental Insurance Company Limited - and private-sector general insurers. We also face competition from specialized insurers, including health and agricultural insurers.

Employees

As of June 30, 2017, we had 2,288 employees. We strive to maintain a work environment that fosters professionalism, integrity, excellence and cooperation among our employees. Our agents are not our employees. The following table sets forth details of our employee as of June 30, 2017:

Particulars	Number of Employees
Sale and Distribution	1,228
Underwriting and Claims	658
Other Support Functions	402
Total	**2,288**

Corporate Social Responsibility

We have adopted a Corporate Social Responsibility ("**CSR**") policy in compliance with the requirements of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 notified by the Central Government. Key social welfare initiatives recently undertaken by us include our Ek Haath Shiksha Ki Or initiative taking place on Teacher's Day, consisting of employees visiting children's homes and donating stationary and eye check ups.

Property

Our registered office is located at H-Block, 1st Floor, Dhirubhai Ambani, Knowledge City, Navi Mumbai 400 710 and corporate office is located at Reliance Centre, South Wing, 4th Floor, Off Western Express Highway, Santa Cruz (East), Mumbai 400 055. As of June 30, 2017, our operations were spread across 23 states, two union territories in India through our 129 offices, which are operated from leased premises.

Insurance

We have obtained insurance policies to cover our assets against losses from fire, burglary and risks to our property. Additionally, we maintain a group term insurance policy, a group personal accident policy and a group health insurance policy to cover the medical expenses incurred by our employees during hospitalization, for any illness or injury suffered. We also maintain coverage for directors' and officers' liability insurance.

Intellectual Property

Our intellectual property includes trademarks associated with our business and we have registered various trademarks associated with our business. We regard our trademarks as important to our success. We have made applications for registration of 14 trademarks in accordance with the Trademarks Act, 1999. For details, see "*Government and other Approvals*" on page 399.

We are permitted to use certain word marks, including 'Reliance', 'Reliance General Insurance' and logos thereof by Anil Dhirubhai Ambani Ventures Private Limited under the terms of a brand license agreement dated October 1, 2014. Under this agreement, the licensor has the right to terminate the agreement for certain reasons, including a significant breach by the Company, which includes a change in control (as defined in the agreement) of the Company.

REGULATIONS AND POLICIES

The following description is an indicative summary of certain sector specific key laws and regulations in India, which are applicable to our Company. The information detailed in this section has been obtained from publications available in the public domain. The regulations, as amended, set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed as nor intended to be a substitute for professional legal advice.

The Insurance Act and the IRDA Act

The Insurance Act along with the various regulations, guidelines and circulars issued by IRDAI, govern, amongst other matters, registration of the insurers, opening of new places of business, accounts and balance sheet, audit of financial statements, actuarial report and abstract, insurance intermediaries and agents, investment of funds, valuation of assets and liabilities, solvency margins to be maintained by the insurer, restriction on dividends, limits on expenses of management, commission and/or remuneration and/ or rewards payable to insurance agents and intermediaries, requirement to be Indian owned and controlled and obligation of insurers in respect of motor third party insurance business. The IRDAI came into existence by virtue of promulgation of the IRDAI Act to regulate, promote and ensure orderly growth of the insurance sector in India and to protect the interests of policyholders.

Under the Insurance Act, insurers are required to be registered with the IRDAI for carrying out any class of insurance business, including general insurance in India. The Insurance Act stipulates, among other things, certain requirements with respect to the capital structure for insurers including minimum paid-up equity capital and equal voting rights. Insurers are required to maintain records of policies, including the details of policyholders, nominations of claims, details of discharge or rejection of claims, register of insurance agents, etc. Under the Insurance Act, an Indian insurance company is obligated to be "Indian Owned and controlled". Additionally, in terms of the Foreign Investment Rules, the term "Indian Control of an Indian Insurance Company" has been defined to mean control of such Indian insurance company by resident Indian citizens or Indian companies-, which are owned and controlled by resident Indian citizens. The term "control" has been defined in the Insurance Act to include the right to appoint a majority of the directors or to control management or policy decisions including by virtue of shareholding management rights shareholders agreements or voting agreements. The term "Indian Ownership of an Indian Insurance Company" has been defined in the Indian Insurance Companies (Foreign Investment) Rules 2015 as more than 50% of the equity capital in a company which is beneficially owned by Indian residents or Indian entities which are owned and controlled by resident Indian citizens. Further, a general insurance company is required to have capital consisting of equity shares each having a simple face value and such other form of capital as may be specified by regulations. The voting rights of the shareholders are required to be restricted to such equity shares and to be proportionate to the paid-up equity share capital held by them. As regards to investments of assets, the Insurance Act mandates insurers to keep invested assets in a prescribed manner in Government securities and such other approved investments. Further, the Government securities and other approved securities where assets are to be invested are required to be held by the insurers free of any encumbrance, charge, hypothecation or lien. Certain restrictions on investments of assets and controlled fund have also been prescribed, including investment in shares or debentures of a private limited company. IRDAI has issued the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 and the Master Circular on Investments, 2017 which replaced the Investment Regulations issued in 2000. See "*Regulations and Policies*" on page 166.

Further, any appointment, re-appointment or termination of appointment or amendment of the terms of remuneration, of a managing or whole-time director, executive directors, manager or chief executive officer of an insurance company requires the prior approval of the IRDAI.

IRDAI has specified norms for issuance of capital which require insurers to obtain prior approval of the IRDAI for issuance of capital by way of public issue or any subsequent issue of equity shares.

The Insurance Laws (Amendment) Act, 2015 ("Amendment")

The Amendment has introduced several changes in the scheme of the Insurance Act, amongst other things, in relation to ownership and control, capital, enhancement of administrative and enforcement powers and responsibilities of IRDAI. Additionally, the Amendment also encourages electronic form of policy records and claims. The Amendment provides that every insurer shall, in respect of all business transacted by him, endeavour to issue policies above a specified threshold in terms of sum assured and premium in electronic form, in the manner and form to be specified by the regulations made under this Act.

As regards foreign investors, the cap on aggregate holding of equity shares by foreign investors, including portfolio investors, has been raised to 49% of paid up capital from the erstwhile 26% and insurance companies are required to be Indian owned and controlled. Accordingly, the ownership as well as the control are required to remain in Indian hands. Further, the Amendment has permitted insurers to raise capital through instruments other than equity. In this regard, IRDAI has issued regulations, titled The IRDAI (Other Forms of Capital) Regulations, 2015 which permit insurers to raise capital by way of preference shares and subordinated debt instruments after obtaining prior approval from the IRDAI. The Amendment empowers the insurance companies to appoint agents subject to fulfilment of the criteria stipulated by IRDAI. The Amendment has further accorded powers to IRDAI to regulate the commission payable to the agents and intermediaries through appropriate regulations.

The Amendment has extended the powers of the IRDAI for regulating various day to day operations and activities of insurance companies by issuing regulations with respect to the same. In furtherance to the Amendment, the IRDAI has issued regulations and guidelines on registration and licensing of insurance companies, investments, pricing of put or call options in joint venture agreements where one of the joint venture parties is a foreign entity, assets liability and solvency margin requirements, insurance agents and intermediaries, corporate governance requirements, transfer of shares, opening, closure and relocation of branches, expenses of management, advertising, accounting procedure and reporting formats, granting of loans and advances, maintenance of records, obligation of insurer in respect of motor third party insurance business, reinsurance and outsourcing of activities.

The Amendment has included new definitions like health insurance business and reinsurance and modified the definition of Indian insurance company to include health insurance business. Further, the Amendment has simplified the process of payment to nominee of policyholder and has also vested the policyholder with a power to assign an insurance policy, wholly or in part, provided that such assignment is bona fide , in the interest of the policyholder not contrary to public interest and not for the purpose of trading of the insurance policy. The Amendment has entrusted the Securities Appellate Tribunal in the interest of the policyholder with the power to entertain appeals against the orders relating to investigation/inspection conducted by IRDAI.

The Amendment has removed various clauses in the Insurance Act including the sections relating to acceptance of deposits by insurance companies, appointment of chief agent and principal agent, divesting excess shareholding above 26% by promoters, etc. The Amendment has enhanced the quantum of penalties for insurers with respect to contravention of the provisions of the Insurance Act. The penalties range from ₹ 0.1 million for each day during which contravention continues to ₹ 10 million to ₹ 250 million for different kinds of violations. A person who carries on the business of insurance without obtaining a certificate of registration may additionally be punishable with imprisonment extending to 10 years.

Certain regulations prescribed by the IRDAI

Insurance Regulatory and Development Authority of India (Issuance of Capital by Indian Insurance Companies transacting other than Life Insurance Business) Regulations, 2015

These regulations shall be applicable to the Applicant Company to raise funds under the ICDR regulations through any of the following options:

(i) Divestment of Equity by one or more of the Promoters of investor(s) through public offer for sale under the ICDR Regulations.
(ii) Issue of Capital under ICDR Regulations; or
(iii) Both (i) and (ii)

Specific prior approval of the Authority is required for any issue of capital other than as specified in (i), (ii) and (iii), including transfer of shares beyond the specified limit as laid down 6A (4)(b)(ii)(iii) of the Act.

These Regulations came into force from December 15, 2015 and prescribe the manner and procedure of application to the IRDAI, criteria to be evaluated by the IRDAI for grant of prior approval and the power of IRDAI to issue directions in connection with the issuance of capital by Indian Insurance Companies transacting other than life insurance business. These regulations are applicable to unlisted insurance companies also. The Validity of the approval of the IRDAI for issue of capital shall be 1 (one) year from the date of the approval letter, within which the applicant company will have to file a Draft Red Herring Prospectus (DRHP) with SEBI under the SEBI ICDR Regulations. IRDAI may, on written request from the applicant company, extend the validity by a further period of 6 months.

An Applicant Company seeking issue of capital/make an offer for sale under these Regulations shall make the following disclosures in the offer document. These disclosures shall be in addition to the prescriptions laid down by SEBI in the ICDR Regulations and shall not be seen in derogation from requirements prescribed by SEBI:

a. Risk Factors
b. Overview of Insurance Company;
c. Disclosure of Financial Statements;
d. Glossary of terms used in the insurance sector;
e. Particulars of the Issue;
f. Particulars about the Issuer;
g. Legal and Other Information.

Insurance Regulatory and Development Authority of India (Transfer of Equity Shares of Insurance Companies) Regulations, 2015

As regards transfer of equity shares, insurers are required to obtain prior approval of the IRDAI in the event (i) the total paid up capital held by the transferee is likely to exceed 5% of the paid up capital after the transfer, or (ii) the nominal value of equity shares intended to be transferred by any individual, firm, group, constituents of a group or body corporate under the same management, jointly or severally, exceeds 1% of the paid up capital of the insurance company. The above stated regulatory prescriptions have also been stipulated under the IRDAI (Transfer of Equity Shares of Insurance Companies) Regulations, 2015. In case there are one or more investors (excluding foreign investors) in an insurance company, an investor cannot hold more than 10% of the paid up equity share capital of such insurance company. Further, all such investors, excluding foreign investors, jointly are permitted to hold a maximum of 25% of the paid up equity share capital of such insurance company. The IRDAI has prescribed relevant regulations in this regard. Additionally, the IRDAI has issued the "Insurance Regulatory and Development Authority of India (Listed Indian Insurance Companies) Guidelines, 2016", which are applicable to all insurance companies whose equity shares are listed on the stock exchanges and to the allotment process pursuant to a public issue. Accordingly, the transfer of equity shares in insurance companies shall be in the manner as prescribed under the aforementioned guidelines. For further details, see "- *The Insurance Regulatory and Development Authority of India (Listed Indian Insurance Companies) Guidelines, 2016 ("Listed Indian Insurance Companies Guidelines")*" on page 174.

Insurance Regulatory and Development Authority of India (Registration of Indian Insurance Companies) Regulations, 2000 ("Registration Regulations")

On March 21, 2016, the IRDAI notified the Insurance Regulatory and Development Authority (Registration of Indian Insurance Companies) (Seventh Amendment) Regulations, 2016 which overhauled substantial provisions of the Registration Regulations. The Registration Regulations, as amended from time to time prescribe the manner and procedure for obtaining registration for undertaking insurance business in India. The Registration Regulations also lays down the provisions relating to renewal, suspension and cancellation of registrations. Further, the insurer is required to pay an annual fee to the IRDAI in accordance with the regulations.

Insurance Regulatory and Development Authority of India (Assets, Liabilities and Solvency Margin of General Insurance Business) Regulations, 2016 ("ALSM Regulations")

The ALSM Regulations prescribes the procedures to be followed for determining the value of assets, liabilities and solvency margin of insurers. Further, the ALSM Regulations require insurers to prepare a statement of valuation of assets, determine amount of liabilities and solvency margin of insurers in the formats prescribed under the regulations on an annual basis. An insurer is required to maintain its available solvency margin at a level which is not less than the higher of (i) 50% of the amount of minimum capital as prescribed under the Insurance Act; and (ii) 100% of the required solvency margin.

An insurer is required to maintain a control solvency margin as stipulated by the IRDAI, which currently is a solvency ratio of 150%. In this regard, the Insurance Act prescribes that if at any time the insurer is not able to maintain the required control level of solvency margin, the IRDAI may require such insurer to submit a financial scheme indicating a plan of action to correct the deficiency within a specified period not exceeding six months.

Insurance Regulatory and Development Authority of India (Protection of Policyholders' Interests) Regulations, 2017 ("Protection of Policyholders' Interests Regulations")

On June 30, 2017 the Protection of Policyholders' Interest Regulations came into effect and superseded the Insurance Regulatory and Development Authority (Protection of Policyholders' Interests) Regulations, 2002. The Protection of Policyholders' Interest Regulations prescribes specifications with respect to various aspects including insurance product solicitation, grievance redressal, and claim settlement, which are required to be complied by all insurers in order to protect the interests of policyholders. It mandates insurers to have in place a policy approved by its board of directors, which is required to provide the steps that an insurer proposes to take for matters such as insurance awareness, expeditious resolution of complaint, and preventing mis-selling and unfair business practices at point of sale and service. The Protection of Policyholders' Interest Regulations prescribe the form and content requirements that are required to be fulfilled by insurers in relation to their policy documents, proposal forms and prospectuses. The insurers are mandated to disclose in their policy documents all material information such as the terms and conditions of a policy, details of premium payable, free look period, requirements to be fulfilled for lodging a claim, coverage of the policy, exclusions, grounds for cancellation, and details of grievance redressal mechanism available to policyholders. Further these regulations set out the procedure that is required to be followed by insurers for expeditiously settling any claims made by a policyholder.

Insurance Regulatory and Development Authority of India (Appointed Actuary) Regulations, 2017

The Appointed Actuary Regulations state that a general insurer shall not carry on business of insurance without an appointed actuary and require that the insurers appoint a person fulfilling the eligibility requirements, to act as an appointed actuary, after seeking the approval of the IRDAI in this regard. The appointed actuary needs to keep available all the records of the company to conduct actuarial valuation of the liabilities and assets of the insurer, express opinions on the underwriting policy, reinsurance arrangements and effective implementation of risk management systems and pay due regards to generally accepted actuarial principles while carrying out any task. The appointed actuary of a general insurance company is also required to inter alia, ensure that the premium rates of insurance products are fair and the actuarial principles have been creed in determination of IBNR, IBNER and other reserves.

Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("IRDAI Investment Regulations") and the Master Circular on Investments, 2017

IRDAI by virtue of gazette notification dated August 1, 2016 issued the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("**IRDAI Investment Regulations**") which supersedes the erstwhile Investment Regulations issued by IRDAI in the year 2000. These IRDAI Investment Regulations are effective from March 31, 2017. The IRDAI Investment Regulations have primarily laid down the category of "approved investments" which was earlier defined in the Insurance Act. Additionally, the IRDAI Investment Regulations have modified the composition of investment committee and prescribed certain changes in investment pattern and exposure norms for an insurer.

The IRDAI Investment Regulations prescribe the manner and limits with respect to the investment of the assets of a general insurer including an insurer carrying on business of reinsurance or health insurance. Maximum exposure limits for a single "investee" company, group of investee companies and for the industry sector to which the investee company belongs to have been defined. Additionally, limits at various asset classes and exposure to credit instruments including limits based on credit ratings have also been prescribed. The IRDAI Investment Regulations prohibit replacement of appropriate risk analysis and management on the part of the insurer in lieu of credit ratings.

Insurers are also required to implement investment risk management systems and processes which are to be a certified by a chartered accountant firm and are required to be audited at least once at the beginning of every two financial years. The IRDAI Investment Regulations also stipulates certain Investment Management mechanism, including constitution of an investment committee, formulating of an investment policy, risk management and audit and reporting to the Board/ Committees thereof. Further, the net asset value as declared by the insurer shall be subject to a daily concurrent audit. The insurer is also required to adopt a model code of conduct, duly approved by its board of directors, in compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

Insurance Regulatory and Development Authority of India (Expenses of Management of Insurers transacting General or Health Insurance business) Regulations, 2016 ("EOM Regulations")

The EOM Regulations prescribe the limit and scope of the expenses of the management in general insurance or health insurance business, i.e. all operating expenses including commission/brokerage payable to intermediaries. The EOM Regulations prescribe the percentage of the allowable expenses under various segments of general insurance business and the insurers are obligated to ensure that the expenses of management are within the allowable limit. The EOM Regulations provide that for any violation of such limits, the IRDAI may inter alia, direct the excess expense to be charged to the shareholder's account or impose restrictions on payment of performance incentives to the managing directors / chief executive officers, whole time director and key management persons.

Insurance Regulatory and Development Authority of India (Obligations of Insurers to Rural and Social Sectors) Regulations, 2015

The Regulations create an obligation on the insurers to undertake such percentages of general insurance business in the rural and social sector as prescribed in the Regulations. These regulations prescribe the percentage of gross premium income to be underwritten (direct) in the respective year with respect to rural sector by general insurance companies. Similarly the regulations also provide the percentage of lives to be insured in social sector (computed on the total business procured in the preceding financial year and applicable to all insurers).

Insurance Regulatory and Development Authority of India (Insurance Advertisements and Disclosure) Regulations, 2000 and Master Circular on Insurance Advertisements, 2015

The Advertisement Regulations prescribe certain compliances and controls in relation to insurance advertisements issued by insurers, intermediaries or insurance agents. The insurers are required to establish and maintain a system of control over the content, form and method of dissemination of all advertisements relating to the insurance products offered to the prospects. Such advertisements are required to be filed with the IRDAI within seven days after its release. Insurers are also required to ensure that advertisements are not unfair or misleading while at the same time, it should clearly identify the insurance product, describe benefits as detailed in the provisions of the policy and indicate the risks involved. In addition to the Advertisement Regulations, IRDAI has issued a master circular dated August 13, 2015 prescribing the minimum standards (including do's and don'ts) to be adhered by the insurers and insurance intermediaries while publishing insurance advertisements. Further, every insurer, intermediary or insurance agent is required to maintain an advertisement register and maintain specimens of all advertisements for a minimum period of three years.

Insurance Regulatory and Development Authority of India (General Insurance - Reinsurance) Regulations, 2016 and Insurance Regulatory and Development Authority of India (Registration and Operations of Branch Offices of Foreign Reinsurers other than Lloyd's) Regulations, 2015

In terms of the Insurance Act, insurers are obligated to reinsure with Indian reinsurers such percentage of sum assured on each policy, as notified by IRDAI from time to time, however, such percentage should not exceed 30% of the sum assured on such policy. As per the reinsurance regulation, every general insurer is required to prepare a reinsurance programme which should commence from the beginning of every financial year and the insurer is required to file the board approved reinsurance program 45 days before the commencement of financial year. The objective of the reinsurance programme is required to develop adequate capacity and maximum retention within the country. The insurers are required to ensure that the reinsurance arrangements in respect of catastrophe accumulations are adequate and the details of catastrophe modelling and basis on which quantum of catastrophe protection is purchased needs to be incorporated in the reinsurance programme.

The Insurance Regulatory and Development Authority of India (Registration and Operations of Branch Offices of Foreign Reinsurers other than Lloyd's) Regulations, 2015 specify the eligibility criteria for registration of the branches of foreign reinsurers in India, including obtaining approval from their home country regulator, registration in a national regulatory environment, minimum net owned fund, minimum credit rating, solvency margin, minimum assigned capital, existence of double taxation avoidance agreement of the home country of the reinsurer with the Government of India as prescribed by IRDAI. Further the Regulation also prescribes the stipulations governing the order of preference of cession by the Indian insurers.

Guidelines on Product Filing Procedures for General Insurance Products, 2016 (the "Product Filing Guidelines")

The Product Filing Guidelines provides regulatory framework for the 'file and use' procedures and 'use and file' procedures for general insurance products in India. As per the Guidelines the insurers are required to classify the products into 'retail' or 'commercial' products and accordingly the insurers may either apply under 'File and Use' or 'Use and File' procedures. All the retail and commercial products need to be filed with IRDAI before they are marketed. The Guidelines lay down guiding principles for product design, product filing and rating. Further, the Guidelines specify the compliance requirement common to both 'file and use' and 'use and file' procedures along with the documents required to be filled with respect to the same. The Guidelines also specify the manner of product management, maintenance of records, furnishing of information, etc.

The Guidelines requires the insurer to set up a Product Management Committee (PMC) to ensure quality product design, filling with complete compliance of regulatory requirement and performance review. The composition of the PMC and the role of its members are specified in the Guidelines.

Insurance Regulatory and Development Authority of India (Health Insurance) Regulations, 2016 ("Health Insurance Regulations"), Guidelines on Standardisation in Health Insurance and Guidelines on Product Filing in Health Insurance Business

The Health Insurance Regulations are applicable to all registered life insurers, general insurers and health insurers, undertaking health insurance business. Health insurance products are permitted to be offered by entities with a valid registration to carry on life insurance, general insurance or health insurance business. General insurers are permitted to offer individual health insurance products with a minimum tenure of one year and maximum tenure of three years provided that the premium remains unchanged for the tenure. Further, group health policies may be offered by any insurer for a term of one year except credit linked products where the term can be extended up to the loan period not exceeding five years. General Insurers may also offer credit linked group personal accident policies for a term extended up to the loan period not exceeding five years. Group personal accident policies may be offered by general insurers with term less than one year also to provide coverage to specific events. Other insurance products offering travel cover and individual personal accident cover may also be offered for a period less than one year. Overseas or domestic travel Insurance policies may only be offered by general insurers and health insurers.

Insurers are required to ensure that the premium for a health insurance policy is based on age and other relevant risk factors as applicable. Further, the insurers are required to adopt a board approved health insurance underwriting policy, which is required to be periodically reviewed. Other provisions of the health insurance regulations include filing, pricing, designing, administering of health insurance policies, special provisions for senior citizens and health service agreements.

In addition, on July 29, 2016, IRDAI has issued "*Guidelines on Standardisation in Health Insurance*" pursuant to the Health Insurance Regulations, which contain standard definitions for health insurance policies, standard nomenclature and procedures for critical illnesses etc. to enable the prospective policyholders and insured to understand these policies without ambiguity.

Further, on July 29, 2016, IRDAI has also issued "Guidelines on Product Filing in Health Insurance Business" pursuant to the Health Insurance Regulations, which require the insurers to adopt an underwriting policy for health insurance business, duly approved by the board of directors, and file the same with IRDAI. Additionally, these guidelines stipulate the filing procedure applicable to new individual health insurance products, add-ons, riders or any modifications thereto and additional guidelines for group health insurance products.

Insurance Regulatory and Development Authority (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations, 2002 ("Financial Statement and Auditor's Report Regulations)

The Financial Statement and Auditor's Report Regulations prescribe accounting principles and other financial disclosures to be adhered to while preparing financial statements. Additionally, the financial statements are required to be prepared in conformity with the accounting standards issued by the ICAI, to the extent applicable, except for accounting standard 3 for cash flow statements which is to be prepared only under the direct method of accounting and accounting standard 17 for segment reporting which is to be applicable to all insurers irrespective of the requirements regarding listing and turnover specified in such accounting standard. Preparation of financial statements which includes balance sheet, revenue account, profit and loss account and receipts and payments account of an insurer, management report and auditor's report are required to be prepared in accordance with the formats as prescribed under these regulations.

Certain regulations prescribed by the IRDAI for agents and insurance intermediaries

In order to regulate agents and intermediaries, IRDAI has notified certain regulations in relation to individual agents, corporate agents, brokers, web aggregators, insurance marketing firms and others. Individual agents are appointed by insurers as per the Insurance Regulatory and Development Authority of India (Appointment of Insurance Agents) Regulations, 2016. Under these regulations, an individual agent is permitted to act as an agent for one life, general, health and mono-line insurer each. Corporate agents are granted a certificate of registration by IRDAI in accordance with the Insurance Regulatory and Development Authority of India (Registration of Corporate Agents) Regulations, 2015. A corporate agent means any applicant (as defined in the IRDAI Corporate Agents Regulations) which holds a valid certificate of registration issued by the IRDAI under the IRDAI Corporate Agents Regulations for solicitation and servicing of insurance business for any of the specified category of life, general and health. A corporate agent is permitted to act as a corporate agent for a maximum of three life, three general and three health insurers and is required to adopt a Board Policy on the same. The Corporate Agents is required to adhere to a code of conduct on soliciting and servicing of insurance policies as prescribed by the regulations. Insurance brokers are granted a certificate of registration by IRDAI in accordance with the Insurance Regulatory and Development Authority (Insurance Brokers) Regulations, 2013 and are, inter alia, required to adhere to the capital requirements, maintenance of minimum net worth, deposit requirements. They also have to adhere to a code of conduct as prescribed by the regulations. There are such similar regulations for other insurance intermediaries. The Insurance Regulatory and Development Authority (Linked Insurance Products) Regulations 2013 and The Insurance Regulatory and Development Authority (Non-Linked Insurance Products) Regulations 2013 also prescribe product-wise restrictions on the commission payable to insurance agents and insurance intermediaries. Recently, the IRDAI has also released the Insurance Regulatory and Development Authority of India (Payment of Commission or Remuneration or Reward to Insurance Agents and Insurance Intermediaries) Regulations 2016, which came into effect on April 1, 2017 and provides the payment structure for insurance agents and insurance intermediaries. The maximum commission or remuneration payable by life insurers on insurance products including health insurance products is laid out in these regulations. Further, the regulations provide that reward to be given by life insurers, shall be calculated on an overall basis for insurance agents and insurance intermediaries respectively and not linked to each and every policy solicited by an insurance agent or an insurance intermediary and such reward shall not be more than 20% of first year commission or remuneration paid to them.

Insurance Regulatory and Development Authority of India (Payment of Commission or Remuneration or Reward to Insurance Agents and Insurance Intermediaries) Regulations 2016

These regulations prescribe the mode, manner and limits for payment of Commission or Remuneration or Reward to Insurance Agents and Insurance Intermediaries. The regulation also specifies the eligibility criteria for payment of rewards to insurance agents and insurance intermediaries. Further, an insurer is also required to adopt a Board approved policy with respect to the same. Rewards for general insurance are to be calculated separately for health insurance and other than health insurance for insurance agents and insurance intermediaries respectively and not linked to each and every policy solicited by an insurance agent or an insurance intermediary; being not more than 30% of commission or remuneration paid to insurance agents and insurance intermediaries. The Insurance Regulatory and Development Authority of India (Payment of commission or remuneration or reward to insurance agents and insurance intermediaries) (First Amendment) Regulations, 2017 came into force on April 1, 2017 and set the maximum rate of commission or remuneration payable by an insurer.

Insurance Regulatory and Development Authority of India (Obligation of Insurer in respect of Motor Third Party Insurance Business) Regulations, 2015

These regulation lays down the obligation of an Insurer in respect to Motor Third Party insurance business for a Financial Year. As per the regulation the obligation is computed on the basis of prescribed formula arrived based on the following factors (i) Total 'Gross Direct Premium Income(GDPI)' under all lines of business of all insurers in the immediate preceding financial year, (ii) Total GDPI under motor insurance business of all insurers in the immediate preceding financial year (iii) Insurer's GDPI under all lines of business in the immediate preceding financial year (iv) Insurer's GDPI under motor insurance business in the immediate preceding financial year and (v) Total GDPI under motor third party insurance business of all insurers during the immediate preceding financial year.

Every insurer shall submit the financial returns to the Authority for every quarter of the financial year within forty five days of the end of the quarter as per the prescribed schedule in under these regulations.

Insurance Regulatory and Development Authority of India (Places of Business) Regulations, 2015 ("IRDAI Place of Business Regulations")

The IRDAI Place of Business Regulations lay down norms for every insurer who seeks to open a place of business within or outside India. Each such insurer is required to obtain the prior approval of the IRDAI, prior to opening a new place of business within or outside India. These regulations also prescribe the nature of activities that can be undertaken by places of business within and outside India and lay down the norms for opening, closure or relocation of branches or offices in India, foreign branch office, etc., and in addition, prescribe certain reporting requirements to IRDAI.

Insurance Regulatory and Development Authority of India (Maintenance of Insurance Records) Regulations, 2015

These regulations prescribe the manner in which the records of every policy issued and record of every claim is to be maintained by the insurer. These regulations require records of policies and claims to be mandatorily maintained in electronic form, records to be complete and accurate and the system of maintenance to have necessary security features. The insurer is required to form a board approved policy for the manner and maintenance of the policies and records, including having a detailed plan to review the implementation of the maintenance and storage of records. Such review is required to be overseen by the risk management committee of the board of the insurer. The regulations require records held in electronic mode pertaining to all the policies issued and all claims made in India to be held in data centres located and maintained in India only.

Certain guidelines and circulars prescribed by the IRDAI

Indian Insurance Companies (Foreign Investment) Amendment Rules, 2016 ("2016 Amendment Rules")

The Finance Minister notified the Indian Insurance Companies (Foreign Investment) Amendment Rules, 2016 on March 16, 2016 ("**2016 Amendment Rules**") which has increased the level of foreign investment to 49% under the automatic route. The FDI Policy, 2015 has also been suitably amended.

Guidelines for Corporate Governance for Insurers in India dated May 18, 2016

The Corporate Governance Guidelines encompass the corporate governance requirements stipulated under the Companies Act, 2013. These guidelines which are applicable from Fiscal 2017 stipulate the governance structure in insurance companies, including board of directors, key management personnel, constitution of various committees such as investment committee, policyholder protection committee, assets and liability management committee, role of appointed actuaries, appointment of auditors, relationship with stakeholders, whistle blower policy and certain disclosure requirements in relation to financial statements, including quantitative and qualitative information on financial and operating ratios, actual solvency margin *vis-a-vis* required margin, description of risk management architecture, payments made to group entities from the policyholders funds and pecuniary relationships with the non-executive directors.

Anti Money Laundering Guidelines dated, February 7, 2013

On February 7, 2013, IRDAI issued guidelines pertaining to anti-money laundering and counter- financing of terrorism ("**Anti Money Laundering Guidelines**") in relation to the general insurance sector. The Guidelines *inter alia* lays down the adoption of AML/CFT Program in order to discharge the statutory responsibility through internal policies, procedures and controls, recruitment and training of employees/agents on AML, and internal controls to combat any possible money laundering attempts. Further, it prescribes the reporting obligations to track any money laundering attempts for further investigation and action. The IRDAI issued a Master Circular on anti-money laundering and counter- financing of terrorism dated September 28, 2015 consolidating all the guidelines issued from time to time.

Guidelines on Indian owned and controlled dated October 19, 2015

The IRDAI issued guidelines on Indian owned and controlled, which *inter alia* prescribes that majority of directors excluding independent directors should be nominated by Indian promoters or Indian investors. Further, the key management personnel (KMP) should be nominated by the board of directors or by the Indian promoters or Indian investors. It also lay downs quorum requirements, requiring presence of majority of the Indian directors irrespective of presence of nominees of foreign investors.

Guidelines on 'Stewardship Code for Insurers in India' dated March 20, 2017

The Guidelines on 'Stewardship Code for Insurers in India' focus on role of insurance companies to be played in general meetings of investee companies wherein they act as institutional investors and to engage themselves with the managements at a greater level to improve the governance of such investee companies to whom the insurer acts as an institutional investor. The guidelines prescribe the stewardship code in the form of set of principles which the insurers need to adopt. The code broadly requires the insurers to have a policy as regards their conduct at general meetings of the investee companies and the disclosures relating thereto. It shall be applicable from FY 2017-18.

Guidelines on usage of Trade Logo of Promoting Partners of Insurance Companies' dated May 5, 2014

As regards usage of trade logos of promoter entities, the IRDAI has issued the 'Guidelines on usage of Trade Logo of Promoting Partners of Insurance Companies' dated May 5, 2014 which require the insurers to observe certain risk mitigation norms to ensure that the interests of the policyholders are completely protected. In the event an insurer adopts the trade logo of any of its promoting partners, then there shall: (i) be a prominent disclosure in all its insurance advertisements indicating that the trade logo belongs to the promoter entity and is being used by the insurer under license; (ii) be in place a written agreement setting forth the underlying terms and conditions (including the consideration and the term of the agreement) and the same shall be subject to the jurisdiction of Indian courts. The consideration agreed should be specific, reasonable and according to sound business principles. In the event there is no monetary consideration involved, there shall be a specific mention of the same. Any pay out towards compensation made, on account of alleged damages owing to use of trade logo of the promoting partner shall be remitted from the shareholders' account.

Guidelines on Point of Sales – Non life & Health Insurers dated October 26, 2015

In order to facilitate the growth of insurance business in the country and to enhance insurance penetration and insurance density, the Authority as part of its developmental agenda issued the guidelines on "Point of Sales Persons". The IRDAI has relaxed the eligibility criteria and educational qualifications for the "Point of Sales Persons" in order to facilitate solicitation and marketing of products as specified in the guidelines or prescribed by IRDAI from time to time.

IRDAI Circular dated July 24, 2015 on unclaimed funds

As regards unclaimed funds, IRDAI through a circular dated July 24, 2015 has specified that an insurer shall maintain a single segregated fund to manage all unclaimed funds while, ensuring that the sum of such funds shall be invested in money market instruments and/or fixed deposits of nationalised scheduled banks. The said circular further specifies that all insurers shall credit the investment income accruing on the unclaimed amount to the respective unclaimed account. The IRDAI issued a Master Circular on Unclaimed Amounts of Policyholders dated July 25, 2017 consolidating all the directions issued regarding unclaimed funds from time to time,

IRDAI (Listed Indian Insurance Companies) Guidelines, 2016 ("Listed Indian Insurance Companies Guidelines") dated August 5, 2016

The Listed Indian Insurance Companies Guidelines are applicable to all insurance companies whose equity shares are listed on the stock exchanges and to the allotment process pursuant to a public issue. These Guidelines, inter alia, require self-certification of fit and proper criteria by a person intending to acquire equity shares of an insurer amounting to 1% or more, but less than 5%, of the paid up equity share capital of the insurer. The self certification is to be filed with the insurance company and the same shall be considered as deemed approval of IRDAI for the purpose of Section 6A(4)(b)(iii) of the Insurance Act. However, if the person proposing to acquire equity shares is likely to result in the aggregate holding of such person, his relatives, associate enterprises and persons acting in concert, increasing to 5% or more of the paid up equity share capital of the insurer or 5% or more of the total voting rights of the insurer, such acquisition would require prior approval of the IRDAI.

Further, an existing shareholder who has previously obtained IRDAI permission as a major shareholder (holding 5% or more of the paid up equity share capital) of the insurer may acquire up to 10% of equity shares or voting rights of the concerned insurer without prior approval of IRDAI, subject to, inter alia, furnishing details of the source of funds for such incremental acquisition to the insurer. However, if the shareholding of the major shareholder along with persons acting in concert results in the aggregate holding to exceed or likely to exceed 10% of the paid up equity share capital or of the total voting rights of the insurer, then such an acquisition would require prior fresh approval of the IRDAI. In addition to the above, the Listed Indian Insurance Companies Guidelines also prescribe continuous monitoring obligations by insurers in case of major shareholders. The Guidelines also prescribe the procedure for making an application before the IRDAI for transfer of the equity shares above the prescribed thresholds.

The Listed Indian Insurance Companies Guidelines prescribe the following shareholding and voting limits for an insurance company:

Category of Shareholders	**Promoter and Promoter Group (minimum)[(1)]**	**All shareholders in the long run (except promoters)**				
		Natural Person	**Legal person**			
			Non-financial institution / entities	**Financial institution**		
				Non-regulated or non-diversified and non-listed[(2)]	**Regulated, diversified and listed / supranational institution / public sector undertaking / government**	**Others[(3)]**
Shareholding Caps	50%	10%	10%	15%	30%	As permitted on a case to case basis.

The table illustrates the holding limits in category and sub-category of shareholders.

(1) *The promoter includes Indian promoter and also includes a foreign investor who has taken a stake in the concerned insurance company in such capacity. Where the present holding is below 50%, such holding shall be the minimum holding.*

(2) *In case of financial institutions that are owned to the extent of 40% or more or controlled by individuals, the shareholding would be deemed to be by a natural person and the shareholding will be capped at 10%.*

(3) *High stake / strategic investment by non-promoters through capital infusion by domestic or foreign entities / institution shall be permitted on a cases to case basis under circumstances such as relinquishment by existing promoters, rehabilitation / restructuring of problem / weak insurers / entrenchment of existing promoters or in the interest of the insurance company or in the interest of consolidation in the insurance sector, etc. The shareholders permitted 10% or more in an insurance company will be subject to a minimum lock-in period of five years.*

IRDAI circular in relation to Operationalisation of Central KYC Records Registry ("CKYCR")

On July 12, 2016, the IRDAI issued a circular in relation to operationalisation of Central KYC Records Registry ("**CKYCR**") to facilitate banks and financial institutions with the KYC related information of customers so as to avoid multiplicity of undertaking KYC each time a customer avails any financial product or services. The Central Registry of Securitisation and Asset Reconstruction and Security Interest of India ("**CERSAI**") has been authorised, to perform the functions of CKYCR under the Prevention of Money Laundering (Maintenance of Records) Rules 2005, which includes receiving, storing, safeguarding and retrieving the KYC records of a client in digital form. The Central KYC Registry has finalised the KYC template for individuals and the operating guidelines for uploading KYC records by reporting entities to CKYCR. Insurers are required to upload KYC records only in respect of claim where claims are received on or after July 15, 2016. In addition, insurers are required to submit a monthly statement of the number of KYC records to be uploaded and records actually uploaded to the IRDAI.

IRDAI Circular on "Complaints of Mis-selling /Unfair Business Practices by Banks/NBFCs dated August 1, 2016

The IRDAI on August 1, 2016 issued a Circular on "Complaints of Mis-selling /Unfair Business Practices by Banks/NBFCs" based on a series of complaints from policyholders on mis-selling of insurance policies by banks / non-banking financial companies registered as corporate agents. Most complaints pertained to instances where an insurance policy was forcibly sold or mis-sold by banks and non-banking financial companies when approached for (i) housing or other loans; (ii) availing locker facility; (iii) issued without consent and with incorrect contact details; (iv) in lieu of fixed deposit receipts; and (v) regular premium policies issued instead of single premium and renewal premiums debited without intimation.

IRDAI was informed by the insurers in most cases that the banks had taken necessary action against the erring employees and in many cases, the premium amount collected by the Insurer had been refunded to the policyholder or he/she was allowed to change the payment mode/ plan type. However, IRDAI has emphasised that such action is not the solution for this issue, and instead, banks and non-banking financial companies should have a system which proactively detects and discourages such kinds of *mis-selling*. Banks, non-banking financial companies and insurers have been advised to follow the Insurance Regulatory and Development Authority of India (Registration of Corporate Agents) Regulations, 2015 scrupulously and bring them to the notice of the Specified Persons/ concerned officials.

Guidelines on Remuneration of Non-executive Directors and Managing Director /Chief Executive Officer / Whole-time Directors of Insurers" dated August 5, 2016

On August 5, 2016, IRDAI has issued "Guidelines on Remuneration of Non-executive Directors and Managing Director /Chief Executive Officer / Whole-time Directors of Insurers" ("**Remuneration Guidelines**"), effective from October 1, 2016 or from the date of appointment / re-appointment of chief executive officers / whole-time directors / managing directors and non-executive directors, whichever is later.

The Remuneration Guidelines prescribe adoption of a remuneration policy, for non-executive directors and chief executive officers / whole-time directors / managing directors. Such policy formulated for non-executive directors may allow for payment of remuneration in the form of profit related commission, subject to the insurer making profits while capping the amount of remuneration for each non-executive director at ₹ 10 lakh per annum, however, the remuneration for the chairman has been left to the discretion of the board of directors. Additionally, it has been prescribed that the company may pay sitting fees and reimburse expenses to the non-executive directors.

The Remuneration Guidelines provide minimum indicative parameters for implementation of risk adjustment in the remuneration payable to the chief executive officer/ whole-time director/ managing director. The provision of 'guaranteed bonus' is prohibited from being a part of remuneration plan of the chief executive officers / whole-time directors / managing directors. For such remuneration, the insurers are required to ensure that the fixed portion of the remuneration is reasonable and a proper balance is maintained between the percentage of fixed and variable pay. The variable pay may be in the form of cash, stock linked instruments or a combination of both, excluding employee stock options. Further, the Remuneration Guidelines require that where variable pay constitutes a substantial portion of the total pay, an appropriate portion of such variable pay shall be deferred over a period of not less than three years, and may be appropriately 'clawed back' in case of any negative trend observed in the risk parameters. For annual remuneration in excess of ₹ 15.00 million, such excess shall be required to be borne by the shareholders' account.

The Remuneration Guidelines also lays down certain details to be disclosed in the annual report and the financial statements of the insurer.

The Insurance Ombudsman Rules, 2017 ("Ombudsman Rules")

Ministry of Finance, Department of Financial Service (Financial Division) vide notification dated April 25, 2017 issued 'The Insurance Ombudsman Rules', 2017 ("**Ombudsman Rules**") to resolve all complaints of all personal lines of insurance, group insurance policies, policies issued to sole proprietorships and micro enterprises in a cost effective and impartial manner. The Ombudsman Rules are applicable to all the insurers and their agents and intermediaries and prescribe for constitution and composition of Executive Council of Insurer which shall issue guidelines relating to administration, secretariat, infrastructure and other aspects of the functioning of insurance ombudsman system. They also lay down the procedure for selection, term of office, remuneration and territorial jurisdiction of ombudsman and rules also prescribe the duties and functions of insurance ombudsman and the manner in which the complaint is to be made, the procedure for redressal of grievance, nature of complaints to be entertained and the manner of passing award in case the complaint is not settled by way of mediation.

IRDAI (Issuance of e-insurance policies) Regulations, 2016 ("E-insurance Regulations") and Guidelines on Insurance e-Commerce

The IRDAI in order to regulate and govern the online insurance business has issued IRDAI (Issuance of e-insurance policies) Regulations, 2016 and Guidelines on Insurance e-commerce for marketing and solicitation of insurance business through online mode. The IRDAI (Issuance of e-insurance policies) Regulations, 2016 lays down the procedure for electronic issuance of policies and mandates issuance of policies in electronic mode with respect to the specified products enlisted in the regulation. Guidelines on Insurance e-Commerce mandates all insurers and insurance intermediaries to file an application for registering their electronic platform set up as an Insurance Self- Network Platform (ISNP) with the Authority. The Guidelines directs internal monitoring, review and evaluation of systems and controls. The Guidelines further prescribe a code of conduct, adherence to regulatory prescriptions; grievance mechanism and for annual audit.

IRDAI (Outsourcing of activities by Indian Insurers) Regulations, 2017 ("Outsourcing Regulations")

The Outsourcing Regulations have been issued by IRDAI to ensure sound management practices for effective oversight and adequate due diligence with regard to outsourcing activities of the insurers. The objective of the Outsourcing Regulations is to further ensure that outsourcing arrangements neither diminish the ability of the insurer to fulfil its obligations towards its policyholders nor impede the effective supervision of the regulator. The Outsourcing Regulations prescribe a list of activities prohibited from outsourcing such as compliance with AML/KYC, product design, grievance redressal etc. and permits the insurer to outsource activities which are generally not expected to be carried out internally by insurer.

The Outsourcing Regulations lay down the mode and manner of evaluating the eligibility criteria, due diligence procedures, record maintenance mechanism, regulatory access, contractual obligations with the outsourced vendor, data security of policy holders information, business continuity plan and principles to be followed in case service provider is a related party and also require insurers to formulate an outsourcing policy, establish an outsourcing committee and report outsourcing arrangements to the IRDAI.

Guidelines on Motor Insurance Service Provider dated August 31, 2017 ("MISP Guidelines")

A motor insurance service provider ("**MISP**") is an automobile dealer appointed by an insurer or insurance intermediary, as the case may be, to distribute and/or service motor insurance policies of automotive vehicles sold through the MISP. The objective of the MISP Guidelines is to have regulatory oversight over the insurance related activities of automotive dealers, through recognition of their role in distributing and servicing motor insurance policies. The MISP Guidelines *inter alia*, list down (i) responsibilities of the MISP; (ii) code of conduct governing the MISP; (iii) minimum conditions to be met by the MISP; and (iv) the obligations of insurers/insurance intermediaries. The MISP Guidelines also establish certain eligibility conditions for appointment of the MISP, and requires the MISP to comply with the Insurance Act, 1938, the IRDAI Act, 1999 and regulations, guidelines and circulars issued by the IRDAI from time to time. Further, the distribution of motor insurance policies by the MISP shall be undertaken on the basis of an agreement entered with the insurer or insurance intermediary as the case may be. The MISP Guidelines will come into force from November 1, 2017.

Other Exposure Drafts

Exposure Draft of Insurance Regulatory and Development Authority of India (Preparation of Financial Statements of Insurers) Regulations, 2017

In order to address the implementation issues relating to adoption of Ind-AS to insurance companies, IRDAI has issued an 'Exposure Draft of Insurance Regulatory and Development Authority of India (Preparation of Financial Statements of Insurers) Regulations, 2017. Pursuant to the above, IRDAI (based on a report submitted by the Implementation Group on Ind-AS in Insurance Sector in India) proposes to replace the existing Insurance Regulatory and Development Authority (Preparation of Financial Statements and Auditor's Report of Insurance

Companies) Regulations, 2002 with the Insurance Regulatory and Development Authority of India (Preparation of Financial Statements of Insurers) Regulations, 2017 to be effective from April 1, 2018. The draft regulations, inter alia, provides for general instructions and accounting principles for preparation of financial statements, and segments which are to be disclosed by the insurance companies.

However, the IRDAI has approved a regulatory override whereby the implementation of Ind AS in the insurance sector has been deferred for a period of two years and insurance companies shall be required to implement it for periods after April 1, 2020.

Other Regulations

In addition to the above, our Company is required to comply with the provisions of the Companies Act, FEMA, labour laws, various tax related legislations, various other IRDAI related regulations notifications and guidelines, and other applicable statutes and policies along with the rules formulated thereunder for its day-to-day operation.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated as 'Reliance General Insurance Limited', a public limited company under the Companies Act, 1956, with a certificate of incorporation issued by the RoC on August 17, 2000. Thereafter, due to operational reasons, and pursuant to a resolution passed by our Shareholders on October 9, 2000, the name of our Company changed to 'Reliance General Insurance Company Limited' and a fresh certificate of incorporation was issued by the RoC, on October 12, 2000. Subsequently, our Company received a certificate for commencement of business on November 17, 2000 from the RoC. Further, our Company is registered with the IRDAI (registration number: 103) for carrying out the business of general insurance pursuant to the registration certificate dated October 23, 2000.

Business and management

For a description of our activities, products, technology, market segments, the growth of our Company, the standing of our Company with reference to prominent competitors in connection with our products, management, major clients, geographical segment etc., see "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and *"Government and Other Approvals"* on pages 138, 344 and 398, respectively.

For details of the management of our Company, see "*Our Management*" on page 183.

Changes in the registered office

The details of prior changes in the registered office of our Company are as follows:

Effective Date	Details of Change	Reasons for Change
October 20, 2005	The registered office of our Company shifted from 3rd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai – 400 021 to 19, Reliance Centre, Walchand Hirachand Marg, Ballard Estate, Mumbai – 400 001.	For administrative convenience
November 1, 2016	The registered office of our Company shifted from 19, Reliance Centre, Walchand Hirachand Marg, Ballard Estate, Mumbai – 400 001 to H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai – 400 710.	

Our main objects

The main objects of our Company as contained in our Memorandum of Association are:

1. *To undertake, carry on and transact in any manner whatsoever, whether in India or elsewhere throughout the world all or any kinds of assurance, Insurance, indemnity or guarantee business (including engaging in retrocession and for the purposes of the clauses mentioned herein, general insurance shall have the meaning assigned to it in the Insurance Act, 1938 as amended from time to time) of all kinds, classes, nature and description whether of a kind now known or hereafter devised including Fire, Marine, Accident, Aviation, Transit, Motor Vehicles, Engineering, Health and Miscellaneous and insurance covering any liability under any law, convention or agreement and to grant any contract of guarantee or indemnity against any kind of loss or damage to property or person occasion in any manner whatsoever and against any other kind of risk or liability whether direct, or indirect arising from happening of any event or the fulfilment or non fulfilment of any contract, obligation or undertaking whatsoever upon such terms as to security or otherwise as the company may decide.*

2. *To undertake, carry on and transact in any manner whatsoever, whether in India or elsewhere throughout the world the business of coinsurance, re-insurance of all kinds, classes, nature and description whether as now known or hereinafter devised and to effect re-insurance and guarantees in connection with any of the classes of assurance or insurance of any class of contract which the company is authorised to carry on or enter into and to undertake, carry on or grant, sell, purchase,*

transact, or otherwise acquire of all kinds of annuities, sureties, capital redemption and annuity certain business in any manner whatsoever, whether in India or elsewhere throughout the world.

The main object clause and objects incidental or ancillary to the main objects contained in the Memorandum of Association enable our Company to undertake its existing activities.

Amendments to our Memorandum of Association

Since incorporation, the following amendments have been made to our Memorandum of Association:

Date of change/ shareholders' resolution	Nature of amendment
October 9, 2000	Clause I of the Memorandum of Association was amended to reflect change in name of our Company from Reliance General Insurance Limited to Reliance General Insurance Company Limited
August 10, 2017	Clause V of the Memorandum of Association was amended to reflect an increase in the authorised share capital of our Company from ₹ 2,000,000,000 comprising 200,000,000 Equity Shares of ₹ 10 each to ₹ 3,000,000,000 comprising 300,000,000 Equity Shares of ₹ 10 each

Total number of Shareholders of our Company

As on the date of this Draft Red Herring Prospectus, our Company has seven Shareholders.

For further details, see "*Capital Structure*" on page 83.

Awards and accreditations

Calendar Year	Accreditations
2014	• Received the 'Best General Insurance Company' award at the Banking, Financial Services and Insurers Awards 2014 • Received a commendation award for financial services at the QCI – D.L. Shah Quality Awards • Received the award for 'Best Use of Internet for Social and Economic Development' at the India Digital Awards, 2014 • Received awards for 'Innovation In Quality Of Service Delivery' and 'Product Innovations' at the Healthcare Leadership Awards • Received the 'Best Insurer Technology Award' at the Asia Insurance Technology Awards
2015	• Received the 'Website of the Year' award at the Social Media & Digital Marketing Excellence Awards presented by CMO Asia • Received the award for 'Automation of Underwriting Process' by EDGE in recognition of being an organization that uses information technology for maximizing business impact • Received recognition for 'Carrying the DNA of a Promising Brand' at The Promising Brands 2015 awards presented by The Economic Times • Awarded the 'General Insurer of the Year' award at the Financial Services Marketing Summit Awards
2016	• Received an award for 'Enterprise Mobility' at the Intelligent Enterprise Awards 2016 • Received an award for 'Innovative Usage of Emerging Technology' at the BFSI Digital Innovation Awards • Received the 'Best Multi Channel Integrated Marketing Campaign' award for a 'Car Insurance Campaign' at the Global Marketing Excellence Awards • Received the 'Best Social Media Integrated Campaign' award at the Social Media & Digital Marketing Excellence Awards by CMO Asia and the 'Best Overall Use of Social Media' award at the Global Marketing Excellence Awards for our '#Don't_Employ_Little_Ones' campaign • Received the 'Award for Brand Excellence in Banking, Finance & Insurance Sector' at the 7th CMO Asia Awards for Excellence in Branding & Marketing by CMO Asia • Received the 'General Insurer of the Year' and 'Best Use of Mobile Technology in Financial Services' awards at the Financial Services Marketing Summit Awards • Received the 'Best Product Innovation General Insurance' award at The Indian Insurance Awards 2016 • Received the 'Best Use of Social Media in Marketing' and 'Marketing Excellence in BFSI Sector' awards at the National Awards for Marketing Excellence • Received the 'Silver' Award and the 'Top 100 Projects in India' award for our agri-insurance system at the SKOCH Awards

Calendar Year	Accreditations
2017	• Received the ‘General Insurance Company of the Year’ award at the Banking, Financial Services & Insurance Awards • Received a SKOCH Order of Merit for ‘Single Field Quick Quote’ by the SKOCH Group • Recognised as a ‘Model Insurer Asia - Data and Analytics’ at the Celent Model Insurer Asia Awards • Received the ‘General Insurance Company of the Year’ award at the 2nd Annual Insurance India Summit & Awards 2017 • Received the ‘e-Business Leader General Insurance – Medium & Small Category’ and ‘Commercial Lines Growth Leadership (Private Sector) General Insurance’ awards at the Fintelekt Insurance Awards 2017

Major events and milestones

The table below sets forth some of the major events in the history of our Company:

Calendar Year	Details
2000	Incorporation of our Company
2003	Gross written premium crosses ₹ 100 crore
2008	Gross written premium crosses ₹ 1000 crore
	Our Company introduced a mobile-based policy issuance platform in the market
2013	Gross written premium crosses ₹ 2000 crore

Changes in activities of our Company during the last five years

There have been no changes in the activities of our Company during the last five years, which may have had a material effect on our profits or loss, including discontinuance of our lines of business, loss of agencies or markets and similar factors. For details of our business activities, see “*Our Business*” on page 138.

Capital raising (Equity/ Debt)

For details regarding our capital raising activities through equity or debt, see “*Capital Structure*” and “*Financial Statements*” on pages 83 and 220, respectively.

Strike and lock-outs

We have not had any strikes and lock-outs in our operations in the past.

Time/cost overrun

We have not experienced any instances of time/cost overrun in our business operations.

Defaults or rescheduling of borrowings

There have been no defaults or rescheduling of borrowings with financial institutions or banks, or conversion of any loans availed by us into equity in relation to our Company.

Injunctions or restraining order against our Company

There are no injunctions or restraining orders against our Company.

Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets

Our Company has not undertaken any merger, amalgamation or revaluation of assets since incorporation.

Material Agreements

A. Share purchase and shareholders’ agreements

We are not currently party to any share purchase or shareholders’ agreements.

B. Other Agreements

Our Company has not entered into any material contract other than in the ordinary course of business carried on or intended to be carried on by our Company in the last two years preceding this Draft Red Herring Prospectus.

Holding Company

Reliance Capital is our holding company.

For further details, see "*Our Promoter and Promoter Group*" on page 202.

Subsidiary or associate company of our Company

Our Company does not have any subsidiary or associate company.

Strategic and financial partnerships

Our Company does not have any strategic or financial partners.

Guarantees given by the Promoter selling shareholder

Our Promoter has not provided any guarantees in relation to loans availed by our Company.

OUR MANAGEMENT

Our Company currently has six Directors on its Board, including four Independent Directors. For details on the strength of our Board, as permitted and required under the Articles of Association, see "*Main Provisions of Articles of Association*" on page 482.

Our Board

The following table sets forth details regarding our Board:

Name, Designation, Address, Occupation, Nationality, Term and DIN	Age (years)	Other Directorships
Rajendra Prabhakar Chitale *Designation:* Independent Director *Address:* 131/B, Tanna Residency Bayview, opposite Siddhi Vinayak Temple, 392, V.S. Marg, Prabhadevi, Mumbai – 400 025, Maharashtra, India *Occupation*: Professional *Nationality:* Indian *Term:* Five years with effect from September 29, 2014. *DIN:* 00015986	56	1. Hinduja Ventures Limited 2. Reliance Capital Limited 3. Ambuja Cements Limited 4. Hinduja Global Solutions Limited 5. JM Financial Asset Management Limited 6. Reliance Nippon Life Insurance Company Limited 7. The Clearing Corporation of India Limited 8. Chitale Advisory Services Private Limited 9. Chitale Consulting Private Limited
Haris Ansari *Designation:* Independent Director *Address:* Flat No. 503, Serin Nyati Enclave, Nyati County Mohammadwadi, Pune – 411 028, Maharashtra, India *Occupation*: Retired *Nationality:* Indian *Term:* Five years with effect from September 29, 2014. *DIN:* 02155529	78	1. Insurance Assist India Private Limited
Dr. Thomas Mathew *Designation:* Independent Director - Additional* *Address:* Apartment 402, Fourth Floor, Tower A-2, Unitech World Spa East, Sectors 30 and 41, Gurgaon – 122 001, Haryana, India *Occupation*: Retired *Nationality:* Indian *Term:* Until the next AGM *DIN:* 05203948	61	Nil
Chhaya Virani *Designation:* Independent Director *Address:* 407 Panchsheel, C Road, P.M. Shukla Marg, Churchgate, Mumbai – 400 020, Maharashtra, India *Occupation*: Professional *Nationality:* Indian	63	1. Reliance Capital Limited 2. Reliance Infratel Limited 3. Reliance Capital Pension Fund Limited

Name, Designation, Address, Occupation, Nationality, Term and DIN	Age (years)	Other Directorships
Term: Five years with effect from September 28, 2015 *DIN:* 06953556		
Lav Ramji Chaturvedi *Designation:* Non-executive Director *Address:* 403-404, X Wing, Golden Rays, Shastri Nagar, Andheri (West), Mumbai, Maharashtra, India 400053 *Occupation*: Service *Nationality:* Indian *Term:* Liable to retire by rotation *DIN:* 02859336	41	1. Reliance AIF Management Company Limited 2. Grover Zampa Vineyards Limited 3. Reliance Commercial Finance Limited 4. Indian Commodity Exchange Limited 5. Reliance Asset Reconstruction Company Limited 6. Reliance Financial Limited 7. Best Ideas Fund SICAV-SIF 8. RAMS Equities Portfolio Fund 9. IMSF (Mauritius) Limited 10. Cohesion India Best Ideas (Master) Fund Limited 11. Reliance Capital Limited Employees Group Superannuation Scheme 12. Cohesion India Best Ideas Fund (Delaware) LLC
Rakesh Jain *Designation:* Executive Director and CEO *Address:* B-701, Velentine Apartments, Pimplipada, Gen. A.K. Vaidya Marg, Goregaon-Mulund Link Road, Malad (East), Mumbai - 400 097, India *Occupation*: Service *Nationality:* Indian *Term:* Five years with effect from October 20, 2015 *DIN:* 03645324	47	Nil

* *The appointment of Dr. Thomas Mathew is subject to the approval of our Shareholders in a general meeting*

Brief profiles of our Directors

Rajendra Prabhakar Chitale, aged 56, is our Independent Director. He holds a bachelor's degree in law from the University of Mumbai. He is a fellow of the Institute of the Chartered Accountants of India. He is currently the managing partner of M.P. Chitale & Company.

Haris Ansari, aged 78, is our Independent Director. He holds a master's degree in geology from Aligarh University. He has previously served as a member of the IRDAI.

Dr. Thomas Mathew, aged 61, is our Independent Director. He holds a bachelor's degree in arts from the University of Delhi and a bachelor's degree in law from Campus Law Centre-II, Faculty of Law. He also holds a master's degree in arts, a degree of master of philosophy, and a degree of doctor of philosophy from Jawaharlal Nehru University. He has experience of working with the Ministry of Finance and the Ministry of Defence.

Chhaya Virani, aged 63, is our Independent Director. She is a solicitor and holds both a bachelor's degree in arts from Mumbai University and a bachelor's degree in law from Government Law College. She is currently a partner at ALMT Legal Advocates and Solicitors. She has experience in the field of law.

Lav Ramji Chaturvedi, aged 41, is our non-executive Director. He holds a bachelor's degree in commerce from the University of Mumbai and a master's degree in business administration from Syracuse University. He is also certified by the CFA Institute as a chartered financial analyst. He has previously worked at IPS-Sendero and Reliance Capital Asset Management Limited.

Rakesh Jain, aged 47, is our Executive Director and CEO. He is a member of the Institute of the Chartered Accountants of India. During his tenure as chief financial officer of ICICI Lombard General Insurance Company Limited, he was conferred an award titled 'The CFO – Financial Sector Award' by the Institute of Chartered Accountants of India. He has experience in the fields of corporate finance and reinsurance functions.

Family relationship between Directors

There is no family relationship between any of our Directors.

Remuneration details of our Directors

(1) Remuneration details of our executive Directors

Rakesh Jain

Pursuant to a resolution of our Board dated July 29, 2015, and a resolution of our shareholders dated September 28, 2015, and agreement dated September 25, 2015, entered into with our Company, Rakesh Jain was re-appointed as our Executive Director and CEO for a term of 5 years with effect from October 20, 2015. Our Company has obtained approval from IRDAI in relation to such re-appointment through the letter dated September 8, 2015.

Pursuant to a resolution of our Board dated July 31, 2017, and approval of IRDAI through its letter dated September 1, 2017, Rakesh Jain is entitled to the following remuneration.

Particulars	Remuneration (In ₹ million per annum)
Salary	12.50
Allowances	10.40
Perquisites	5.60
Total remuneration	28.50

In addition to the remuneration aforementioned, Rakesh Jain is also entitled to performance bonus of ₹ 20.00 million. As per the approval obtained from IRDAI through letter dated September 1, 2017, payment of remuneration to Rakesh Jain in excess of ₹ 15 million in any Financial Year shall be only from the shareholders' account.

For details of options granted to Rakesh Jain under the RGICL ESOP 2017, see "*Capital Structure-Employee Stock Option Scheme*" on page 91 of this Draft Red Herring Prospectus.

During Fiscal 2017, our Company paid Rakesh Jain a remuneration of ₹ 40.24 million. Further, an amount of ₹ 20.00 million was payable to him in Fiscal 2017 and paid by our Company to him in Fiscal 2018.

(2) Remuneration details of our non-executive and Independent Directors

Pursuant to the resolution of our Board dated April 29, 2016, our Directors are entitled to receive sitting fees of ₹ 0.04 million for attending each meeting of our Board and Audit Committee. Additionally, as approved by the Board by way of its resolution dated April 29, 2016, a sitting fee of ₹ 0.03 million is payable to all Directors of our Company for attending meetings of all other committees of our Company.

Details of the sitting fees paid to our non-executive Directors including our Independent Directors, during Fiscal 2017 are set forth below.

Name of Director	Sitting fees paid (In ₹ million)
Rajendra Prabhakar Chitale	0.64
Haris Ansari	0.80
Dr. Thomas Mathew*	Nil
Chhaya Virani	0.24
Lav Ramji Chaturvedi	Nil

* While Dr. Thomas Mathew is entitled to sitting fees, no sitting fees have been paid to him in Fiscal 2017 as he was appointed on October 6, 2017

Bonus or profit sharing plan for the Directors

Except for Rakesh Jain who is entitled to a performance bonus as part of the terms of remuneration payable to him, our Company does not have a bonus or profit sharing plan for our Directors.

Shareholding of our Directors

Our Articles do not require the Directors to hold any qualification shares.

None of our Directors hold any Equity Shares as on the date of this Draft Red Herring Prospectus.

Service contracts with Directors

There are no service contracts entered into with any of our Directors which provide for any benefit upon termination of employment.

Interest of our Directors

All of our Directors may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration, bonus and reimbursement of expenses, if any, payable to them.

Certain Directors may also be deemed to be interested in Equity Shares that may, pursuant to this Offer, be subscribed by or Allotted to them, their relatives, or to the companies, firms, trusts, in which they are interested as directors, members, partners, trustees and promoters.

Certain of our Directors may also be deemed to be interested to the extent of employee stock options or phantom stock options held by them or that may be granted to them from time to time under the RGICL ESOP 2017. For details of the RGICL ESOP 2017 and the RGICL Phantom Stock Option Scheme 2015, see "*Capital Structure-Employee Stock Option Scheme*" and "*Our Management – Payment of non-salary related benefits to officers of our Company*" on page 91 and 200, respectively, of this Draft Red Herring Prospectus.

No loans have been availed by our Directors from our Company.

None of the beneficiaries of loans, advances and sundry debtors are related to our Directors.

Interest in promotion of our Company

Our Directors have no interest in the promotion of our Company. However, Rajendra Prabhakar Chitale and Chhaya Virani are directors of our Promoter, and Lav Ramji Chaturvedi is an employee of our Promoter.

Interest in property

Our Directors have no interest in any property acquired by our Company within the two years preceding the date of this Draft Red Herring Prospectus, or presently intended to be acquired by our Company, or in any transaction for acquisition of land, construction of buildings and supply of machinery.

Appointment of relatives to a place of profit

None of the relatives of the Directors have been appointed to an office or place of profit in our Company.

Business interest

Except certain of our Directors who are policyholders of our Company, and as stated in "*Our Management - Interest of our Directors"* and "*Related Party Transactions*" on pages 186 and on page 218, our Directors do not have any other interest in our business or our Company.

Confirmations

None of our Directors have been identified as wilful defaulters by any bank or financial institution or consortium thereof in accordance with the guideline on wilful defaulters issued by the Reserve Bank of India.

Our Directors are not, and have not, during the five years preceding the date of this Draft Red Herring Prospectus, been on the board of any listed company whose shares have been or were suspended from being traded on the BSE or the NSE.

None of our Directors have been or are directors on the board of listed companies which have been or were delisted from any stock exchange(s).

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce him to become or to help him qualify as a Director, or otherwise for services rendered by him or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.

Changes in our Board during the last three years

The changes in our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are as follows:

Name of Director	Date of change	Reasons
Dr. Thomas Mathew	October 6, 2017	Appointment
Lav Ramji Chaturvedi	April 22, 2017	Appointment
Soumen Ghosh	March 31, 2017	Resignation
Chhaya Virani	March 31, 2015	Appointment

Borrowing Powers

Our Company can borrow as per the provisions of the Companies Act, 2013, Insurance Act and IRDAI Act including the rules and regulations issued thereunder. For details of our outstanding indebtedness, see "*Financial Indebtedness*" on page 370.

Corporate Governance

In addition to the Companies Act, 2013, and the IRDAI Corporate Governance Guidelines, provisions of the SEBI Listing Regulations will also be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges.

Our Company currently has six Directors, of which one is an executive Director, and five are non-executive Directors. Of the five non-executive Directors, our Company has four Independent Directors, including one woman Director. Our Company is in compliance with corporate governance norms prescribed under the SEBI Listing Regulations, the IRDAI Corporate Governance Guidelines and the Companies Act, 2013, particularly, in relation to the composition of our Board of Directors and the constitution of our Board level committees.

Our Company undertakes to continue to comply with the corporate governance norms under the SEBI Listing Regulations, the IRDAI Corporate Governance Guidelines and the Companies Act, 2013.

Board-level committees

In terms of the SEBI Listing Regulations, the IRDAI Corporate Governance Guidelines and the provisions of the Companies Act, 2013, our Company has constituted the following Board-level committees:

(1) Audit Committee;
(2) Nomination and Remuneration Committee;
(3) Risk Management Committee;
(4) Stakeholders' Relationship Committee;
(5) Corporate Social Responsibility Committee; and
(6) Policyholders Protection Committee.

Audit Committee

The Audit Committee currently consists of:

Name	Position in the committee	Designation
Rajendra Prabhakar Chitale	Chairperson	Independent Director
Haris Ansari	Member	Independent Director
Chhaya Virani	Member	Independent Director
Lav Ramji Chaturvedi	Member	Non-executive Director

Our Audit Committee was constituted by a resolution of our Board dated April 26, 2001, in compliance with the Companies Act, 2013 and SEBI Listing Regulations, and was last reconstituted on September 8, 2017. The terms of reference of the Audit Committee include the following:

(i) oversee our Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
(ii) recommendation for appointment, remuneration and terms of appointment of auditors of our Company;
(iii) approve payment to statutory auditors for any other services rendered by them;
(iv) review with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
    (a) matters required to be included in the Director’s Responsibility Statement to be included in the board of directors’ report in terms of clause (c) of sub-Section 3 of Section 134 of the Companies Act, 2013;
    (b) changes, if any, in accounting policies and practices and reasons for the same;
    (c) major accounting entries involving estimates based on the exercise of judgment by the management of our Company;
    (d) significant adjustments made in the financial statements arising out of audit findings;
    (e) compliance with listing and other legal requirements relating to financial statements;
    (f) disclosure of any related party transactions; and
    (g) modified opinion(s) in the draft audit report.
(v) review, with the management, the quarterly and any other partial year- period financial statements before submission to the board of directors for their approval;
(vi) review, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to our board of directors to take up steps in this matter;
(vii) review and monitor the auditor’s independence and performance, and effectiveness of audit process;
(viii) subject to and conditional upon approval of our Board, approval of related party transactions or subsequent modifications thereto. Such approval can be in the form of omnibus approval of related party transactions, subject to conditions not inconsistent with the conditions specified n Regulation 23(2) and Regulation 23(3) of the SEBI Listing Regulations;
(ix) subject to review by our Board, review on quarterly basis, of related party transactions entered into by the Company pursuant to each omnibus approval given pursuant to (viii) above;

    Explanation: The term “related party transactions” shall have the same meaning as provided in Clause2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.

(x) scrutinize inter-corporate loans and investments;
(xi) valuation of undertakings or assets of our Company, wherever it is necessary;
(xii) evaluate internal financial controls and risk management systems;
(xiii) review, with the management, performance of statutory and internal auditors, adequacy of the internal checks and control systems;
(xiv) review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
(xv) discuss with internal auditors of any significant findings and follow up there on;
(xvi) review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

(xvii) discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
(xviii) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
(xix) to review the functioning of the whistle blower mechanism;
(xx) oversee the procedures and processes established to attend to issues relating to the maintenance of books of account, administration procedures, transactions and other matters having a bearing on the financial position of our Company, whether raised by the auditors or by any other person;
(xxi) act as a compliance committee to discuss the level of compliance in our Company and any associated risks and to monitor and report to the Board on any significant compliance breaches;
(xxii) approve the appointment of the Chief Financial Officer of our Company (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
(xxiii) oversee the vigil mechanism established by our Company and the chairman of audit committee shall directly hear grievances of victimisation of employees and directors, who use vigil mechanism to report genuine concerns; and
(xxiv) carry out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the board of directors of our Company or specified/provided under the Companies Act, 2013 or by the SEBI Listing Regulations or by any other regulatory authority.

The Audit Committee shall mandatorily review the following information:

(i) management discussion and analysis of financial condition and results of operations;
(ii) statement of significant related party transactions (as defined by the Audit Committee), submitted by the management of our Company;
(iii) management letters / letters of internal control weaknesses issued by the statutory auditors of our Company;
(iv) internal audit reports relating to internal control weaknesses;
(v) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee; and
(vi) statement of deviations in terms of the SEBI Listing Regulations:

- quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s); and
- annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice.

The powers of the Audit Committee are as mentioned below:

(i) to investigate any activity within its terms of reference;
(ii) to seek information from any employee of our Company;
(iii) to obtain outside legal or other professional advice; and
(iv) to secure attendance of outsiders with relevant expertise, if it considers necessary.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee currently consists of:

Name	Position in the committee	Designation
Haris Ansari	Chairperson	Independent Director
Rajendra Prabhakar Chitale	Member	Independent Director
Lav Ramji Chaturvedi	Member	Non-executive Director

The Nomination and Remuneration Committee was constituted by a resolution of our Board dated October 24, 2009, in compliance with Section 178 of the Companies Act, 2013, and the IRDAI Corporate Governance Guidelines, and was last reconstituted on September 8, 2017. The terms of reference of the Nomination and Remuneration Committee include the following:

(i) identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the board of directors their appointment and removal and carry out evaluation of every director's performance (including that of independent directors);
(ii) formulate the criteria for determining qualifications, positive attributes and independence of a director;
(iii) devise a policy on diversity of the Board;
(iv) determine whether to extend or continue the term of appointment of independent directors, on the basis of the report of performance evaluation of independent directors;
(v) perform such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits) Regulations, 2014, including the following:
   (a) administering the RGICL ESOP 2017;
   (b) determining the eligibility of employees to participate under the plan;
   (c) granting options to eligible employees and determining the date of grant;
   (d) determining the number of options to be granted to an employee;
   (e) determining the exercise price under of the plan; and
   (f) construing and interpreting the plan and any agreements defining the rights and obligations of our Company and eligible employees under the plan, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the plan.
(vi) recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees. The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:
   (a) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
   (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
   (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of our Company and its goals.
(vii) frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
   (a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; and
   (b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, our Company and its employees, as applicable.
(viii) perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or by the SEBI Listing Regulations or by any other applicable law or regulatory authority; and
(ix) the committee shall also ensure that the proposed appointments/ re-appointments of Key Management Persons or Directors are in conformity with the Board approved policy on retirement/ superannuation.

Risk Management Committee

The Risk Management Committee currently consists of:

Name	**Position in the committee**	**Designation**
Rajendra Prabhakar Chitale	Member	Independent Director
Haris Ansari	Member	Independent Director
Lav Ramji Chaturvedi	Member	Non-executive Director
Rakesh Jain	Member	Executive Director and CEO

The Risk Management Committee was constituted by a resolution of our Board dated October 24, 2009, in compliance with the Companies Act 2013, and the IRDAI Corporate Governance Guidelines, and was last reconstituted on September 8, 2017. The terms of reference of the Risk Management Committee include the following:

(i) to review and assess the risk management system and policy of our Company from time to time and recommend for amendment or modification thereof;
(ii) to frame, devise and monitor risk management plan and policy of our Company;
(iii) to review and recommend potential risk involved in any new business plans and processes;

(iv) discuss and consider best practices in risk management in the market and advise the respective functions;
(v) review compliance with the Guidelines on Insurance Fraud Monitoring Framework dated January 21, 2013 issued by the Insurance Regulatory and Development Authority of India;
(vi) formulate a fraud monitoring policy and framework for approval of the Board;
(vii) monitor implementation of anti-fraud policy for the effective deterrence, prevention, detection and mitigation of frauds;
(viii) review our Company's risk-reward performance to align with our Company's overall policy objectives;
(ix) monitor and review regular updates on business continuity;
(x) review the solvency position of our Company on a regular basis;
(xi) set the risk tolerance limits and assess the cost and benefits associated with risk exposure;
(xii) perform specialized analysis and quality reviews;
(xiii) maintain an aggregated view on the risk profile of our Company for all categories of risk including insurance risk, market risk, credit risk, liquidity risk, operational risk, compliance risk, legal risk and reputational risk;
(xiv) reporting to the Board details of the risk exposures and the actions taken to manage the exposures, setting the risk tolerance limits and assessing the cost and benefits associated with risk exposure and reviewing, monitoring and challenging where necessary, all risks across various lines of business undertaken by our Company, towards adding value to business;
(xv) advise the Board with regard to risk management decisions in relation to strategic and operational matters such as corporate strategy; and
(xvi) performing such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee currently comprises:

Name	Position in the committee	Designation
Chhaya Virani	Chairperson	Independent Director
Haris Ansari	Member	Independent Director
Lav Ramji Chaturvedi	Member	Independent Director
Rakesh Jain	Member	Executive Director and CEO

Our Stakeholders' Relationship Committee was constituted by a resolution of our Board dated September 8, 2017, in compliance with Section 178 of the Companies Act, 2013, and the SEBI Listing Regulations. The terms of reference of the Stakeholders' Relationship Committee include the following:

(i) redressal of all security holders' and investors' grievances such as complaints related to transfer of shares, including non receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc. and assisting with quarterly reporting of such complaints;
(ii) giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
(iii) overseeing the performance of the registrars and transfer agents of our Company and to recommend measures for overall improvement in the quality of investor services; and
(iv) carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act, 2013, or SEBI Listing Regulations, or by any other regulatory authority.

Corporate Social Responsibility Committee ("CSR Committee")

The CSR Committee currently comprises of:

Name	Position in the committee	Designation
Haris Ansari	Member	Independent Director
Lav Ramji Chaturvedi	Member	Non-executive Director
Rakesh Jain	Member	Executive Director and CEO

The CSR Committee was constituted by a resolution of our Board dated April 30, 2014 in compliance with Section 135 of the Companies Act, 2013, and was last reconstituted on April 22, 2017. The terms of reference of the CSR Committee include the following:

(i) specify the corporate social responsibility projects and programmes to be undertaken during the year (specifying modalities of execution in the areas/sectors chosen and implementation schedules for the same);
(ii) formulate and recommend to the board, a corporate social responsibility policy indicating the activities to be undertaken by our Company as specified in Schedule VII of the Companies Act, 2013, as may be amended from time to time;
(iii) approve the corporate social responsibility policy of our Company;
(iv) recommend the amount of expenditure to be incurred on the corporate social responsibility activities;
(v) monitor the corporate social responsibility policy and corporate social responsibility activities from time to time;
(vi) secure appropriate disclosures relating to corporate social responsibility as per the applicable provisions of the Companies Act, 2013;
(vii) appraise the Board of corporate social responsibility activities;
(viii) specify reasons for failure (if any) for not spending the corporate social responsibility amount in the Director's Report; and
(ix) ensure that the expenses incurred on corporate social responsibility activities shall not be charged to the policyholders' account.

Policyholders Protection Committee

The Policyholders Protection Committee comprises:

Name	Position in the committee	Designation
Haris Ansari	Member	Independent Director
Lav Ramji Chaturvedi	Member	Non-executive Director
Rakesh Jain	Member	Executive Director and CEO

Our Policyholders Protection Committee was constituted by a resolution of our Board dated October 24, 2009, and was last reconstituted by a resolution of our Board dated April 22, 2017. The terms of reference of our Policyholders Protection Committee include the following:

The terms of reference of the Policyholders Protection Committee of our Company include the following:

(i) put in place proper procedures and effective mechanism to address complaints and grievances of policyholders and stakeholders;
(ii) adopt standard operating procedures to treat the customer fairly including timeframes for policy and claims servicing parameters and monitoring implementation thereof;
(iii) put in place a framework for review of awards given by the Insurance Ombudsman/consumer forums and analyze the root cause of customer complaints, identify market conduct issues and advise the management appropriately about rectifying systemic issues, if any;
(iv) ensure compliance with the statutory requirements as laid down in the regulatory framework;
(v) review all the awards given by Insurance Ombudsman/Consumer Forums remaining unimplemented for more than three months with reasons thereof and report the same to the Board for initiating remedial action, where necessary;
(vi) review the measures and take steps to reduce customer complaints at periodic intervals;
(vii) ensure compliance with the statutory requirements as laid down in the regulatory framework;
(viii) review of claims report, including status of outstanding claims with ageing of outstanding claims;
(ix) review repudiated claims with analysis of reasons;
(x) review of unclaimed amounts of policyholders, as required under the circulars and guidelines issued by the IRDAI;
(xi) ensure adequacy of disclosure of "material information" to the policyholders. These disclosures shall, for the present, comply with the requirements laid down by the IRDAI both at the point of sale and at periodic intervals;
(xii) review the status of complaints at periodic intervals to the policyholders;

(xiii) provide the details of grievances at periodic intervals in such formats as may be prescribed by the IRDAI; and
(xiv) provide details of insurance ombudsmen to the policyholders.

Other committees

In terms of the IRDAI Corporate Governance Guidelines, as applicable, our Company has also constituted the following committees:

(1) IPO Committee;
(2) Investment Committee; and
(3) Asset Liability Management Committee.

IPO Committee

The IPO Committee currently comprises:

Name	Position in the committee	Designation
Rakesh Jain	Member	Executive Director and CEO
Hemant Jain	Member	Chief Financial Officer
Mohan Khandekar	Member	Company Secretary & Chief Compliance Officer

Our IPO Committee was constituted by a resolution of our Board dated September 8, 2017. The terms of reference of the IPO Committee of our Company include the following:

(i) to decide with the Selling Shareholder, as applicable, in consultation with the book running lead managers, on the initial public offering size (including any reservation for employees, and/or any other reservations or firm allotments as may be permitted, green shoe option and/ or any rounding off in the event of any oversubscription), timing, pricing (price band, issue price, including to anchor investors etcetera) and all other terms and conditions of the initial public offering, including the price, premium, discount (as permitted under applicable laws) and to make any amendments, modifications, variations or alterations thereto;
(ii) to make applications to the stock exchanges for in-principle approval for listing of its equity shares and file such papers and documents, including a copy of the draft red herring prospectus filed with the Securities and Exchange Board of India, as may be required for the purpose;
(iii) to take all actions as may be necessary or authorized, in connection with the offer for sale, including taking on record the approval of the offer for sale, extending the bid/offer period, revision of the price band, allow revision of the offer for sale portion in case any Selling Shareholder decides to revise it, in accordance with the applicable laws;
(iv) to invite the existing shareholders of our Company to participate in the initial public offering to offer for sale Equity Shares held by them at the same price as in the initial public offering;
(v) authorisation of any director or directors of our Company or other officer or officers of our Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorised person in his/her/their absolute discretion may deem necessary or desirable in connection with the issue, offer and allotment/transfer of the Equity Shares;
(vi) giving or authorising any concerned person to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
(vii) to appoint and enter into arrangements with the book running lead managers, underwriters to the initial public offering, syndicate members to the initial public offering, brokers to the initial public offering, advisors to the initial public offering, escrow collection banks to the initial public offering, registrars to the initial public offering, refund banks to the initial public offering, public issue account banks to the initial public offering, monitoring agency, legal counsel, advertising agencies and any other agencies or persons or intermediaries to the initial public offering and to negotiate and finalise the terms of their appointment;
(viii) to seek, if required, the consent of the lenders to our Company, industry data providers, parties with whom our Company has entered into various commercial and other agreements including without limitation customers, suppliers, strategic partners of our Company, any concerned government and regulatory authorities in India or outside India, and any other consent, approval or waiver that may be required in connection with the initial public offering, if any;

(ix) to approve the list of 'group companies' of our Company, identified pursuant to the materiality policy adopted by the Board, for the purposes of disclosure in the draft red herring prospectus, red herring prospectus and the Prospectus;

(x) to make applications to, seek clarifications and obtain approvals from, if necessary, the RBI, the SEBI or any other statutory or governmental authorities in connection with the initial public offering and, wherever necessary, incorporate such modifications/ amendments/ alterations/ corrections as may be required in the draft red herring prospectus, the red herring prospectus and the prospectus;

(xi) to negotiate, finalise, settle, execute and deliver or arrange the delivery of the book running lead managers' mandate or engagement letter(s), the offer agreement, registrar agreement, syndicate agreement, underwriting agreement, cash escrow agreement, share escrow agreement and all other documents, deeds, agreements, memorandum of understanding and other instruments whatsoever, including any amendment(s) or addenda thereto, including with respect to the payment of commissions, brokerages and fees, with the book running lead managers, registrar to the initial public offering, legal advisors, auditors, Stock Exchanges and any other agencies/intermediaries in connection with the initial public offering with the power to authorise one or more officers of our Company to negotiate, execute and deliver all or any of the aforestated documents;

(xii) to open and operate any bank account(s) required of our Company for the purposes of the initial public offering and the pre-initial public offering Placement, including the cash escrow account, the public issue account, as may be required;

(xiii) deciding the pricing and all other related matters regarding the pre-initial public offering Placement, including the execution of the relevant documents with the investors in consultation with the book running lead managers and in accordance with applicable laws;

(xiv) approving the draft red herring prospectus, red herring prospectus and the prospectus (including amending, varying or modifying the same, as may be considered desirable or expedient) and the preliminary and final international wrap for the initial public offering together with any addenda, corrigenda and supplement thereto as finalised in consultation with the book running lead managers, in accordance with all applicable laws, rules, regulations, notifications, circulars, orders and guidelines and take all such actions as may be necessary for filing of these documents including incorporating such alterations/corrections/modifications as may be required by and to submit undertakings/certificates or provide clarifications to SEBI or any other relevant governmental and statutory authority;

(xv) seeking the listing of the Equity Shares on any Indian stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;

(xvi) to issue receipts/allotment letters/confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of our Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more Stock Exchanges, with power to authorise one or more officers of our Company to sign all or any of the aforestated documents;

(xvii) to make applications for listing of the Equity Shares on the stock exchange for listing of the Equity Shares of our Company and to execute and to deliver or arrange the delivery of necessary documentation to the stock exchanges and to take all such other actions as may be necessary in connection with obtaining such listing;

(xviii) accept and appropriate proceeds of the Fresh Issue in accordance with the applicable laws;

(xix) to do all such deeds and acts as may be required to dematerialise the Equity Shares of our Company and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with National Securities Depository Limited, Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, as may be required in this connection with power to authorise one or more officers of our Company to execute all or any of the aforestated documents;

(xx) to authorise and approve the incurring of expenditure and payment of fees, commissions, remuneration and expenses in connection with the initial public offering;

(xxi) to withdraw the draft red herring prospectus or the RHP or to decide not to proceed with the initial public offering at any stage in accordance with the SEBI ICDR Regulations and applicable laws;

(xxii) to do all such acts, deeds, matters and things and execute all such other documents, etc. as it may, in consultation with the book running lead managers, deem necessary or desirable for the initial public offering, including without limitation, determining the anchor investor portion and allocation to anchor investors, finalizing the basis of allocation and allotment of Equity Shares to the successful allottees and credit of Equity Shares to the demat accounts of the successful allottees in accordance with applicable laws;

(xxiii) to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the initial public offering, including with respect to the issue, offer or allotment of the Equity Shares, terms of the initial public offering, utilisation of the initial public offering proceeds, appointment of intermediaries for the initial public offering and such other issues as it may, in its absolute discretion deem fit;

(xxiv) to take such action, give such directions, as may be necessary or desirable as regards the initial public offering and to do all such acts, matters, deeds and things, including but not limited to the allotment of Equity Shares against the valid applications received in the initial public offering, as are in the best interests of our Company;

(xxv) to negotiate, finalise, settle, execute and deliver any and all other documents or instruments and doing or causing to be done any and all acts or things as may be deemed necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the initial public offering. Any documents or instruments so executed and delivered or acts and things done or caused to be done by the Board shall be conclusive evidence of the authority of the Board in so doing; and

(xxvi) to delegate any of the powers mentioned in (i) to (xxv) to such persons as the IPO Committee may deem necessary.

Investment Committee

The Investment Committee currently comprises:

Name	Position in the committee	Designation
Haris Ansari	Member	Independent Director
Rajendra Prabhakar Chitale	Member	Independent Director
Lav Ramji Chaturvedi	Member	Non-executive Director
Rakesh Jain	Member	Executive Director and CEO
Hemant Jain	Member	Chief Financial Officer
K. Ramkumar	Member	Chief Investment Officer
Nanda Sambrani	Member	Head-ERCG
Karthikeyan A.V.	Member	Appointed Actuary

Our Investment Committee was constituted by a resolution of our Board dated October 16, 2000, and was last reconstituted by a resolution of our Board dated September 8, 2017. The terms of reference of our Investment Committee include the following:

(i) to lay down and recommend investment policy and operational framework for the investment operations of the insurer with focus on asset liability management supported by robust internal control systems;

(ii) periodic review of the investment policy based on the performance of investments and the evaluation of dynamic market conditions;

(iii) implement the investment policy duly approved by the Board;

(iv) submission of performance report of investments on quarterly basis and also provide an analysis of investment portfolio and on the future outlook to enable the Board to look at possible policy changes and strategies; and

(v) to independently review investment decisions which should be duly supported by due diligence process carried out by the investment team.

Asset Liability Management Committee

The Asset Liability Management Committee currently consists of:

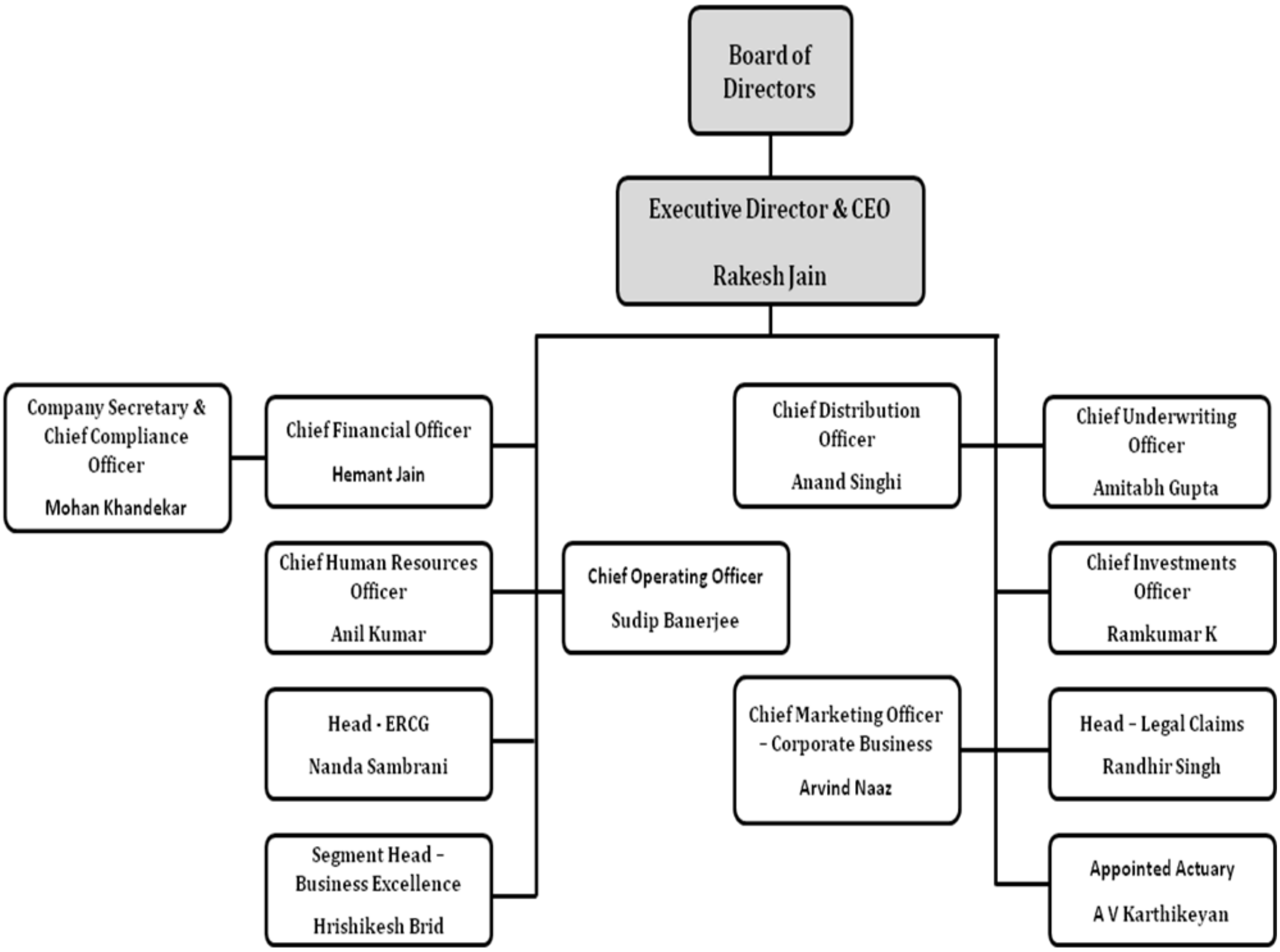
Name	Position in the committee	Designation
Lav Ramji Chaturvedi	Member	Non-executive Director
Rakesh Jain	Member	Executive Director and CEO
Hemant Jain	Member	Chief Financial Officer
K. Ramkumar	Member	Chief Investments Officer
Karthikeyan AV	Member	Appointed Actuary
Nanda Sambrani	Member	Head - ERCG

Our Asset Liability Management Committee was constituted by a resolution of our Board dated October 24, 2009, in compliance with the IRDAI Corporate Governance Guidelines, and was last reconstituted on September 8, 2017. The terms of reference of the Asset Liability Management Committee include the following:

(i) set our Company's risk/reward objectives and assess policyholders expectations;
(ii) quantify the level of risk exposure (example: market, credit and liquidity) and assess the expected rewards and costs associates with the risk exposure;
(iii) formulate and implement optimal asset liability management strategies and meet risk/reward objectives. The strategies must be laid down both at product level and enterprise level;
(iv) ensure that liabilities are backed by appropriate assets and manage mismatches between assets and liabilities to ensure they remain within acceptable monitored tolerances for liquidity, solvency and the risk profile of the entity;
(v) law down the risk tolerance limits;
(vi) regularly review and monitor the mismatch between assets and liabilities and the acceptable tolerance limits for mismatch, if any;
(vii) ensure that management and valuation of all assets and liabilities comply with standards, prevailing legislation and internal and external reporting requirements;
(viii) monitor risk exposure at period intervals and revise asset liability management strategies where required;
(ix) review, approve and monitor systems, controls and reporting used to manage balance sheet risks including mitigation strategies;
(x) review key methodologies and assumptions including actuarial assumptions used to value assets and liabilities;
(xi) manage capital requirements at our Company level using the regulatory solvency requirements;
(xii) review, approve and monitor capital plans and related decisions over capital transactions (example: dividend payments, acquisitions, disposals etcetera.); and
(xiii) place the asset liability management information before the Board at periodic intervals and also carry out annual review of strategic asset allocation.

In addition to the committees of our Board detailed above, our Board may, from time to time, constitute committees for various functions.

Management Organisation Structure



Key Management Personnel

The following persons are the Key Management Personnel of our Company:

1. Rakesh Jain
2. Hemant Jain
3. Mohan Khandekar
4. Arvind Naaz
5. Anand Singhi
6. Anil Kumar
7. Amitabh Gupta
8. Sudip Banerjee
9. K. Ramkumar
10. Randhir Singh
11. Karthikeyan AV
12. Nanda Sambrani
13. Hrishikesh Brid

Rakesh Jain, our Executive Director and CEO, Hemant Jain, our Chief Financial Officer, and Mohan Khandekar, our Company Secretary & Chief Compliance Officer are our key managerial personnel of our Company as defined in Section 2(51) of the Companies Act, 2013.

All the Key Management Personnel are permanent employees of our Company.

Brief profiles of our Key Management Personnel

For a brief profile of Rakesh Jain, see "*Our Management - Brief Profiles of our Directors*" on page 184.

The details of our other Key Management Personnel as of the date of this Draft Red Herring Prospectus are set forth below:

Hemant Jain, aged 43 years, is our Chief Financial Officer. He is a member of the Institute of the Chartered Accountants of India. He has previously worked at Bajaj Allianz General Insurance Company Limited, Satyam Computer Services Limited and Rajasthan Fasteners Private Limited. He has been associated with our Company since May 7, 2008. Our Company paid him a remuneration of ₹ 10.29 million in Fiscal 2017. Further, an amount of ₹ 2.07 million was payable to him in Fiscal 2017 and was paid by our Company to him in Fiscal 2018.

Mohan Khandekar, aged 52 years, is our Company Secretary & Chief Compliance Officer. He holds a bachelor's degree in law from the University of Mumbai, and is also an associate of the Institute of Company Secretaries of India. He has previously worked at Mangalore Refinery and Petrochemicals Limited and has experience in the fields of legal and secretarial compliance. He has been associated with our company since October 20, 2005. Our Company paid him a remuneration of ₹ 6.50 million in Fiscal 2017. Further, an amount of ₹ 1.10 million was payable to him in Fiscal 2017 and was paid by our Company to him in Fiscal 2018.

Arvind Naaz, aged 61 years, is our Chief Marketing Officer for Corporate Business. He holds a master's degree in science from the University of Jammu. He has previously worked at Reliance Industries Limited and United India Insurance Company Limited. He has been associated with our Company since December 15, 2000, and has experience in the fields of management, operations and insurance. Our Company paid him a remuneration of ₹ 12.35 million in Fiscal 2017. Further, an amount of ₹ 1.75 million was payable to him in Fiscal 2017 and was paid by our Company to him in Fiscal 2018.

Anand Singhi, aged 38 years, is our Chief Distribution Officer. He is a member of the Institute of the Chartered Accountants of India. He has been associated with our Company since May 21, 2012. He has previously worked at ICICI Lombard General Insurance Company Limited and has experience in the fields of operations and product development. Our Company paid him a remuneration of ₹ 13.20 million in Fiscal 2017. Further, an amount of ₹ 3.86 million was payable to him in Fiscal 2017 and was paid by our Company to him in Fiscal 2018.

Anilkumar Satyavarpu, aged 47 years, is our Chief Human Resources Officer. He holds a master's degree in personnel management from the University of Pune. He has been associated with our company since July 1, 2011. He has previously worked at Hewitt Associates (India) Private Limited and has experience in the field of human resource management. Our Company paid him a remuneration of ₹ 8.24 million in Fiscal 2017. Further, an amount of ₹ 1.54 million was payable to him in Fiscal 2017 and was paid by our Company to him in Fiscal 2018.

Amitabh Gupta, aged 50 years, is our Chief Underwriting Officer. He holds a bachelor's degree in science from the University of Garhwal, Srinagar. He is also an associate of the Insurance Institute of India. He has been associated with our Company since April 11, 2002. He has previously worked at United India Insurance Company Limited and has experience in the field of general insurance. Our Company paid him a remuneration of ₹ 5.71 million in Fiscal 2017. Further, an amount of ₹ 1.18 million was payable to him in Fiscal 2017 and was paid by our Company to him in Fiscal 2018.

Sudip Banerjee, aged 46 years, is our Chief Operating Officer. He holds a bachelor's degree in technology from the Indian Institute of Technology, Kharagpur, and a post-graduate diploma in management from the Indian Institute of Management Calcutta. He has been associated with our Company since February 20, 2008. He has previously worked at GE Money, Knowledge Dynamics Pte Ltd, PricewaterhouseCoopers Limited and Unwired Soft (India) Private Limited, and has experience in the field of financial services management. Our Company paid him a remuneration of ₹ 11.11 million in Fiscal 2017. Further, an amount of ₹ 2.10 million was payable to him in Fiscal 2017 and was paid by our Company to him in Fiscal 2018.

K. Ramkumar, aged 53 years, is our Chief Investments Officer. He holds a bachelor's degree in science from the University of Madras and a diploma in business finance from the Institute of Chartered Financial Analysts of India. Further, he has passed the final examination of the Institute of Cost and Works Accountants of India, and is an associate of the Indian Institute of Bankers. He has been associated with our Company since March 24, 2011. He has previously worked at Sundaram BNP Paribas Asset Management Company Limited. Company paid him a remuneration of ₹ 8.61 million in Fiscal 2017. Further, an amount of ₹ 2.08 million was payable to him in Fiscal 2017 and was paid by our Company to him in Fiscal 2018.

Randhir Singh, aged 44 years, is our Legal Claims Head. He holds a bachelor's degree in arts from Panjab University. He has been with associated with our Company since February 10, 2012. He has previously worked at ICICI Lombard General Insurance Company Limited. Our Company paid him a remuneration of ₹ 6.77 million in Fiscal 2017. Further, an amount of ₹ 1.57 million was payable to him in Fiscal 2017 and was paid by our Company to him in Fiscal 2018.

Karthikeyan AV, aged 37 years, is our Appointed Actuary. He holds a master's degree in business administration from Bharathidasan University. He is also a fellow of the Institute of Actuaries of India. He has been associated with our Company since July 11, 2016. He has previously worked at SBI General Insurance Company Limited and has experience in the fields of underwriting and actuarial sciences. Our Company paid him a remuneration of ₹ 5.37 million in Fiscal 2017. Further, an amount of ₹ 1.23 million was payable to him in Fiscal 2017 and was paid by our Company to him in Fiscal 2018.

Nanda Sambrani, aged 52 years, is our Head - ERCG. She holds a bachelor's degree in science from Osmania University, and is a fellow of the Insurance Institute of India. She has been associated with our Company since May 8, 2003. She has previously worked at United India Insurance Company Limited and has experience in the field of underwriting claims across various verticals. Our Company paid her a remuneration of ₹ 4.73 million in Fiscal 2017. Further, an amount of ₹ 0.87 million was payable to her in Fiscal 2017 and was paid by our Company to her in Fiscal 2018.

Hrishikesh Brid, aged 36 years, is our Segment Head - Business Excellence. He holds a bachelor's degree in engineering from the University of Mumbai, and a post graduate diploma in operations management from Welingkar Institute of Management Development & Research. He has been associated with our Company since October 10, 2011. He has previously worked at Wipro Limited. Our Company paid him a remuneration of ₹ 1.82 million in Fiscal 2017. Further, an amount of ₹ 0.47 million was payable to him in Fiscal 2017 and was paid by our Company to him in Fiscal 2018.

Relationship among Key Management Personnel

None of our Key Management Personnel are related to each other.

Bonus or profit sharing plan for the Key Management Personnel

Except for the performance-linked variable pay plan which our Key Management Personnel are entitled to, there is no bonus or profit sharing plan for the Key Management Personnel of our Company.

Shareholding of Key Management Personnel

None of our Key Management Personnel hold any Equity Shares as on the date of this Draft Red Herring Prospectus.

Service Contracts with Key Management Personnel

None of our Key Management Personnel have entered into any service contracts with our Company, pursuant to which they are entitled to benefits upon termination of employment.

Interest of Key Management Personnel

None of our Key Management Personnel have any interest in our Company except to the extent of remuneration received from our Company and Group Companies, and benefits and reimbursement of expenses incurred by them in the ordinary course of business.

None of our Key Management Personnel have availed any loans from our Company.

Contingent and deferred compensation payable to Key Management Personnel

Except for the performance linked variable pay plan, there is no contingent or deferred compensation payable to our Key Management Personnel.

Changes in Key Management Personnel during the last three years

Changes in our Key Management Personnel during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below.

Name of Director	Date of change	Reasons
Amit Ganorkar	August 23, 2017	Resignation as Chief Marketing Officer
Anand Singhi	August 7, 2017	Appointment as Chief Distribution Officer
Amitabh Gupta	August 7, 2017	Appointment as Chief Underwriting Officer
Nanda Sambrani	August 7, 2017	Appointment as Head ERCG
Sudip Banerjee	August 7, 2017	Appointment as Chief Operating Officer
Vivek Gambhir	August 3, 2017	Resignation as Chief Underwriting Officer
A V Karthikeyan	December 16, 2016	Appointment as Appointed Actuary
Vivek Gambhir	July 21, 2016	Appointment as Chief Underwriting Officer
Mukul Kishore	July 20, 2016	Resignation as Chief Underwriting Officer
Hrishikesh Brid	June 1, 2016	Appointment as Segment Head-Business Excellence
Manish Aggarwal	April 27, 2016	Resignation as Head-Quality & KM
Kirti Kothari	August 28, 2015	Resignation as Appointed Actuary

Payment of non-salary related benefits to officers of our Company

Our Board by its resolution dated July 29, 2015 approved the RGICL Phantom Stock Option Scheme 2015, ("**Phantom Stock Plan**")

The Phantom Stock Plan provides employee grantees the right, but not an obligation, to apply for and receive certain 'appreciation' to be settled by way of cash, which will be determined on the basis of a pre-determined valuation formula. The grant of phantom stock options does not however entitle the employee grantees to any right or status as a shareholder of our Company.

The vesting period of phantom stock options ranges from one year to five years. The specific vesting schedule and vesting conditions are specified in the individual grant letters. In terms of the Phantom Stock Plan, subject to continuous employment, employees are entitled to exercise their vested options within three years from the last date of vesting. In the event of cessation of employment due to inter alia resignation, retirement or death, the settlement of options is carried out in accordance with the Phantom Stock Plan.

As on the date of this Draft Red Herring Prospectus, 1,107,747 phantom stock options have been granted to 31 employees of our Company, of which 206,735 have vested and 25,963 have been exercised. Further, 177,925 phantom stock options granted have lapsed or been forfeited, and an aggregate amount of ₹ 2,310,680 has been paid to the option grantees consequent to exercise of the vested options redemption of the vested options.

Our Company has also adopted an employee stock option plan. For details of the RGICL ESOP 2017, see "*Capital Structure-Employee Stock Option Scheme*" on page 91 of this Draft Red Herring Prospectus.

Except for the Phantom Stock Plan and RGICL ESOP 2017, no non-salary related amount or benefit has been paid or given or is intended to be paid or given to any officer of our Company within the two years preceding the date of filing of this Draft Red Herring Prospectus, other than in the ordinary course of their employment.

Arrangements and understanding with major shareholders, customers, suppliers or others

None of our Directors or Key Management Personnel have been appointed/ selected as a director or a member of senior management pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

OUR PROMOTER AND PROMOTER GROUP

Our Promoter

The Promoter of our Company is Reliance Capital Limited.

For details of the build-up of our Promoter' shareholding in our Company, see "*Capital Structure – Notes to Capital Structure*" on page 86.

The details of our Promoter are as follows:

Reliance Capital Limited ("Reliance Capital")

Corporate information

Our Promoter, Reliance Capital was originally incorporated on March 5, 1986 as 'Reliance Capital & Finance Trust Limited' under the Companies Act, 1956 with a certificate of incorporation issued by the Registrar of Companies, Gujarat, at Ahmedabad. Subsequently, with effect from January 6, 1995, the name of the company was changed to its present name, and a fresh certificate of incorporation was issued by the Registrar of Companies, Gujarat, at Ahmedabad on January 6, 1995.

Pursuant to an order dated November 2, 2006, passed by the Company Law Board, Western Region Bench, Mumbai, Reliance Capital shifted its registered office from the State of Gujarat to the State of Maharashtra, this shift was registered with the Registrar of Companies on November 20, 2006. Its corporate identity number is L65910MH1986PLC165645 and its registered office is presently located at 'H' Block 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai, Maharashtra 400 710, India. The equity shares of Reliance Capital are currently listed on BSE and NSE.

Reliance Capital is engaged in the business of finance and investment and has interests in companies engaged in asset management, life, general and health insurance, commercial and home finance, stock broking, wealth management services, distribution of financial products, asset reconstruction, proprietary investments and other activities in financial services.

Board of Directors

The following table sets forth details regarding the board of directors of Reliance Capital as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the director	Designation
1.	Anil D. Ambani	Chairman and Non-Executive Director
2.	Amitabh Jhunjhunwala	Vice-Chairman and Non-Executive Director
3.	Rajendra Prabhakar Chitale	Independent Director
4.	Dr. Bidhubhusan Samal	Independent Director
5.	Vijayendra Nath Kaul	Independent Director
6.	Chhaya Virani	Independent Director
7.	Jai Anmol Ambani	Executive Director

Financial Information

The summary audited consolidated financial results of Reliance Capital for the last three Fiscals are as follows:

(in ₹ million, except per share data)

Particulars	Fiscal 2017	Fiscal 2016	Fiscal 2015
Equity Capital	2,531.60	2,531.60	2,531.60
Reserves and surplus (excluding revaluation reserves)	150,812.66	138,898.56	130,710.94
Sales/Turnover	176,398.52	99,978.51	88,611.68
Profit/(Loss) after Tax	10,859.48	11,005.81	10,010.37
Basic EPS	42.99	43.56	40.69
Diluted EPS	42.99	43.56	40.69

Particulars	Fiscal 2017	Fiscal 2016	Fiscal 2015
Net asset value per share	606.09	559.01	526.64

There are no significant notes of the auditors in relation to the aforementioned financial statements.

Capital structure

The authorised share capital of Reliance Capital is ₹ 4,000,000,000 divided into 300,000,000 equity shares of ₹ 10 each and 100,000,000 preference shares of ₹ 10 each. The issued and subscribed equity share capital of Reliance Capital is ₹ 2,540,338,360 divided into 254,033,836 equity shares of ₹ 10 each, and the paid up share capital is ₹ 2,526,896,300 dividend into 252,689,630 equity shares of ₹ 10 each.

Shareholding pattern of Reliance Capital

The following table sets forth details of the shareholding pattern of Reliance Capital as on September 30, 2017:

Category (I)	Category of Shareholder (II)	Number of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialised form (XIV)
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class	Class	Total								
								Equity	NA									
(A)	**Promoter and Promoter Group**	10	131,382,303	0	0	131,382,303	52.23	131,382,303	0	131,382,303	51.99	NA	NA	0	0	44,900,000	34.18 %	131,382,303
(B)	**Public**	930,077	118,544,834	0	0	118,544,834	47.13	118,544,834	0	118,544,834	46.92	NA	NA	0	0	NA		113,924,112
(C)	**Non Promoter-Non Public**	2	2,762,493	0	0	2,762,493	0	2,762,493	0	2,762,493	1.09	NA	NA	0	0	NA		2,762,493
(C) (1)	Shares underlying DRs	1	1,162,493	0	0	1,162,493	NA	1,162,493	0	1,162,493	0.46	NA	NA	0	0	NA		1,162,493
(C) (2)	Shares held by Employee Trusts	1	1,600,000	0	0	1,600,000	0.64	1,600,000	0	1,600,000	0.63	NA	NA	0	0	NA		1,600,000
	Total (A) + (B) + (C)	**930,089**	**252,689,630**	**0**	**0**	**252,689,630**	**100**	**252,689,630**	**0**	**252,689,630**	**100**	**NA**	**NA**	**0**	**0**	**44,900,000**	**17.77 %**	**248,068,908**

Promoter of Reliance Capital:

1. Anil D. Ambani is the promoter of Reliance Capital Limited; and
2. There has been no change in the management and control of Reliance Capital in the three years preceding the date of this Draft Red Herring Prospectus.

Our Company confirms that the details of the PAN, bank account numbers, the corporate identity number of Reliance Capital, and the address of Registrar of Companies shall be submitted with the Stock Exchanges at the time of submission of this Draft Red Herring Prospectus.

Share price information

The following table sets forth details of the highest and lowest price on NSE during the preceding six months:

(*in ₹, except share data*)

Sr. No.	Month	Quantum of equity shares traded	Monthly high	Monthly low
1.	September, 2017	132,354,104	879.90	578.00
2.	August, 2017	104,186,202	818.50	714.25
3.	July, 2017	58,590,583	735.20	636.85
4.	June, 2017	83,835,514	663.90	545.55
5.	May, 2017	75,173,902	692.50	523.30
6.	April, 2017	66,888,463	691.25	596.20

Source: NSE.

The following table sets forth details of the highest and lowest price on BSE during the preceding six months:

(*in ₹, except share data*)

Sr. No.	Month	Quantum of equity shares traded	Monthly high	Monthly low
1.	September, 2017	13,476,840	877.80	580.00
2.	August, 2017	13,239,347	817.75	712.85
3.	July, 2017	18,805,613	734.70	637.30
4.	June, 2017	10,993,077	663.50	545.45
5.	May, 2017	12,899,354	693.10	524.00
6.	April, 2017	10,143,666	690.85	596.75

Source: BSE.

The closing price of the Reliance Capital's equity shares as on October 6, 2017 on the BSE and NSE were ₹ 552.25 and ₹ 552.90, respectively.

Interest of Reliance Capital in the Promotion of our Company

Reliance Capital is interested in our Company to the extent of its shareholding in our Company and the dividend declared, if any and any other distributions in respect of its shareholding in our Company. For further details, see *"Capital Structure"* on page 83.

Interest of Reliance Capital in the Property of our Company

Reliance Capital does not have any interest whether direct or indirect in any property acquired by our Company within two years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company as on the date of this Draft Red Herring Prospectus or in any transaction for acquisition of land, construction of buildings and supply of machinery etc.

Interest of Reliance Capital in our Company other than as Promoter

Except as stated in this section and *"Related Party Transactions*" on page 218, Reliance Capital does not have any interest in our Company other than as Promoter.

Interest of Reliance Capital in our Company arising out of being a member of firm or company

Our Company has not made any payments in cash or shares or otherwise to Reliance Capital or to firms or companies in which Reliance Capital is interested as members or Promoter nor has Reliance Capital been offered any inducements to become interested in any firm or company, in connection with the promotion or formation of our Company, except for reimbursement of incorporation expenses, if any, by any person.

Payment of amounts or benefits to Reliance Capital during the last two years given or intended to be given

Except for the transactions disclosed in the section *"Related Party Transactions*" and in this sub-section, dividends received by Reliance Capital, no amount or benefit has been paid by our Company to Reliance Capital in the two years preceding the date of this Draft Red Herring Prospectus. For details see *"Related Party Transactions*" on page 218.

Common pursuits of Reliance Capital with our Company

Except for Reliance Health Insurance Limited, a wholly owned subsidiary of Reliance Capital, which is in the health insurance business, none of the business activities of Reliance Capital or its subsidiaries are similar to that of our Company. Reliance Capital has confirmed to our Company that to avoid conflict of interest, Reliance Health Insurance Limited will primarily focus on retail customer segments, whereas our Company would focus on group health insurance business, government health insurance business and other ancilliary areas.

Disassociation by Reliance Capital in the last three years

Except as provided below, Reliance Capital has not disassociated itself from any venture during the three years preceding the date of filing of this Draft Red Herring Prospectus.

Sr. No.	Date of disassociation	Name of the venture	Particulars
1.	February 7, 2017	Reliance Money Express Limited	Ceased due to merger with Reliance Securities Limited.
2.	July 7, 2016	Quant Capital Finance and Investments Private Limited	Ceased due to sale of shares.

Sick Companies, Insolvency and other confirmations:

Reliance Capital does not fall under the definition of sick industrial companies under Sick Industrial Companies (Special Provisions) Act, 1985, or declared insolvent or bankrupt under the Insolvency and Bankruptcy Code, 2016. Further no winding up, insolvency or bankruptcy proceedings have been initiated against it.

During the five years preceding the date of the Draft Red Herring Prospectus, Reliance Capital has not been a defunct company nor has there been an application made to the registrar of companies for striking off its name.

Other confirmations by our Promoter and Promoter Group

Change in control

Reliance Capital has been a promoter of our Company throughout the five years immediately preceding the date of this Draft Red Herring Prospectus.

Payment of amounts or benefits to our Promoter Group during the last two years

Except for transactions disclosed in this section, dividends received by members of our Promoter Group, and as disclosed in *"Related Party Transactions*" on page 218, no amount or benefit has been paid by our Company to the members of our Promoter Group in the two years preceding the date of this Draft Red Herring Prospectus.

Related Party Transactions

Except as stated in *"Related Party Transactions*" on page 218, our Company has not entered into any related party transactions with our Promoter during the last five fiscal years.

Promoter Group

Other than Reliance Capital, the companies and entities that form part of our Promoter Group are as follows:

Sr. No.	Name of Promoter Group Entity
Companies	
1.	Reliance Inceptum Private Limited
2.	Reliance Infrastructure Consulting & Engineers Private Limited
3.	Reliance Capital Trustee Co. Limited
4.	Reliance Nippon Life Insurance Company Limited
5.	Reliance Commercial Finance Limited
6.	Reliance Home Finance Limited
7.	Reliance Securities Limited
8.	Reliance Money Precious Metals Private Limited
9.	Reliance Commodities Limited
10.	Reliance Financial Limited
11.	Reliance Wealth Management Limited
12.	Reliance Exchangenext Limited
13.	Reliance Corporate Advisory Services Limited
14.	Reliance Money Solutions Private Limited
15.	Reliance Capital AIF Trustee Company Private Limited
16.	Reliance Health Insurance Limited
17.	Reliance Capital Pension Fund Limited
18.	Quant Capital Private Limited
19.	Quant Broking Private Limited
20.	Quant Securities Private Limited
21.	Quant Investment Services Private Limited
22.	Reliance Nippon Life Asset Management Limited
23.	Reliance Asset Management (Singapore) Pte. Limited
24.	Reliance Asset Management (Mauritius) Limited
25.	Reliance AIF Management Company Limited
26.	Reliance Asset Reconstruction Company Limited
27.	Ammolite Holdings Limited
28.	Indian Commodity Exchange Limited
29.	Quant Commodity Broking Private Limited
30.	Reliance Net Limited
31.	Reliance Broadcast Network Limited
32.	Reliance DigiTech Limited
33.	Azalia Media Services Private Limited
34.	Vrushvik Entertainment Private Limited

Shareholding of the Promoter Group in our Company

Except our Promoter, none of the members of our Promoter Group hold any Equity Shares. For details see "*Capital Structure – Notes to Capital Structure - Shareholding of our Promoter, the members of our Promoter Group, and the directors of our Promoter*" on page 87.

Guarantees

Our Promoter has not given any guarantee to a third party as of the date of this Draft Red Herring Prospectus in respect of any loans taken by our Company.

Other Confirmations

Our Promoter and members of our Promoter Group have not been prohibited from accessing or operating in capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoter and members of our Promoter Group have not been identified as Wilful Defaulters.

Our Promoter are not and have never been a promoter, or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, for the purpose of identification of "group companies", our Company has considered:

- *companies covered under applicable accounting standards (i.e., companies disclosed as related parties in accordance with Accounting Standard 18 issued by the ICAI) as per the Restated Financial Information, irrespective of whether the Company has had any transaction with such related party; and*

- *other companies that are considered material by our Board.*

*Pursuant to the materiality policy approved by our Board on September 8, 2017, ("**Materiality Policy**") for the purpose of disclosure as a group company in this Draft Red Herring Prospectus, a company shall be considered material if:*

(a) it is a member of the Promoter Group and has entered into one or more transactions with our Company in the Fiscal Year 2017, and three months ended June 30, 2017, that cumulatively exceed 10% of the total revenue of our Company, as per the annual restated financial statements of our Company for the Fiscal Year 2017; and/or

(b) subsequent to June 30, 2017, would require disclosure in the consolidated financial statements of our Company as entities covered under Accounting Standard 18.

Further, pursuant to the Materiality Policy, it is clarified that companies which, subsequent to the Restated Financial Information, have ceased to be related parties of the Company in terms of Accounting Standard 18 solely on account of there being no significant influence/control over such company in terms of Accounting Standard 18 (as confirmed by the Board/IPO Committee in a resolution) shall not be considered as 'group companies' for the purpose of disclosure in this Draft Red Herring Prospectus.

Based on the foregoing, our Group Companies are as follows:

1. Reliance Capital Limited
2. Reliance Capital Trustee Co. Limited
3. Reliance Nippon Life Insurance Company Limited
4. Reliance Commercial Finance Limited
5. Reliance Corporate Advisory Services Limited
6. Reliance Home Finance Limited
7. Reliance Securities Limited
8. Reliance Commodities Limited
9. Reliance Financial Limited
10. Reliance Wealth Management Limited
11. Reliance Money Solutions Private Limited
12. Reliance Money Precious Metals Private Limited
13. Reliance Capital Pension Fund Limited
14. Reliance Exchangenext Limited
15. Reliance Capital AIF Trustee Company Private Limited
16. Reliance Health Insurance Limited
17. Quant Capital Private Limited
18. Quant Broking Private Limited
19. Quant Securities Private Limited
20. Quant Investment Services Private Limited.

The list above reflects the impact of reduction of Anil Dhirubhai Ambani's shareholding (including through companies controlled by him) in Reliance Capital Limited from 50.35% to 49.97% on October 3, 2017, i.e. after the period of the Restated Financial Information included in this Draft Red Herring Prospectus, pursuant to which Anil Dhirubhai Ambani ceased to be a related party of our Company. Accordingly, the above list of our Group

Companies is different from the list of related parties as on June 30, 2017, provided in the Restated Financial Information.

The details of our Group Companies are provided below. For details of our Promoter, see "*Our Promoter and Promoter Group*" on page 202.

Top five Group Companies:

Other than Reliance Capital Limited, our top five Group Companies on the basis of turnover are as follows. The financial information referred to in this section are as per accounting standards as applicable in the relevant reporting period.

(i) Reliance Nippon Life Insurance Company Limited ("Reliance Nippon Life")

Reliance Nippon Life was incorporated as a company on May 14, 2001, under the Companies Act, 1956 with the Registrar of Companies, Tamil Nadu, in Chennai. Reliance Nippon Life is engaged in the business of life insurance.

Interest of our Promoter

Our Promoter holds 51% of the equity share capital of Reliance Nippon Life.

Financial Information

Set forth below is certain financial information of Reliance Nippon Life based on its audited financial statements for the last three audited Fiscal Years.

(in ₹ million, except per share data)

Particulars	Fiscal 2017	Fiscal 2016	Fiscal 2015
Equity Capital	11,963.24	11,963.24	11,963.24
Reserves and surplus (excluding revaluation reserves)	3,392.83	3,144.19	22,479.57
Sales/Turnover	402,682	439,812	462,108
Profit/(Loss) after Tax	(611.26)	(1,972.78)	1,351.79
Basic EPS	(0.51)	(1.65)	1.13
Diluted EPS	(0.51)	(1.65)	1.13
Net asset value per share	10.68	10.98	12.95

There are no significant notes of the auditors in relation to the aforementioned financial statements.

(ii) Reliance Commercial Finance Limited ("Reliance Commercial Finance")

Reliance Commercial Finance was incorporated as a company on August 17, 2000, under the Companies Act, 1956 with the Registrar of Companies, Maharashtra, at Mumbai. Reliance Commercial Finance is currently engaged in the business of providing small and medium enterprise loans, infrastructure financing, agriculture loans, and supply chain financing, micro-financing and vehicle loans.

Interest of our Promoter

Our Promoter holds 100% of the equity share capital and 100% of the preference share capital of Reliance Commercial Finance.

Financial Information

Set forth below is certain financial information of Reliance Commercial Finance based on its audited financial statements for the last three audited Fiscal Years.

(in ₹ million, except per share data)

Particulars	Fiscal 2017	Fiscal 2016	Fiscal 2015

Particulars	Fiscal 2017	Fiscal 2016	Fiscal 2015
Equity Capital	1,228.26	633.01	123.01
Reserves and surplus (excluding revaluation reserves)	19,828.86	(27.77)	(28.19)
Sales/Turnover	19,533.36	0.53	0.30
Profit/(Loss) after Tax	2,951.67	0.34	0.21
Basic EPS	46.04	0.01	0.03
Diluted EPS	46.04	0.01	0.03
Net asset value per share	171.44	9.56	7.71

There are no significant notes of the auditors in relation to the aforementioned financial statements.

(iii) Reliance Home Finance Limited ("Reliance Home")

Reliance Home was incorporated as a company on June 5, 2008, under the Companies Act, 1956 with the Registrar of Companies, Maharashtra, at Mumbai. Reliance Home is engaged in the housing finance business.

Interest of our Promoter

Our Promoter along with its promoter group holds 74.99% of the equity share capital of Reliance Home.

Financial Information

Set forth below is certain financial information of Reliance Home based on its audited financial statements for the last three audited Fiscal Years.

(in ₹ million, except per share data)

Particulars	Fiscal 2017	Fiscal 2016	Fiscal 2015
Equity Capital	1,158.20	658.20	658.20
Reserves and surplus (excluding revaluation reserves)	9,827.33	5,543.00	4,675.43
Sales/Turnover	11,446.79	8,150.30	5,126.04
Profit/(Loss) after Tax	1725.86	867.57	690.63
Basic EPS	20.45	13.18	10.49
Diluted EPS	20.45	13.18	10.49
Net asset value per share	89.14	86.64	75.70

There are no significant notes of the auditors in relation to the aforementioned financial statements.

Share price information

The equity shares of Reliance Home are currently listed on the BSE and NSE. Since Reliance Home was listed on September 22, 2017, the highest and the lowest market price of the equity shares of Reliance Home during the month immediately preceding the date of this Draft Red Herring Prospectus is as follows:

Month	BSE			NSE		
	Quantum of equity shares traded	High (in ₹)	Low (in ₹)	Quantum of equity shares traded	High (in ₹)	Low (in ₹)
September, 2017	60,38,699	115.00	93.50	99,42,104	113.00	93.05
August, 2017	NA	NA	NA	NA	NA	NA
July, 2017	NA	NA	NA	NA	NA	NA
June, 2017	NA	NA	NA	NA	NA	NA
May, 2017	NA	NA	NA	NA	NA	NA
April, 2017	NA	NA	NA	NA	NA	NA

The closing price of the Reliance Home's equity shares as on October 6, 2017 on the BSE and NSE were ₹ 91.50 and ₹ 91.10, respectively.

(iv) Reliance Money Precious Metals Private Limited ("Reliance Money Precious")

Reliance Money Precious was incorporated as a company on October 5, 2006 under the Companies Act, 1956 with the Registrar of Companies, Maharashtra, at Mumbai. Reliance Money Precious is engaged in the business of distribution of financial products and bullion.

Interest of our Promoter

Our Promoter holds 100% of the equity share capital and 100% of the preference share capital of Reliance Money Precious.

Financial Information

Set forth below is certain financial information of Reliance Money Precious based on its audited financial statements for the last three audited Fiscal Years.

(in ₹ million, except per share data)

Particulars	Fiscal 2017	Fiscal 2016	Fiscal 2015
Equity Capital	80	80	80
Reserves and surplus (excluding revaluation reserves)	(236)	(236)	(200)
Sales/Turnover	3,692	481	734
Profit/(Loss) after Tax	(1)	(36)	(42)
Basic EPS	(3.16)	(4.72)	(5.26)
Diluted EPS	(3.16)	(4.72)	(5.26)
Net asset value per share	1.71	1.80	(14.97)

There are no significant notes of the auditors in relation to the aforementioned financial statements.

(v) Reliance Securities Limited ("Reliance Securities")

Reliance Securities was incorporated as a company on June 17, 2005, under the Companies Act, 1956, with the Registrar of Companies, Maharashtra, at Mumbai. Reliance Securities is engaged in the business of stock broking.

Interest of our Promoter

Our Promoter holds 100% of the equity share capital and 100% of the preference share capital of Reliance Securities.

Financial Information

Set forth below is certain financial information of Reliance Securities based on its audited financial statements for the last three audited Fiscal Years.

(in ₹ million, except per share data)

Particulars	Fiscal 2017	Fiscal 2016	Fiscal 2015
Equity Capital	500.00	500.00	500.00
Reserves and surplus (excluding revaluation reserves)	(934.91)	(1,202.44)	(206.55)
Sales/Turnover	2,085.38	1,415.33	1,463.96
Profit/(Loss) after Tax	(2.04)	(745.89)	(160.04)
Basic EPS	(3.70)	(18.18)	(12.40)
Diluted EPS	(3.70)	(18.18)	(12.40)
Net asset value per share	26.30	15.95	51.74

There are no significant notes of the auditors in relation to the aforementioned financial statements.

Group Company having negative net worth, under winding up or being sick industrial companies:

Reliance Money Solutions Private Limited ("Reliance Money")

Reliance Money was incorporated as a company on August 23, 2000, under the Companies Act, 1956 with the Registrar of Companies, Maharashtra, at Mumbai. Reliance Money is engaged in the business of *inter alia* distribution of third party products.

Interest of our Promoter

Our Promoter holds 100% of the equity share capital and 100% of the preference share capital of Reliance Money.

Financial Information

Set forth below is certain financial information of Reliance Money based on its audited financial statements for the last three audited Fiscal Years.

(in ₹ million, except per share data)

Particulars	Fiscal 2017	Fiscal 2016	Fiscal 2015
Equity Capital	0.10	0.10	0.10
Reserves and surplus (excluding revaluation reserves)	(666.71)	(706.27)	(416.09)
Sales/Turnover	185.81	223.97	94.65
Profit/(Loss) after Tax	39.56	(290.18)	(363.34)
Basic EPS	(4,229.00)	(29,018.00)	(36,334.00)
Diluted EPS	(4,229.00)	(29,018.00)	(36,334.00)
Net asset value per share	(6,619.47)	(45,575.25)	(41,557.49)

There are no significant notes of the auditors in relation to the aforementioned financial statements.

Other Group Companies

The details of the rest of our Group Companies are as follows:

(i) **Reliance Commodities Limited ("Reliance Commodities")**

Reliance Commodities was incorporated as a company on July 8, 2005 under the Companies Act, 1956 with the Registrar of Companies, Maharashtra, at Mumbai. Reliance Commodities is engaged in the business of *inter alia* commodities broking activities.

Interest of our Promoter

Our Promoter holds 100% of the equity share capital of Reliance Commodities.

(ii) **Reliance Capital Trustee Company Limited ("Reliance Capital Trustee")**

Reliance Capital Trustee was incorporated as a company on March 1, 1995, under the Companies Act, 1956 with the Assistant Registrar of Companies, Gujarat (Dadra & Nagar Haveli). Reliance Capital Trustee is engaged in the business of providing trusteeship services.

Interest of our Promoter

Our Promoter holds 100% of the equity share capital of Reliance Capital Trustee.

(iii) **Reliance Capital AIF Trustee Company Private Limited ("Reliance Capital AIF")**

Reliance Capital AIF was incorporated as a company on September 21, 2006 under the Companies Act, 1956 with the Registrar of Companies, Maharashtra, at Mumbai. Reliance Capital AIF is engaged in the business of providing trusteeship services of or for any mutual funds, unit schemes or any other pool or portfolio of securities or investments of any other kind.

Interest of our Promoter

Our Promoter holds 100% of the equity share capital of Reliance Capital AIF.

(iv) **Reliance Corporate Advisory Services Limited ("Reliance Corporate Advisory")**

Reliance Corporate Advisory was incorporated as a company on January 12, 2009, under the Companies Act, 1956, with the Registrar of Companies, Maharashtra, at Mumbai. Reliance Corporate Advisory is engaged in the business of trading and investment.

Interest of our Promoter

Our Promoter holds 99% of the equity share capital of Reliance Corporate Advisory, together with 1% held by Reliance Exchangenext Limited.

(v) **Reliance Financial Limited ("Reliance Financial")**

Reliance Financial was incorporated as a company on August 26, 2005 under the Companies Act, 1956 with the Registrar of Companies, Maharashtra, at Mumbai. Reliance Financial is engaged in the business of *inter alia* financial services/ licenses by the RBI as a non banking financial company.

Interest of our Promoter

Our Promoter holds 100% of the equity share capital and 100% of the preference share capital of Reliance Financial.

(vi) **Reliance Wealth Management Limited ("Reliance Wealth")**

Reliance Wealth was incorporated as a company on January 1, 2009 under the Companies Act, 1956 with the Registrar of Companies, Maharashtra, at Mumbai. Reliance Wealth is engaged in the business of providing portfolio management services.

Interest of our Promoter

Our Promoter holds 100% of the equity share capital of Reliance Wealth.

(vii) **Reliance Exchangenext Limited ("Reliance Exchangenext")**

Reliance Exchangenext was incorporated as a company on July 7, 2000, under the Companies Act, 1956 with the Registrar of Companies, Maharashtra, at Mumbai. Reliance Exchangenext is engaged in the business of *inter alia* forming or promoting stock exchanges.

Interest of our Promoter

Our Promoter holds 100% of the equity share capital of Reliance Exchangenext.

(viii) **Reliance Health Insurance Limited ("Reliance Health")**

Reliance Health was incorporated as a company on May 4, 2017 under the Companies Act, 2013 with the Registrar of Companies, Maharashtra, at Mumbai. Reliance Health is authorised to engage in the business of health insurance.

Interest of our Promoter

Our Promoter holds 100% of the equity share capital of Reliance Health.

(ix) **Quant Capital Private Limited ("Quant Capital")**

Quant Capital was incorporated as a company on December 4, 2007 under the Companies Act, 1956 with the Registrar of Companies, Maharashtra, at Mumbai. Quant Capital is currently engaged in the business of investing in shares and securities.

Interest of our Promoter

Our Promoter holds 74% of the equity share capital of Quant Capital.

(x) **Quant Investment Services Limited ("Quant Investment")**

Quant Investment was incorporated as a company on March 18, 2011, under the Companies Act, 1956 with the Registrar of Companies, Maharashtra, at Mumbai. Quant Investment is currently engaged in the business of transaction in securities.

Interest of our Promoter

Our Promoter has no direct interest in Quant Investment. However, a subsidiary of our Promoter, Quant Capital Private Limited, holds 100% of the equity share capital of Quant Investment.

(xi) **Quant Broking Private Limited ("Quant Broking")**

Quant Broking was incorporated as a company on December 4, 2007 under the Companies Act, 1956 with the Registrar of Companies, Maharashtra, at Mumbai. Quant Broking is engaged in the business of stock broking.

Interest of our Promoter

Our Promoter holds 100% of the equity share capital of Quant Broking. However, a subsidiary of our Promoter, Quant Capital Private Limited, holds 100% of the equity share capital of Quant Broking.

(xii) **Quant Securities Private Limited ("Quant Securities")**

Quant Securities was incorporated as a company on December 4, 2007 under the Companies Act, 1956, with the Registrar of Companies, Maharashtra, at Mumbai. Quant Securities is engaged in the business of stock broking.

Interest of our Promoter

Our Promoter has no direct interest in Quant Securities. However, a subsidiary of our Promoter, Quant Capital Private Limited, holds 100% of the equity share capital of Quant Securities.

(xiii) **Reliance Capital Pension Fund Limited ("Reliance Capital Pension")**

Reliance Capital Pension was incorporated as a company on March 31, 2009 under the Companies Act, 1956 with the Assistant Registrar of Companies, Maharashtra, at Mumbai. Reliance Capital Pension is engaged in the business of carrying on fund management activities and pension schemes, retirement schemes or any other similar schemes.

Interest of our Promoter

Our Promoter directly holds 17% of the equity share capital of Reliance Capital Pension. Further, its subsidiaries, Reliance Corporate Advisory Services Limited and Reliance Exchangenext Limited, hold 17% each of the equity share capital of Reliance Capital Pension.

Loss making Group Companies

Except as disclosed below, none of our Group Companies have incurred losses in the preceding Fiscal Year.

(₹ in million)

Name of Group Company	Details of Profit / (Loss)		
	Fiscal 2017	Fiscal 2016	Fiscal 2015
Reliance Nippon Life Insurance Company Limited	(611.26)	(1,972.78)	1,351.79
Reliance Money Precious Metals Private Limited	(1)	(36)	(42)
Reliance Securities Limited	(2)	(746)	(160)
Quant Broking Private Limited	(118.84)	(116.19)	(53.65)
Reliance Corporate Advisory Services Limited	(34.76)	(0.70)	(1.83)
Quant Investment Services Private Limited	(10.35)	0.33	(5.50)
Quant Securities Private Limited	(8.16)	0.13	(13.01)

Interest of Group Companies in our Company

(a) ***Business interests***

None of our Group Companies have any interest in the promotion or any business interest or other interests in our Company. For further details in relation to the shareholding of our Group Companies in our Company, refer to "*Capital Structure*" on page 83.

(b) ***In the properties acquired or proposed to be acquired by our Company in the past two years preceding the filing of this Draft Red Herring Prospectus with SEBI***

None of our Group Companies are interested in the properties acquired or proposed to be acquired by our Company in the two years preceding the filing of this Draft Red Herring Prospectus with SEBI.

(c) ***In transactions for acquisition of land, construction of building and supply of machinery***

None of our Group Companies are interested in any transactions for the acquisition of land, construction of building or supply of machinery.

Common Pursuits amongst the Group Companies with our Company

Except Reliance Health which is authorised to engage in the business of health insurance, there are no common pursuits between any of our Group Companies and our Company. For details, see "*Our Promoter and Promoter Group*" on page 202.

Related Business Transactions within the Group Companies and significance on the financial performance of our Company

See "*Related Party Transactions* "on page 218.

Sale/Purchase between Group Companies and our Company

None of our Group Companies are involved in any sales or purchase with our Company where such sales or purchases exceed in value in the aggregate 10% of the total sales or purchases of our Company.

Defunct Group Companies

None of our Group Companies are defunct and no application has been made to the Registrar of Companies for striking off the name of any of our Group Companies during the five years preceding the date of filing of this Draft Red Herring Prospectus with SEBI.

Sick Group Companies

None of our Group Companies fall under the definition of sick industrial companies under the erstwhile Sick Industrial Companies (Special Provisions) Act, 1995, nor have they been declared insolvent or bankrupt under the

Insolvency and Bankruptcy Code, 2016. Further, no winding up proceedings or insolvency or bankruptcy proceedings have been initiated against them.

Other confirmations

Except as provided in this section, none of our Group Companies are listed. Further, none of our Group Companies have failed to list on any stock exchange in any recognised stock exchange in India or abroad.

None of our Group Companies have made any public or rights issue (as defined under the SEBI ICDR Regulations) of securities in preceding three years.

None of our Group Companies have been debarred from accessing the capital market for any reasons by SEBI or any other authorities.

None of our Group Companies have been identified as Wilful Defaulters.

RELATED PARTY TRANSACTIONS

For details of the related party disclosures, as per the requirements under Accounting Standard 18 '*Related Party Disclosures*' specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act and as reported in "*Financial Statements – Schedule and notes to accounts to Restated Financial Information - Note 34"* on pages 257.

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association, the Companies Act, and any other applicable regulatory guidelines.

In addition, the payment of dividends would also be subject to our Company's dividend policy, adopted by our Board on September 8, 2017 ("**Dividend Policy**"). As per our Dividend Policy, dividend, if any, will depend on a number of factors, including the income/profits earned during the year, present and future capital requirements of the existing businesses, brands or business acquisitions, expansion or modernisation of existing businesses, additional investments in other businesses, and any other factor deemed fit by our Board.

Our Company has not declared any dividend on the Equity Shares in each of the Fiscal Years 2013, 2014, 2015 and 2016. Details of dividends declared on the Equity Shares for Fiscal Year 2017 are as follows:

Particulars	Three months ended June 30, 2017
Face value per share (in ₹)	10.00
Dividend (in ₹ million)*	62.89
Dividend per share (in ₹)	0.50
Rate of dividend (%)	5.00
Dividend Tax (in ₹ million)	12.80

**Excluding dividend distribution tax.*

The amount paid as dividends in the past is not necessarily indicative of our dividend policy or dividend amounts, if any, in the future. For details in relation to the risk involved, see "*Risk Factors*" on page 15.

SECTION V – FINANCIAL INFORMATION

FINANCIAL STATEMENTS

[*This page has been intentionally left blank*]

Price Waterhouse Chartered Accountants LLP
Chartered Accountants
252, Veer Savarkar Marg
Shivaji Park, Dadar (West)
Mumbai – 400028

Pathak H. D. & Associates
Chartered Accountants
814-815, Tulsiani Chambers
212, Nariman Point
Mumbai – 400021

To
The Board of Directors
Reliance General Insurance Company Limited
H Block, 1st Floor, Dhirubhai Ambani Knowledge City
Navi Mumbai - 400 710

Auditors' Report on Restated Financial Information in connection with the Initial Public Offering of Reliance General Insurance Company Limited.

Dear Sirs,

1. This report is issued in accordance with the terms of agreement dated September 28, 2017 entered between Price Waterhouse Chartered Accountants LLP, Chartered Accountants and Reliance General Insurance Company Limited (hereinafter referred to as the "Company") and agreement dated September 28, 2017 entered between Pathak H. D. & Associates, Chartered Accountants and the Company.

2. The accompanying restated financial information, expressed in Indian Rupees in millions, of the Company, comprising Financial Information in paragraph A below and Other Financial Information in paragraph B below (hereinafter together referred to as "Restated Financial Information"), has been prepared by the Management of the Company in accordance with the requirements of Section 26 of the Companies Act, 2013 (the "Act") read with Rule 4 to Rule 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the "Rules"), Paragraphs 1 & 2 of Part (c) Schedule I of Insurance Regulatory and Development Authority of India (Issuance of Capital by Indian Insurance Companies transacting other than Life Insurance Business) Regulations, 2015 (the "IRDAI Regulations") issued by the Insurance Regulatory and Development Authority of India (the "IRDAI") and item (IX) of Part A of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended to date (the "SEBI Regulations") issued by the Securities and Exchange Board of India (the "SEBI") in connection with the Proposed Initial Public Offering of Equity Shares of the Company (the "Issue") and has been approved by the Board of Directors of the Company and initialed by us for identification purposes only.

Management's Responsibility for the Restated Financial Information

3. The preparation of the Restated Financial Information, which is to be included in the Draft Red Herring Prospectus ("DRHP"), is the responsibility of the Management of the Company and has been approved by the Board of Directors of the Company, at its meeting held on October 6, 2017, for the purpose set out in paragraph 17 below. The Management's responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Restated Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities.

Auditors' Responsibilities

4. Our work has been carried out in accordance with the Standards on Auditing under Section 143(10) of the Act, Guidance Note on Reports in Company Prospectuses (Revised 2016) and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India and pursuant to the requirements of Section 26 of the Act read with applicable provisions within Rule 4 to Rule 6 of the Rules, the IRDAI Regulations and the SEBI Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the Rules, the IRDAI Regulations and the SEBI Regulations in connection with the Issue.

5. Our examination of the Restated Financial Information has not been carried out in accordance with the auditing

standards generally accepted in the United States of America, standards of the Public Company Accounting Oversight Board and accordingly should not be relied upon by any one as if it had been carried out in accordance with those standards or any other standards besides the standards referred to in this report.

A. Financial Information as per Audited Financial Statements:

6. We have examined the following financial statements of the Company contained in the Restated Financial Information of the Company:

    a. the "Restated Statement of Assets and Liabilities" of the Company as at June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013 (enclosed as Annexure I);
    b. the "Restated Statement of Revenue Account – Fire Insurance Business", the "Restated Statement of Revenue Account – Marine Insurance Business" and the "Restated Statement of Revenue Account – Miscellaneous Insurance Business" of the Company for the quarter ended June 30, 2017 and for each of the five financial years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 (enclosed as Annexures II-A, II-B and II-C);
    c. the "Restated Statement of Profit and Loss Account" of the Company for the quarter ended June 30, 2017 and for each of the five financial years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 (enclosed as Annexure III);
    d. the "Restated Statement of Receipts and Payments Account" of the Company for the quarter ended June 30, 2017 and for each of the five financial years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 (enclosed as Annexure IV).

7. The Restated Financial Information, expressed in Indian Rupees in millions, has been prepared by the Company's management from the Audited Financial Statements of the Company as at and for the quarter ended June 30, 2017 and as at and for each of the five financial years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 (all of which were expressed in Indian Rupees in thousands), read with paragraphs 8 and 14 below, on which the respective joint auditors have expressed unmodified audit opinions vide their reports dated September 8, 2017, April 22, 2017, April 29, 2016, May 05, 2015, April 30, 2014 and April 23, 2013 respectively. Audit of the financial statements of the Company for the quarter ended June 30, 2017 was jointly done by us, audit of the financial statements of the Company for the year ended March 31, 2017 was jointly done by Pathak H. D. and Associates, Chartered Accountants along with Haribhakti & Co. LLP, Chartered Accountants and audit of financial statements of the Company for each of the years ended March 31, 2016, March 31, 2015, March 31,2014 and March 31, 2013 was jointly done by Pathak H. D. and Associates, Chartered Accountants and Singhi & Co, Chartered Accountants.

8. We draw your attention regarding the fact that the Restated Financial Information should be read in conjunction with the basis of preparation and significant accounting policies given in Annexure V (as described in paragraph B).
9. We have not audited any financial statements of the Company as at any date or for any period subsequent to June 30, 2017. Accordingly, we do not express any opinion on the financial position, results of operations or cash flows of the Company as at any date or for any period subsequent to June 30, 2017.

B. Other Financial Information:

10. At the Company's request, we have also examined the following Other Financial Information relating to the Company as at June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 and for the quarter ended June 30, 2017 and for each of the financial years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013, proposed to be included in the DRHP, prepared by the Management of the Company and as approved by the Board of Directors of the Company and annexed to this report:

    (a) Basis of Preparation and Significant accounting policies other explanatory information as at and for the quarter ended June 30, 2017 and as at and for each of the five financial years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 (enclosed as Annexure V);

    (b) Statement of Adjustments to Audited Financial Statements as at and for the quarter ended June 30, 2017 and as at and for each of the five financial years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 (enclosed as Annexure VI);

    (c) Restated Statement of Accounting Ratios as at and for the quarter ended June 30, 2017 and as at and for each of the five financial years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 (enclosed as Annexure VII);

(d) Restated Statement of Segment Disclosure as at and for the quarter ended June 30, 2017 and as at and for each of the five financial years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 (enclosed as Annexure VIII);

(e) Restated Statement of Premium for the quarter ended June 30, 2017 and for each of the five financial years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 (enclosed as Annexure IX);

(f) Restated Statement of Claims for the quarter ended June 30, 2017 and for each of the five financial years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 (enclosed as Annexure X);

(g) Restated Statement of Commission Expenses for the quarter ended June 30, 2017 and for each of the five financial years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 (enclosed as Annexure XI);

(h) Restated Statement of Operating expenses related to Insurance Business for the quarter ended June 30, 2017 and for each of the five financial years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 (enclosed as Annexure XII);

(i) Restated Statement of Share Capital as at June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013 (enclosed as Annexure XIII);

(j) Restated Statement of Reserves and Surplus as at June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013 (enclosed as Annexure XIV);

(k) Restated Statement of Borrowings as at June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013 (enclosed as Annexure XV);

(l) Restated Statement of Investments - Shareholders as at June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013 (enclosed as Annexure XVI);

(m) Restated Statement of Investments - Policyholders as at June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013 (enclosed as Annexure XVI-A);

(n) Restated Statement of Loans as at June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013(enclosed as Annexure XVII);

(o) Restated Statement of Fixed Assets as at June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013(enclosed as Annexure XVIII);

(p) Restated Statement of Cash and Bank as at June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013(enclosed as Annexure XIX);

(q) Restated Statement of Advances and other Assets as at June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013 (enclosed as Annexure XX);

(r) Restated Statement of Current Liabilities as at June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013 (enclosed as Annexure XXI);

(s) Restated Statement of Provisions as at June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013 (enclosed as Annexure XXII);

(t) Restated Statement of Miscellaneous Expenditure as at June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013 (enclosed as Annexure XXIII);

(u) Restated Statement of Capitalisation as at June 30, 2017 (enclosed as Annexure XXIV);

(v) Restated Statement of Tax Shelter for the quarter ended June 30, 2017 and for each of the five financial years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 (enclosed as Annexure XXV);

(w) Restated Statement of Dividend for the quarter ended June 30, 2017 and for each of the five financial years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 (enclosed as Annexure XXVI);

(x) Restated Statement of Sundry Debtors as at June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013 (enclosed as Annexure XXVII);

(y) Restated Statement of Aggregate Book Value & Market Value of Quoted Investments as at June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013 (enclosed as Annexure XXVIII);

(z) Restated Statement of Other Income for the quarter ended June 30, 2017 and for each of the five financial years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 (enclosed as Annexure XXIX).

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

Opinion

12. In our opinion:

a. the Restated Financial Information of the Company, as attached to this report and as mentioned in paragraphs A and B above, read with basis of preparation and respective significant accounting policies and notes to restated financial information have been prepared in accordance with the Act, the Rules, the IRDAI Regulations and the SEBI Regulations;
b. adjustments have been made with retrospective effect in respect of changes in the accounting policies of the Company (as disclosed in Annexure VI to this report) to reflect the same accounting treatment as per the accounting policies as at and for the quarter ended June 30, 2017, for all the reporting periods;
c. the material adjustments relating to previous years have been adjusted in the year to which they relate;
d. there are no qualifications in the Auditors' Report which require any adjustments; and
e. there are no extra-ordinary items which need to be disclosed separately.

13. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us or other auditors on the financial statements of the Company.

Other Matters

14. The Auditors' Report on the financial statements of the Company as at and for the quarter ended June 30, 2017 and for each of the five years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 includes an 'Other Matters' paragraph that the actuarial valuation of liabilities with respect to Claims Incurred But Not Reported (IBNR) and Claims Incurred But Not Enough Reported (IBNER) is the responsibility of the Company's Appointed Actuary (the "Appointed Actuary"). The actuarial valuation of these liabilities for the quarter ended June 30, 2017, and for the year ended March 31, 2017 has been duly certified by the Appointed Actuary and the Mentor to the Appointed Actuary and for the years ended March 31, 2015, March 31, 2014 and March 31, 2013 have been duly certified by the Appointed Actuary. In respect of the year ended March 31, 2016, the Company's Appointed Actuary had resigned from the Company on August 28, 2015 and the Company had provided for these liabilities based on the certificate from an External Consulting Actuary in the absence of an Appointed Actuary and the same was reflected as an emphasis of matter paragraph in the Auditors' Report for the said year. Subsequently in the year ended March 31, 2017, the Company did appoint an Appointed Actuary and the Mentor to the Appointed Actuary, as approved by IRDAI. The Appointed Actuary and the Mentor to the Appointed Actuary/Appointed Actuary/External Consulting Actuary (as applicable for respective period/years) have also certified in their opinion, the assumptions for such valuation are in accordance with the guidelines and norms, if any, issued by the IRDAI ("Authority") and the Actuarial Society of India in concurrence with the Authority at that point in time. We have relied on the Appointed Actuary and the Mentor to the Appointed Actuary/Appointed Actuary/External Consulting Actuary (as applicable for respective period/years) certificate given at that point of time for the respective period/years for forming opinion on the Restated Financial Information of the Company.

15. The restated financial information of the Company has been examined and reported upon jointly by Haribhakti & Co LLP, Chartered Accountants and Pathak H. D. and Associates, Chartered Accountants for the year ended March 31, 2017 and Pathak H. D. and Associates, Chartered Accountants and Singhi & Co, Chartered Accountants for the years ended March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013, whose reports have been furnished to us by the Management of the Company and our opinion on the Restated Financial Information to the extent they have been derived from such financial information is based solely on the reports issued by those respective auditors.

16. Our opinion on Restated Financial Information is not qualified in respect of the matters stated in paragraphs 14 and 15 above.

Restriction on Use

17. This report is addressed to and is provided to enable the Board of Directors of the Company to include this report in the DRHP, prepared in connection with the Issue, to be filed by the Company with the SEBI, IRDAI and the concerned stock exchanges.

For Price Waterhouse Chartered Accountants LLP
Chartered Accountants
Firm Registration Number: 012754N/N500016

Sharmila A. Karve
Partner
Membership Number - 043229

Place: Chicago, USA
Date : October 6, 2017

For Pathak H. D. & Associates
Chartered Accountants
Firm Registration Number: 107783W

Mukesh Mehta
Partner
Membership Number - 043495

Place: Mumbai
Date: October 6, 2017

Annexure - I: Restated Statement of Assets and Liabilities

(₹ in millions)

Sl No.	Particulars	Annexure	As at					
			June 30, 2017	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
	SOURCES OF FUNDS							
A	Share Capital	XIII	1,257.75	1,257.75	1,227.75	1,227.75	1,227.75	1,227.75
	Reserves and Surplus	XIV	11,585.88	11,219.06	9,061.78	16,242.88	16,242.88	16,242.88
	Share Application Money Pending Allotment		-	-	900.00	900.00	-	-
	Fair Value Change Account- Shareholder		20.28	15.00	(19.81)	2.33	1.17	(9.61)
	Fair Value Change Account- Policyholder		90.96	77.31	(119.73)	12.35	5.80	(43.39)
	Borrowings	XV	2,300.00	2,300.00	-	-	-	-
	Total		**15,254.87**	**14,869.12**	**11,049.99**	**18,385.31**	**17,477.60**	**17,417.63**
B	**APPLICATION OF FUNDS**							
	Investments	XVI & XVIA	68,878.53	67,242.66	53,813.73	50,483.26	38,427.16	32,524.96
C	Loans	XVII	-	-	-	-	46.32	299.42
	Fixed Assets	XVIII	335.75	321.74	339.18	349.27	263.79	249.37
	Deferred Tax Assets		372.74	372.74	364.18	373.53	498.64	617.15
	Current Assets							
	Cash and Bank Balances	XIX	1,576.72	1,738.57	1,013.02	785.88	644.13	545.78
	Advances and Other Assets	XX	7,776.96	7,074.36	7,418.37	4,684.17	9,153.68	9,152.57
	Sub-Total (A)		9,353.68	8,812.93	8,431.39	5,470.05	9,797.81	9,698.35
	Current Liabilities	XXI	50,003.00	51,184.39	42,648.57	37,428.20	31,616.59	28,089.52
	Provisions	XXII	13,682.83	10,696.56	9,249.92	9,052.23	9,186.03	8,033.82
	Sub-Total (B)		63,685.83	61,880.95	51,898.49	46,480.43	40,802.62	36,123.34
	Net Current Assets (C = A - B)		**(54,332.15)**	**(53,068.02)**	**(43,467.10)**	**(41,010.38)**	**(31,004.81)**	**(26,424.99)**
	Miscellaneous Expenditure	XXIII	-	-	-	-	-	-
	(to the extent not written off or adjusted)							
	Debit Balance in Profit & Loss Account		-	-	-	8,189.63	9,246.50	10,151.72
	TOTAL		**15,254.87**	**14,869.12**	**11,049.99**	**18,385.31**	**17,477.60**	**17,417.63**

The above statement should be read with the Significant Accounting Policies and Notes to the Restated Financial Information appearing in Annexure V and other schedules and disclosures appearing in Annexure VI-XXIX.

Annexure II A: Restated Statement of Revenue Accounts – Fire Insurance Business

(₹ in millions)

Particulars	**Annexure**	**For the quarter ended June 30, 2017**	**For the year ended March 31, 2017**	**For the year ended March 31, 2016**	**For the year ended March 31, 2015**	**For the year ended March 31, 2014**	**For the year ended March 31, 2013**
Premium Earned (Net)	IX	165.54	632.68	560.43	486.80	450.77	344.09
Profit/(loss) on sale/redemption of investments (net)		4.89	31.86	17.56	16.06	3.46	3.80
Interest, Dividend & Rent – Gross		35.15	110.37	84.57	73.06	58.78	49.92
Others:							
Exchange Gain / (loss)		-	(0.13)	0.35	(0.02)	-	-
Miscellaneous Income		-	-	-	-	-	-
TOTAL (A)		**205.58**	**774.78**	**662.91**	**575.90**	**513.01**	**397.81**
Claims Incurred (Net)	X	170.23	677.04	362.68	364.98	365.49	207.20
Commission (Net)	XI	(28.51)	(256.04)	(171.43)	(120.35)	(133.62)	(62.38)
Operating Expenses related to Insurance Business	XII	98.26	310.20	313.27	237.97	177.77	169.85
Reserve for Premium Deficiency		-	-	-	-	-	-
TOTAL (B)		**239.98**	**731.20**	**504.52**	**482.60**	**409.64**	**314.67**
Operating Profit/(Loss) C= (A) - (B)		**(34.40)**	**43.58**	**158.39**	**93.30**	**103.37**	**83.14**
Appropriations							
Transfer to Shareholders' Accounts		(34.40)	43.58	158.39	93.30	103.37	83.14
Transfer to Catastrophe Reserve		-	-	-	-	-	-
Transfer to Other Reserves		-	-	-	-	-	-
TOTAL (C)		**(34.40)**	**43.58**	**158.39**	**93.30**	**103.37**	**83.14**

The above Statement should be read with the Significant Accounting Policies and Notes to the Restated Financial Information appearing in Annexure V and other schedules and disclosures appearing in Annexure VI-XXIX.

Annexure II B: Restated Statement of Revenue Accounts – Marine Insurance Business

(₹ in millions)

Particulars	**Annexure**	**For the quarter ended June 30, 2017**	**For the year ended March 31, 2017**	**For the year ended March 31, 2016**	**For the year ended March 31, 2015**	**For the year ended March 31, 2014**	**For the year ended March 31, 2013**
Premium Earned (Net)	IX	13.77	178.27	267.89	219.08	193.11	85.27
Profit/(loss) on sale/redemption of investments (net)		0.76	8.15	6.79	5.96	1.19	1.10
Interest, Dividend & Rent – Gross		5.45	28.25	32.72	27.13	20.13	14.38
Others:							
Exchange Gain / (loss)		(0.03)	0.27	0.06	0.06	-	-
Miscellaneous Income		-	-	-	-	-	-
TOTAL (A)		**19.95**	**214.94**	**307.46**	**252.23**	**214.43**	**100.75**
Claims Incurred (Net)	X	23.87	184.03	314.25	186.06	179.78	110.21
Commission (Net)	XI	(37.97)	(33.37)	31.78	15.13	24.57	13.63
Operating Expenses related to Insurance Business	XII	10.75	18.27	130.07	92.23	78.23	45.65
Reserve for Premium Deficiency		-	-	-	-	-	-
TOTAL (B)		**(3.35)**	**168.93**	**476.10**	**293.42**	**282.58**	**169.49**
Operating Profit/(Loss) C= (A) - (B)		23.30	46.01	(168.64)	(41.19)	(68.15)	(68.74)
Appropriations							
Transfer to Shareholders' Accounts		23.30	46.01	(168.64)	(41.19)	(68.15)	(68.74)
Transfer to Catastrophe Reserve		-	-	-	-	-	-
Transfer to Other Reserves		-	-	-	-	-	-
TOTAL (C)		**23.30**	**46.01**	**(168.64)**	**(41.19)**	**(68.15)**	**(68.74)**

The above Statement should be read with the Significant Accounting Policies and Notes to the Restated Financial Information appearing in Annexure V and other schedules and disclosures appearing in Annexure VI-XXIX.

Annexure II C: Restated Statement of Revenue Accounts – Miscellaneous Insurance Business

(₹ in millions)

Particulars	**Annexure**	**For the quarter ended June 30, 2017**	**For the year ended March 31, 2017**	**For the year ended March 31, 2016**	**For the year ended March 31, 2015**	**For the year ended March 31, 2014**	**For the year ended March 31, 2013**
Premium Earned (Net)	IX	6,387.92	20,079.61	19,166.20	18,714.32	16,826.59	13,053.80
Profit/(loss) on sale/redemption of investments (net)		143.73	1,104.86	747.95	744.34	172.77	178.15
Interest, Dividend & Rent – Gross		1,032.97	3,827.51	3,601.90	3,385.57	2,932.84	2,338.32
Others:							
Exchange Gain / (loss)		1.04	(0.91)	(1.02)	7.58	(13.11)	(5.88)
Miscellaneous Income		0.45	6.29	14.29	6.89	4.39	4.10
TOTAL (A)		**7,566.11**	**25,017.36**	**23,529.32**	**22,858.70**	**19,923.48**	**15,568.49**
Claims Incurred (Net)	X	5,012.19	18,406.12	17,198.21	17,492.00	14,698.19	11,751.64
Commission (Net)	XI	(24.58)	(1,401.43)	(110.72)	(101.98)	505.42	497.77
Operating Expenses related to Insurance Business	XII	2,316.17	7,612.57	6,099.88	5,052.22	4,341.45	3,694.66
Reserve for Premium Deficiency		-	-	-	-	-	-
TOTAL (B)		**7,303.78**	**24,617.26**	**23,187.37**	**22,442.24**	**19,545.06**	**15,944.07**
Operating Profit/(Loss) C= (A) - (B)		**262.33**	**400.10**	**341.95**	**416.46**	**378.42**	**(375.58)**
Appropriations							
Transfer to Shareholders' Accounts		262.33	400.10	341.95	416.46	378.42	(375.58)
Transfer to Catastrophe Reserve		-	-	-	-	-	-
Transfer to Other Reserves		-	-	-	-	-	-
TOTAL (C)		**262.33**	**400.10**	**341.95**	**416.46**	**378.42**	**(375.58)**

The above Statement should be read with the Significant Accounting Policies and Notes to the Restated Financial Information appearing in Annexure V and other schedules and disclosures appearing in Annexure VI-XXIX.

Annexure III: Restated Statement of Profit & Loss Account

(₹ in millions)

Particulars	**Annexure**	**For the quarter ended June 30, 2017**	**For the year ended March 31, 2017**	**For the year ended March 31, 2016**	**For the year ended March 31, 2015**	**For the year ended March 31, 2014**	**For the year ended March 31, 2013**
Operating Profit / (Loss)							
a. Fire Insurance	II A	(34.40)	43.58	158.39	93.30	103.37	83.14
b. Marine Insurance	II B	23.30	46.01	(168.64)	(41.19)	(68.15)	(68.74)
c. Miscellaneous Insurance	II C	262.33	400.10	341.95	416.46	378.42	(375.58)
Income from Investments							
a. Interest, Dividends & Rent - Gross		239.30	770.17	615.59	653.51	598.12	532.50
b. Profit on sale / redemption of investments		42.25	239.86	128.73	145.18	58.84	74.65
c. (Loss on sale / redemption of investments)		(8.95)	(17.54)	(0.90)	(1.50)	(23.60)	(34.08)
Other Income							
a. Profit/(Loss) on sale/discard of assets		(0.17)	(0.07)	0.99	(1.07)	(3.13)	(10.03)
b. Miscellaneous Income		1.67	5.21	5.65	8.74	17.94	38.84
c. Excess Provision Written Back		2.57	4.48	-	36.67	44.51	(1.21)
TOTAL (A)		**527.90**	**1,491.80**	**1,081.76**	**1,310.10**	**1,106.32**	**239.49**
Provisions (Other than taxation)							
a. For diminution in the value of investments (net)		-	-	-	-	-	-
b. For doubtful debts		22.58	16.41	19.11	76.15	34.09	305.11
c. Bad debt w/off		-	2.36	38.98	0.30	1.54	10.83
Less:- Provision held		-	-	(38.69)	-	-	-
Other Expenses							
a. Expenses other than those related to Insurance Business		10.62	46.60	36.58	30.00	24.81	8.13
b. Interest on refunds		-	-	3.38	21.67	21.66	21.73
c. Interest on Non Convertible Debenture		52.19	131.43	-	-	-	-
d. Corporate Social Responsibility Expense		-	16.27	3.51	-	-	-
e. Penalty		-	-	1.00	-	0.50	-
f. Exchange Gain / (loss)		-	-	-	-	-	-
TOTAL (B)		**85.39**	**213.07**	**63.87**	**128.12**	**82.60**	**345.80**
Profit / (Loss) Before Tax C= (A)-(B)		442.51	1,278.73	1,017.89	1,181.98	1,023.72	(106.31)
Provision for Taxation							
Current Tax		91.70	262.19	207.17	81.42	-	-
Short Provision for earlier year		-	-	-	-	-	-
Deferred Tax		-	(8.55)	9.36	125.11	118.50	266.49
MAT Credit		(91.70)	(262.19)	(207.17)	(81.42)	-	-
Net Profit /(Loss) After Tax		442.51	1,287.28	1,008.53	1,056.87	905.22	(372.80)
Appropriations:							
(a) Interim dividends paid during the year		-	-	-	-	-	-
(b) Final dividend		62.89	-	-	-	-	-
(c) Dividend Distribution Tax		12.80	-	-	-	-	-
(d) Debenture Redemption Reserve		15.97	63.89	-	-	-	-
Profit / (Loss) After appropriations		350.85	1,223.39	1,008.53	1,056.87	905.22	(372.80)
Balance of Profit / Loss brought forward from last year		2,230.37	1,006.98	(8,189.63)	(9,246.50)	(10,151.72)	(9,778.92)
Less: - Adjusted as per capital reduction scheme		-	-	(8,188.08)	-	-	-

Balance carried forward to Balance Sheet		**2,581.22**	**2,230.37**	**1,006.98**	**(8,189.63)**	**(9,246.50)**	**(10,151.72)**
Basic Earnings Per Share	**VII**	1.76	5.12	4.11	4.30	3.69	(1.53)
Diluted Earnings Per Share	**VII**	1.76	5.12	4.03	4.23	3.69	(1.53)

The above Statement should be read with the Significant Accounting Policies and Notes to the Restated Financial Information appearing in Annexure V and other schedules and disclosures appearing in Annexure VI-XXIX.

Annexure IV: Restated Statement of Receipts and Payments Account

(₹ in millions)

Particulars	For the quarter ended June 30, 2017	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013
Cash flows from operating activities :						
Direct Premiums received	12,014.96	39,383.52	27,716.61	26,868.11	23,624.09	20,082.51
Payment to re-insurers, net of commissions and claims	(9.31)	(3,776.01)	(14.57)	3,541.60	(218.54)	(2,271.15)
Payment to co-insurers, net of claims recovery	(289.17)	(196.86)	(81.41)	481.20	(274.18)	(85.56)
Direct Claims Paid	(7,998.97)	(22,253.73)	(20,408.91)	(17,306.51)	(15,086.79)	(11,318.95)
Direct Commission / Brokerage Payments	(430.68)	(1,139.57)	(1,156.39)	(1,065.41)	(1,180.74)	(1,096.72)
Payment of other operating expenses	(2,221.74)	(7,707.22)	(6,101.77)	(5,542.73)	(4,357.69)	(3,364.05)
Preliminary and pre-operating expenses	-.	-	-	-	-	-
Deposits, Advances, and Staff loans	(2,699.24)	2,438.96	(172.49)	(162.19)	613.35	(119.28)
Service Tax (Net)	96.13	(121.15)	68.73	56.44	(94.73)	24.80
Income tax paid (Net)	(35.09)	(241.12)	(196.42)	(105.04)	(1.70)	7.32
Wealth tax paid	-	-	-	-	-	-
Misc Receipts/payments	1.47	5.53	13.70	14.50	(8.73)	(2.12)
Cash flow before extraordinary items	**(1,571.64)**	**6,392.35**	**(332.92)**	**6,779.97**	**3,014.34**	**1,856.80**
Cash flow from extraordinary operations	-	-	-	-	-	-
Cash flow from operating activities (A)	**(1,571.64)**	**6,392.35**	**(332.92)**	**6,779.97**	**3,014.34**	**1,856.80**
Cash flows from investing activities :						
Purchase of investments	(24,040.94)	(111,891.71)	(65,911.23)	(46,918.21)	(28,035.13)	(41,295.28)
Sale of Investments (Including gain/ Loss)	24,460.68	98,028.33	59,709.62	39,452.91	21,544.16	32,924.07
Purchase of fixed Assets	(58.44)	(169.61)	(175.45)	(237.27)	(138.49)	(98.78)
Proceeds from sale of fixed assets	0.48	23.67	12.13	10.48	6.28	2.58
Rent/ Interest/ Dividends received	1,410.14	4,321.42	4,441.53	3,655.87	2,845.64	2,134.10
Investment in money market instruments and in liquid mutual funds (Net)	(464.71)	2,201.85	2,059.43	(3,590.00)	838.28	2,945.13
Repayment received on Loan Given	-	-	-	46.50	254.13	-
Expenses related to investments	(7.42)	(15.75)	(13.18)	(11.26)	(9.32)	(7.13)
Net Cash flow from investing activities (B)	**1,299.79**	**(7,501.80)**	**122.85**	**(7,590.98)**	**(2,694.45)**	**(3,395.31)**
Cash flows from financing activities :						
Proceeds from Issuance of Share Capital	-	-	-	-	-	1,550.00
Share Application Money Received	-	-	-	900.00	-	-
Proceeds from borrowings	-	2,300.00	-	-	-	-
Repayment of borrowings	-	-	-	-	-	-
Borrowings issue expenses	-	(29.29)	-	-	-	-
Interest/ Dividend Paid	-	(0.70)	-	-	-	-
Cash flow from financing activities (C)	**-**	**2,270.01**	**-**	**900.00**	**-**	**1,550.00**
Net increase in cash & cash equivalents (A+B+C)	**(271.85)**	**1,160.56**	**(210.07)**	**88.99**	**319.89**	**11.49**
Cash and cash equivalents at the beginning of the period	1,413.87	253.31	463.38	374.39	54.50	43.01
Cash and cash equivalents at the end of the period including Bank Overdraft	**1,142.02**	**1,413.87**	**253.31**	**463.38**	**374.39**	**54.50**
Cash and cash Equivalent at the end of the period:						
Cash & Bank balance as per annexure XIX	1,576.72	1,738.57	1,013.02	785.88	644.13	545.78
Less: Temporary book over draft as per annexure XXI	434.70	324.70	759.71	322.50	269.74	491.28
Cash and Cash Equivalent at the end including Bank Overdraft	**1,142.02**	**1,413.87**	**253.31**	**463.38**	**374.39**	**54.50**

The above Statement should be read with the Significant Accounting Policies and Notes to the Restated Financial Information appearing in Annexure V and other schedules and disclosures appearing in Annexure VI-XXIX.

Annexure V: Summary of Significant Accounting Policies and Notes to Accounts

Significant accounting policies forming part of the restated financial information

1. Background

Reliance General Insurance Company Limited (hereinafter referred to as "the Company") was incorporated on August 17, 2000. The Company is a subsidiary of Reliance Capital Limited. The Company obtained regulatory approval to undertake General Insurance business on October 23, 2000 from the Insurance Regulatory and Development Authority of India ("IRDAI").

The Company's certificate of renewal of registration dated February 25, 2014 was valid till March 31, 2015. Pursuant to section 3 read with section 3A of the Insurance Act, 1938 as amended by the Insurance Laws (Amendments) Act, 2015, the process of annual renewal of the certificate of registration issued to insurers under section 3 of the Insurance Act, 1938, was removed. Consequently, the said certificate continues to be in force from April 1, 2015.

2. Basis of Preparation of Financial Statements

The Restated Statement of Assets and Liabilities of the Reliance General Insurance Company Limited ('the Company') as at June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 and the Restated Statement of Revenue Account (Policyholders' Account), Restated Statement of Profit and Loss Account (Shareholders' Account) and the Restated Receipts and Payments Account for the three months period ended June 30, 2017 and for the years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 (together referred as 'Restated Financial Information') and Other Financial Information have been extracted by the Management from the Audited Financial Statements of the Company for the respective years ("Audited Financial Statements").

The Audited Financial Statements of the Company as of and for the quarter ended June 30, 2017 and as of and for the years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 were prepared under the historical cost convention, on an accrual basis of accounting in accordance with the accounting principles and in the manner prescribed by the Insurance Regulatory and Development Authority (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations, 2002 ("the Financial Statements Regulations")and orders/directions, guidelines and circulars issued by IRDAI in this behalf and the Regulations framed there under read with relevant provisions under Insurance Act, 1938, as amended from time to time, including amendment brought by Insurance Laws (Amendment) Act, 2015 (applicable from the financial year ended March 31, 2016 onwards),the Insurance Regulatory and Development Authority Act, 1999, the Master Circular on Preparation of Financial Statements: General Insurance Business Ref No. IRDA/F&I/Cir/F&A/231/10/2012 dated October 05, 2012 ("the Master Circular") and other circulars issued by the IRDAI from time to time, the Companies Act, 1956, as amended from time to time, to the extent applicable and the Companies Act, 2013 (applicable from the financial year ended March 31, 2015 onwards). Pursuant to Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 (applicable from the financial year ended March 31, 2015 onwards), till the accounting standards or any addendum thereto are prescribed by the Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing accounting standards notified under Companies Act, 1956, shall continue to apply. Consequently, these Audited Financial Statements have been prepared also to comply in all material aspects with the accounting standards notified under Section 211 (3C), of the Companies Act, 1956 i.e. Companies (Accounting Standards) Rules, 2006, as amended and to the extent applicable and conform to the statutory provisions in regard to general insurance operations in India. The special purpose audited financial statements as of and for the quarter ended June 30, 2017 have been also prepared to comply in all material respect with the generally applicable accounting principles in India under the historical cost convention on accrual basis and comply in all material aspects with the accounting standards issued by The Institute of Chartered Accountants of India, in particular Accounting Standard 25 - Interim Financial Reporting, to the extent considered relevant by it for the purpose for which the audited financial statements have been prepared, which were not the statutory financial statements of the Company. Accounting policies have been consistently applied to the extent applicable and in the manner so required.

The Restated Financial Information and Other Financial Information have been prepared by the management in connection with the proposed listing of equity shares of the Company with National Stock Exchange of India Limited and Bombay Stock Exchange Limited and (together 'the stock exchanges'), in accordance with the requirements of:

a) Section 26 read with applicable provisions within Rules 4 to 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 to the Companies Act, 2013;

b) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by the Securities and Exchange Board of India ("SEBI") on August 26, 2009, as amended from time to time (together referred to as the "SEBI Regulations");

c) Para 1& 2 of Part (c) Schedule I of Insurance Regulatory and Development Authority of India (Issuance of Capital by Indian Insurance Companies transacting other than Life Insurance Business) Regulations, 2015 (referred to as the "IRDAI Regulations") issued by the Insurance Regulatory and Development Authority of India (the "IRDAI");

d) Guidance note on reports in Company Prospectuses (Revised 2016) ("Guidance Note")

These Restated Financial Information and Other Financial Information have been extracted by the Management from the Audited Financial Statements and:

- there were no audit qualifications on these financial statements,
- the changes in accounting policies during the years of these financial statements have been appropriately reflected,
- the material adjustments relating to previous years/period have been adjusted in the year/period to which they relate
- the resultant tax impact on above adjustments has been appropriately adjusted in deferred tax in the respective years, and
- adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the Audited Standalone Financial Statements of the Company as at and for the quarter ended June 30, 2017 and the requirements of the SEBI Regulations.

These Restated Financial Information and Other Financial Information is approved by the Board of Directors of the Company on October 6, 2017.

3. Use of Estimates

The preparation of the financial statements in conformity with generally accepted accounting principles require management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities on the date of the financial statements. Actual results may differ from those estimates and assumptions. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as on the date of the financial statements. Any revision to accounting estimates is recognized prospectively in current and future periods.

4. Revenue Recognition

a. Premium income

Premium (net of service tax) is recognized as income over the contract period or the period of risk whichever is appropriate. Any subsequent revisions to or cancellations of premium are recognized in the year in which they occur. In respect of Government Schemes being implemented by the Company for crop and weather insurance, premium is recognized (including share of Central Government and respective State Government) upon remittance of Farmer's share received from the Nodal Banks out of such premium collected by them subject to acceptance of proposal/declaration by the Company.

b. Income from reinsurance ceded

i. Commission income on reinsurance ceded is recognized as income in the period in which reinsurance premium is ceded.

ii. Profit commission under reinsurance treaties, wherever applicable, is recognized on accrual basis. Any subsequent revisions of profit commission are recognized in the year in which final determination of the profits are intimated by reinsurers.

c. Income earned on investments

i. **Interest/dividend Income:** Interest income is recognized on accrual basis. Dividend is recognized when right to receive dividend is established.

ii. **Premium/discount on purchase of investments:** Accretion of discount and amortization of premium relating to debt securities is recognized over the holding / maturity period on constant yield to maturity method.

iii. **Profit/loss on sale of securities:** Realized profit or loss on sale/redemption of securities is recognized on trade date basis. In determining the realized profit and loss, the cost of securities is arrived at on weighted average cost basis. Further, in case of listed equity shares and mutual funds the profit and loss also includes accumulated changes in the fair value previously recognized in the fair value change account and includes effects on accumulated fair value changes, previously recognized, for specific investments sold/redeemed during the year.

5. Premium Received in Advance

Premium received in advance represents premium received in respect of policies issued during the year, where the risk commences subsequent to the balance sheet date.

6. Reinsurance Premium

i. Insurance premium ceded is accounted in the year in which the risk commences and recognized over the Contract period. Any subsequent revision to refunds & cancellation of policies are recognized in the year in which they occur.
ii. Reinsurance inward is accounted to the extent of the returns received from the reinsurer.

7. Reserve for Unexpired Risk

Reserve for unexpired risk is made on the amount representing that part of the net premium written which is attributable to, and to be allocated to the succeeding accounting period using 1/365 method for all lines of business other than Marine Hull. In case of Marine Hull business 100% of the Net Written Premium during the preceding twelve month is recognized as reserve for Unexpired Risk.

8. Claims Incurred

Claims incurred comprises of claims paid (net of salvage and other recoveries), change in estimated liability for outstanding claims made following a loss occurrence reported and change in estimated liability for claims Incurred But Not Reported ('IBNR') and claims Incurred But Not Enough Reported ('IBNER'). Further, claims incurred also include specific claim settlement costs such as survey / legal fees and other directly attributable costs.

Salvage is recognized on realization basis.

Claims (net of amounts receivable from reinsurers/coinsurers) are recognized on the date of intimation using statistical method of estimates certified by Appointed Actuary. These estimates are progressively revalidated on availability of further information.

IBNR represents that amount of claims that may have been incurred during the accounting period but have not been reported or claimed. The IBNR provision also includes provision, if any, required for claims IBNER. Estimated liability for claims Incurred But Not Reported ('IBNR') and claims Incurred But Not Enough Reported ('IBNER') is certified jointly by the Appointed Actuary and the Mentor to the Appointed Actuary of the Company for the quarter ended June 30, 2017, year ended March 31, 2017.

For the Financial Year 2015-16, Provision for IBNR/IBNER has been made based on the report from an external consulting Actuary. The Estimated liability for claims Incurred But Not Reported ('IBNR') and claims Incurred but Not Enough Reported ('IBNER') is certified by the Appointed Actuary for financial year ended March 31, 2015, March 31, 2014 and March 31, 2013.

9. Acquisition Cost

Acquisition costs are costs that vary with and are primarily related to acquisition of insurance contracts and are expensed in the period in which they are incurred.

10. Loans

Loans are stated at historical cost, subject to provision as per master circular IRDA/F&I/CIR/F&A/231/10/2012 dated October 5, 2012 and impairment, if any.

11. Borrowing Cost

Borrowing cost, which is directly attributable to a borrowing are expensed over the tenure of the borrowing. Interest costs on borrowings are accrued based on coupon rate and will be paid on annually on interest payment date.

12. Premium Deficiency Reserve

Premium deficiency reserve is recognized if the cost of expected net claim cost, related expenses and maintenance cost exceeds the sum of related premium carried forward to subsequent accounting period as the reserve for unexpired risk.

Premium deficiency reserve is recognized at the Company level. The Company considers maintenance cost as relevant cost incurred for ensuring claim handling operations. The expected claim cost is calculated and duly certified jointly by the Appointed Actuary and the Mentor to the Appointed Actuary of the Company as at March 31, 2017 and June 30, 2017.

In the FY 2015-2016, the company has made the provision based on the report from an external consulting actuary.

13. Investments

i. Investments maturing within twelve months from the Balance Sheet date are classified as short term investments. Investments other than short term investments are classified as long term investments
ii. Investments are carried at cost on weighted average basis. Cost includes brokerage, securities transactions tax, stamp duty and other charges incidental to transactions.
iii. Investment in debt securities is shown in the Balance sheet at historical cost subject to amortisation/accretion of the premium/discount over the maturity period based on constant yield to maturity method.
iv. Investment in equity shares as at the Balance Sheet date is stated at fair value and fair value is the last quoted closing price on the National Stock Exchange. However, in case of any stock not being listed in National Stock Exchange, then the last quoted closing price in Bombay Stock Exchange is taken as fair value. Unrealized gains/losses are credited /debited to fair value change account.
v. Investment in Mutual Funds units is stated at latest available Net Asset Value (NAV) at the time of valuation at Balance Sheet date. Unrealized gains/losses are credited/ debited to fair value change account.
vi. In accordance with the regulations, unrealized gain/loss arising due to changes in fair value of listed equity shares is taken to the fair value change account. This balance in the fair value change account is not available for distribution, pending crystallizations.

14. Impairment of Investments

The Company assesses at each Balance Sheet date whether there is any indication that any investment in equity or units of mutual funds is impaired. If any such indication exists, the carrying value of such investment is reduced to its recoverable amount and the impairment loss is recognized in the revenue(s)/profit and loss account. If at the Balance Sheet date there is any indication that a previously assessed impairment loss no longer exists, then such loss is reversed and investment is restated to that extent.

15. Fixed Assets & Depreciation/Amortization

i. Fixed assets are stated at cost less accumulated depreciation/amortization.
ii. Depreciation on Fixed Assets is provided on useful life basis at the rates and the manner provided in Schedule II of the Companies Act, 2013 except for point v and vi mentioned below.
iii. Lease Hold Improvements, is amortized over the primary period of lease.
iv. Capital work-in-progress includes assets not ready for intended use and is carried at cost, comprising direct cost and related incidental expenses.
v. Assets purchased for value not exceeding ₹5000/- is fully depreciated in the year of purchase.
vi. Useful life of Tangible and Intangible assets are follows:

Tangible Assets:

S.No	Description	Useful Life
1	Furniture & Fixtures	10 Years
2	Information Technology Equipment*	2-3 Years
3	Information Technology Equipment (Server)	6 Years
4	Vehicles	8 Years
5	Office Equipment (Camera and Mobile)*	2 Years
6	Office Equipment (Others)	5 Years
7	Plant & Machinery	5 Years

*Based on technical advice

Intangible Assets:

S.No	Description	Useful Life
1	Intangible Asset (Computer Software)*	4 Years

*Based on technical advice

16. Impairment of Assets

The Company assesses at each Balance Sheet Date whether there is any indication that any asset may be impaired. If any such indication exists, the carrying value of such assets is reduced to its recoverable amount and the impairment loss is recognized in the profit and loss account and reportable revenue segments. If at the Balance Sheet date there is any indication that a previously assessed impairment loss no longer exists, then such loss is reversed and the asset is restated to that extent.

17. Operating Lease

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased asset are classified as operating leases. Operating lease payments of assets/premises taken on operating lease are recognized as an expense in the revenue(s) or profit and loss account over the lease term on straight-line basis.

18. Employee Benefits

I. Short Term Employee Benefits

All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, bonus and other short term benefits are recognized in the period in which the employee renders the services. All short term employee benefits are accounted on undiscounted basis.

II. Long Term Employee Benefits

The Company has both defined contribution and defined benefit plans. The plans are financed by the Company and in the case of some defined contribution plans, by the Company along with its employees.

A. Defined Contribution Plan
The company's superannuation scheme and provident fund scheme are defined under contribution plans. The contributions paid/payable under the scheme are recognized in the Profit and Loss account and revenue account as applicable.

B. Defined Benefit Plan
The employee's gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plan is determined at each balance sheet date based on actuarial valuation carried out by an independent actuary using projected unit credit method. Actuarial gains and losses are recognized in the Profit and Loss account and revenue account as applicable. To the extent the benefit are already vested, past service cost is recognized.

III. Other Long Term Employee Benefits

Provision for other long term benefits includes accumulated compensated absences that are entitled to be carried forward for future encashment or availment, at the option of the employer subject to the rules framed by the Company which are expected to be availed or encashed beyond twelve months from the Balance Sheet date. The Company's liability towards these other long term benefits are accrued and provided for on the basis of an actuarial valuation using projected unit credit method made at the end of the financial year.

IV. Phantom Stock Option Scheme

Phantom Stock Option Scheme, 2015 ('the Scheme') are cash settled rights where the Employees are entitled to get cash compensation based on a formula linked to the Fair Market Value of Shares upon exercise of the Phantom Stock Options. The Company's liability towards the scheme is accounted for on the basis of an independent actuarial valuation done at the year end using projected unit credit method and any actuarial gains/losses are charged to the revenue account or the profit and loss account, as applicable over the vesting period on straight line method.

V. Employee Stock Option Plan

The company follows the intrinsic method for computing the compensation cost, for options granted under the Plan. The difference, if any, between the intrinsic value and the exercise price, being the compensation cost is amortized over the vesting period of the options.

19. Foreign Currency Transaction

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing at the time of transaction. Monetary items denominated in foreign currencies at the year end are reinstated at the year end rates. Non-monetary foreign currency items are carried at cost. Any gain or loss on account of exchange difference either on settlement or on translation is recognized in the Profit and Loss account and Revenue Accounts as applicable.

20. Forward Contract Transaction

In case of forward exchange contracts entered into, to hedge the foreign currency exposure in respect of monetary items, the difference between the exchange rate on the date of such contracts and the period end rate is recognized in the profit and loss account and reportable revenue segments. Any profit / loss arising on cancellation of forward exchange contract are recognized as income or expense of the year.

21. Taxation

The Company provides for Income Tax in accordance with the provisions of Income Tax Act 1961. Provision for Income Tax is made on the basis of estimated taxable income for the year at current rates. Tax expenses comprises of both Current Tax and Deferred Tax at the applicable enacted or substantively enacted rates. Current tax represents the amounts of Income Tax payable/recoverable in respect of the taxable income/loss for the reporting period.

Deferred Tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future, however, where there is unabsorbed depreciation and carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty backed by the convincing evidence of realization of such assets. Deferred tax assets are reviewed as at each Balance Sheet date and are appropriately adjusted to reflect the amount that is reasonably or virtually certain to be realized.

In accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India and in accordance with the provisions of the Income tax Act, 1961, Minimum Alternative Tax (MAT) credit is recognized as an asset to the extent there is convincing evidence that the Company will pay normal income tax in future by way of a credit to the profit and loss account and shown as MAT credit entitlement.

22. Allocation of Expenses

The Company has a Board approved policy for allocation and apportionment of expenses of management amongst various business segments as required by IRDAI (Expenses of Management of Insurers transacting General or Health Insurance Business) Regulations, 2016.

Accordingly, operating expenses relating to insurance business are allocated to specific classes of business on the following basis:

i. Expenses, which are attributable and identifiable to the business segments, are directly charged to relevant business segment. This is determined by the management, based on the nature of the expenses and their relationship with various business segments, wherever possible

ii. Employee’s remuneration and welfare expenses relating to underwriting and claims function, which are attributable and identified at Health, Motor and Commercial lines of business, are directly charged to the respective lines of business and the same will further be allocated based on Net Written Premium of respective class of business

iii. Other expenses, that are not identifiable at the segments, are allocated on the basis of Net Written Premium in each business class

Expenses relating to investment activities and interest cost on borrowings are charged to profit and loss account.

23. Allocation of Investment Assets

Investments assets are bifurcated into Policyholders and Shareholders funds on notional basis as per IRDAI circular no. IRDA/F&A/CIR/CPM/056/03/2016 dated April 04, 2016 and IRDA/F&A/CIR/CPM/010/01/2017 dated January 12, 2017. Policyholders funds represent amount equivalent to sum of Outstanding Claims including Incurred but not Reported (IBNR) and Incurred but not Enough Reported (IBNER), Unexpired Risk Reserve (URR), Premium

Deficiency, Catastrophe Reserve and Other Liabilities net off other assets as specified by the authority and the balance being disclosed as Shareholders Funds.

24. Allocation of Investment Income

Investment Income has been allocated between revenue accounts and profit and loss account in the ratio, an investment asset is bifurcated between policyholders and shareholders. Further, investment income between policyholder's is allocated on the basis of the ratio of average policyholder's funds comprising of reserves for unexpired risks, IBNR, IBNER and outstanding claims.

25. Earnings per share (EPS)

The earnings considered in ascertaining the Company's EPS comprises the net profit after tax. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year. The number of shares used in computing diluted EPS comprises of weighted average number of shares considered for deriving basic EPS and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.
Potential equity shares are deemed to be dilutive only if their conversion of equity shares would decrease the net profit per share from continuing ordinary operations.

26. Provision, Contingent Liabilities and Contingent Assets

The Company creates a provision when there is a present obligation as a result of past events and it is probable that there will be outflow of resources and a reliable estimate of the obligation can be made of the amount of the obligation. Contingent liabilities are not recognized but are disclosed in the notes to the financial statements. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are neither recognized nor disclosed in the financial statements.

Schedule and notes to accounts to Restated Financial Information

1. **Contingent Liabilities:**

(₹ in millions)

Particulars	As at June 30,2017	As at March 31, 2017	As at March 31,2016	As at March 31,2015	As at March 31,2014	As at March 31,2013
Partly paid up investments	-	-	-	-	-	-
Underwriting commitments outstanding	-	-	-	-	-	-
Claims, other than under policies, not acknowledged as debt (Net)	43.24	23.71	21.60	14.71	12.61	11.42
Guarantees given by or on behalf of the company	1.07	1.07	75.51	75.29	1.05	1.40
Statutory demands/liabilities in dispute, not provided for (see note (e) below)	7.28	1.61	1.61	1.61	1.24	1.24
Reinsurance obligations to the extent not provided for in accounts	-	-	-	-	-	-
Others (see note (f) below)	13.93	13.93	13.93	-	-	-

Note:

a) Service Tax Department had filed an appeal before CESTAT on the issue of availment of Cenvat Credit in excess of restriction of 20% of output service tax liability during financial year 2006-07 as per erstwhile Rule 6(3)(c) of Cenvat Credit Rules amounting to ₹160.85 million. Based on the favourable order from Principal Commissioner, Service Tax-II, Mumbai, the management does not expect any outflow of economic benefits and assessed the likelihood of outflow of resources as remote, hence not considered in the above table.

b) Service Tax Department had filed an appeal before CESTAT on the issue of wrong availment of Input Credit for the financial year from 2006-07 to 2010-11 amounting to ₹0.85 million. Based on the favourable order from Principal Commissioner, Service Tax-II, Mumbai, the management does not expect any outflow of economic benefits and assessed the likelihood of outflow of resources as remote.

c) The Company has received adverse order on the issue of Cenvat Credit amounted to ₹2.06 million on Employee State Insurance Contribution for the period from July 2012 to March 2014 and year 2014-15 respectively. A penalty is also imposed in the said orders of ₹2.06 million and ₹1.55 million respectively. The Company has filed appeal with Commissioner (Appeals) against the same.

d) The Show cause notices issued by Tax Authorities have not been considered as obligations by the company. The demand notices are classified as disputed only when the same are confirmed by the Appellate Authority.

e) The Company has disputed the demand raised by the income tax department for non deduction of tax at source for ₹1.24 million for A.Y. 2009-10 and for section 14A disallowance for ₹0.37 million and penalty for AY 2007-08 to AY 2012-13 for Nil.

f) Statutory bonus of ₹13.93 million pursuant to retrospective amendment in the Bonus Act, 1965 for financial year 2014-15 have not been provided considering stay orders of Hon'ble Kerala High Court and Karnataka High Court.

2. The management is continuously in the process of identifying enterprises which have provided goods and services to the Company which qualify under the definition of medium and small enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006. Accordingly the disclosure in respect of the amount payable to such Micro, Small and Medium enterprises has not been made in the financial statements. However, in view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the act is not expected to be material.

3. There are no encumbrances to the assets of the company in and outside India.

4. The company has not invested any amount in real estate in the current financial year.

5. **Commitments:**

Please refer table below –

(₹ in millions)

Particulars	For the quarter ended June 30, 2017	For the Year ended March 31, 2017	For the Year ended March 31, 2016	For the Year ended March 31, 2015	For the Year ended March 31, 2014	For the Year ended March 31, 2013
For Loans	-	-	-	-	-	-
For Investments	-	-	-	-	3.13	102.18
For Fixed assets (Net of Advances)	43.84	28.57	91.62	11.43	57.51	76.40

6. **Premium:**

i. All premiums net of reinsurance are written and received in India.

ii. Premium income recognised on "Varying Risk Pattern" for the quarter ended June 30, 2017is Nil, Year ended March 31, 2017: Nil; Year ended March 31, 2016: Nil; Year ended March 31, 2015: Nil; Year ended March 31,2014: Nil; and Year ended March 31, 2013: Nil

7. **Claims:**

Claims net of reinsurances are incurred and paid to claimants in/outside India as under:

(₹ in millions)

Particulars	For the Quarter ended June 30, 2017	For the Year ended March 31, 2017	For the Year ended March 31, 2016	For the Year ended March 31, 2015	For the Year ended March 31, 2014	For the Year ended March 31, 2013
In India	4,525.07	12,215.57	15,060.98	13,926.70	11,916.65	8952.19f
Outside India	8.14	85.49	28.70	51.39	38.01	30.88

i. There are no claims which are settled and unpaid for a period of more than six months as on the Balance Sheet date.

ii. Ageing of gross claims outstanding is set out in the table below:

(₹ in millions)

Particulars	For the Quarter ended June 30, 2017	For the Year ended March 31, 2017	For the Year ended March 31, 2016	For the Year ended March 31, 2015	For the Year ended March 31, 2014	For the Year ended March 31, 2013
More than six months	20,900.78	16,856.18	17,977.92	16,871.79	14,582.93	12,250.39
Others	5,233.34	10,481.17	5,672.39	4,450.25	4,967.63	4,278.06

iii. Claims where the claim payment period exceeds four years is as below:

Particulars	For the Quarter ended June 30, 2017	For the Year ended March 31, 2017	For the Year ended March 31, 2016	For the Year ended March 31, 2015	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Claim payment period > 4 years	-	-	-	-	-	-

8. **Investments:**

i. Value of contracts in relation to investments for:

(₹ in millions)

Particulars	As at June 30, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Purchases where deliveries are pending*	-	53.19	466.86	-	3.13	102.18
Sales where payment are overdue	-	-	-	-	-	-
Sales where deliveries are pending	-	1,442.48	2,024.50	-	86.18	162.13

*These amount have been settled post balance sheet date

ii. Historical cost of Investments valued at fair value as on the Balance Sheet Date:

(₹ in millions)

Particulars	As at June 30, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Historical Cost	5,212.76	3,895.58	2,598.79	1,988.59	620.82	674.22

9. **Employee Benefits:**

i. Defined Contribution Plan:

(₹ in millions)

Particulars	For the Quarter ended June 30, 2017	For the Year ended March 31, 2017	For the Year ended March 31, 2016	For the Year ended March 31, 2015	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Contribution to Staff provident fund	25.32	94.41	83.33	70.05	38.62	31.57

ii. Defined Benefit Plan: The disclosure required under the define benefit plan as per AS 15 for gratuity fund is provided below:

(₹ in millions)

Particulars	For the Quarter ended June 30, 2017	For the Year ended March 31, 2017	For the Year ended March 31, 2016	For the Year ended March 31, 2015	For the Year ended March 31, 2014	For the Year ended March 31, 2013
I. Assumptions						
Discount Rate	6.62%	6.67%	7.48%	8.08%	9.31%	8.25%
Rate of Return on Plan Assets	6.62%	6.67%	7.48%	8.08%	9.31%	8.70%
Salary Escalation	6.00%	6.00%	6.00%	6.00%	5.00%	5.00%
II. Table Showing Change in Benefit Obligation						
Liability at the beginning of the Year	129.89	104.63	79.31	45.73	43.80	35.09
Interest Cost	2.17	7.83	6.41	4.25	3.61	2.98
Current Service Cost	4.25	13.96	17.64	10.17	11.05	8.91
Benefit Paid	(3.98)	(16.42)	(13.74)	(12.59)	(14.14)	(7.60)
Actuarial Gain/(Loss) on Plan Obligation	18.41	19.89	15.01	31.75	1.41	4.42
Liability at the end of the Year	**150.74**	**129.89**	**104.63**	**79.31**	**45.73**	**43.80**
III. Tables of Fair value of Plan Assets						
Fair Value of Plan Assets at the beginning of the Year	127.28	101.85	75.13	49.60	39.12	30.10
Expected Return on Plan Assets	2.12	7.62	6.07	4.62	3.40	2.56

Particulars	**For the Quarter ended June 30, 2017**	**For the Year ended March 31, 2017**	**For the Year ended March 31, 2016**	**For the Year ended March 31, 2015**	**For the Year ended March 31, 2014**	**For the Year ended March 31, 2013**
Contributions	2.61	29.87	36.88	28.79	20.93	14.17
Benefit Paid	(3.98)	(16.42)	(13.74)	(12.59)	(14.14)	(7.60)
Actuarial Gain/(Loss) on Plan Assets	1.61	4.36	(2.49)	4.71	0.29	(0.11)
Fair Value of Plan Assets at the end of the Year	**129.64**	**127.28**	**101.85**	**75.13**	**49.60**	**39.12**
Total Actuarial Gain/(Loss) to be recognised	**(16.80)**	**(15.53)**	**(17.50)**	**(27.04)**	**(1.12)**	**(4.53)**
IV. Actual Return on Plan Assets						
Expected return on Plan Assets	2.12	7.62	6.07	4.62	3.40	2.56
Actuarial Gain/(Loss) on Plan Assets	1.61	4.36	(2.49)	4.71	0.29	(0.11)
Actual return on Plan Assets	**3.73**	**11.98**	**3.58**	**9.33**	**3.69**	**2.45**
V. Amount Recognised in the Balance Sheet						
Liability at the end of the Year	150.74	129.89	104.63	79.31	45.73	43.80
Fair Value of Plan Assets at the end of the Year	129.64	127.28	101.85	75.13	49.60	39.12
Difference	21.10	2.61	2.78	4.18	3.87	4.68
Amount Recognised in the Balance Sheet	21.10	2.61	**2.78**	**4.18**	**(3.87)**	**4.68**
VI. Expenses Recognised in the Income Statement						
Current Service Cost	4.25	13.96	17.64	10.17	11.05	8.91
Interest Cost	2.17	7.83	6.41	4.25	3.61	2.98
Expected Return on Plan Assets	(2.12)	(7.62)	(6.07)	(4.62)	(3.40)	(2.56)
Net Actuarial (Gain)/Loss to be recognized	16.80	15.53	17.50	27.04	1.12	4.53
Expense Recognised in P&L	**21.10**	**29.70**	**35.48**	**36.84**	**12.38**	**13.86**
VII. Amount Recognised in the Balance Sheet						
Opening Net Liability	2.61	2.78	4.18	(3.87)	4.68	4.99
Expense as above	21.10	29.70	35.48	36.84	12.38	13.86
Employers Contribution Paid	(2.61)	(29.87)	(36.88)	(28.79)	(20.93)	(14.17)
Closing Net Liability	**21.10**	**2.61**	**2.78**	**4.18**	**(3.87)**	**4.68**

Experience adjustments

(₹ in millions)

Particulars	**Quarter ended June 30, 2017**	**Year ended March 31,2017**	**Year ended March 31,2016**	**Year ended March 31,2015**	**Year ended March 31,2014**	**Year ended March 31,2013**
Defined benefits obligations	150.74	129.89	104.63	79.31	45.73	43.80
Plan assets	129.64	127.28	101.85	75.13	49.60	39.12
Surplus/ (Deficit)	(21.10)	(2.61)	(2.78)	(4.18)	3.87	(4.68)
Experience adjustment for plan liabilities (Gain)/ Losses	18.16	16.56	5.88	15.91	0.67	0.83
Experience adjustment for plan Asset (losses)/Gains	1.61	4.36	(2.49)	4.71	0.29	(0.11)

As the gratuity fund is managed by Reliance Nippon Life Insurance Company, details of its investments are not available with the Company.

10. **Deferred Taxes:**

The deferred tax assets and liabilities arising due to timing differences have been recognized in the financial statements as under:

(₹ in millions)

Particulars	For the Quarter ended June 30, 2017	For the Year ended March 31, 2017	For the Year ended March 31, 2016	For the Year ended March 31, 2015	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Deferred Tax Asset/ (Liability)						
Related to Fixed Assets	18.14	15.52	7.90	7.18	36.58	19.55
Related to Leave Encashment Provision	8.19	7.62	6.65	5.42	4.73	5.47
Long Term Employee Benefit	53.36	33.73	10.47	-	-	-
Unabsorbed Depreciation	393.20	393.20	393.20	368.62	358.60	358.60
Others	**-**	**-**	**(8.55)**	**0.80**	**125.16**	**244.08**
Total	**472.89**	**450.07**	**409.67**	**382.02**	**525.07**	**627.70**
Deferred Tax Asset/(Liability)(Net) Restricted to	**372.74**	**372.74**	**364.18**	**373.53**	**498.64**	**617.15**
Deferred Tax Expense/(Income) recognised in Profit and Loss A/c	**-**	**(8.55)**	**9.36**	**125.11**	**118.50**	**266.49**

The company has Deferred Tax Asset in the form of disallowances under Income Tax Act and carried forward losses. The Company has recognised Deferred Tax Asset of ₹372.74 million for the quarter ended June 30, 2017 and the year ended March 31, 2017 and ₹364.18 million, ₹373.53 million, ₹498.64 million and ₹617.15 million for the year ended March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 respectively in the books of accounts on conservative basis, excess Deferred Tax has not been recognised in the Books of Accounts.

No deferred tax on carry forward losses provided on conservative basis. Deferred Tax impact on account of restatement adjustments have been recognised in the Profit & Loss Account.

11. **Phantom Stock Option Scheme (PSOS):-**

(i) Details of vesting schedule and condition :-

Phantom Stock Options granted under the Scheme would vest within not less than 1 year and not more than 5 years from the last date of vesting of such Phantom Stock Options. Vesting of Phantom Stock Options would be subject to continued employment with the Company and thus the Phantom Stock Options would vest on passage of time.

(ii) Options granted, forfeited and exercised are given below:

Particulars	For the Quarter ended June 30, 2017	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013
	No. of options	No. of Options	No. of options	No. of options	No. of options	No. of options
Outstanding at beginning of the period	1,033,673	1,094,019	Nil	NA	NA	NA
Granted	Nil	Nil	1,107,747	NA	NA	NA
Exercised	2,377	Nil	Nil	NA	NA	NA
Lapsed/ Forfeited/Surrendered	9,508	60,346	13,728	NA	NA	NA
Outstanding as at end of the Period	1,021,787	1,033,673	1,094,019	NA	NA	NA
Exercisable as at the end of the Period	204,357	206,735	Nil	NA	NA	NA

(iii) Detail of phantom share granted subject to the term and conditions as per Phantom stock scheme.

Particulars	
Date of grant	October 15, 2015
Base Price Per Phantom stock Option	₹. 122
Appreciation per Phantom stock Option	Excess of 'fair market of share on the date of exercise' determined in term of the Phantom Stock Option Scheme over the Base Price'
Formula for the valuation of the Co.	50% of Gross Written Premium (GWP) + Profit Before Tax (PBT) X Fixed Multiplier (5)
Exercise Period	a. In case of continuation of employment : Vested Phantom Stock Options can be exercised any time up to 3 years from the date of last vesting of Phantom stock Options; and
	b. In case of cessation of employment: Different periods depending on kind of cessation as per provision of the Phantom Stock Option scheme.
Settlement of Phantom Stock Options	Within 90 days from the date of exercise by cash.

(iv) The fair value of the options granted are with following assumptions:

Particulars	For the Quarter ended June 30, 2017	For the Year ended March 31, 2017	For the Year ended March 31, 2016	For the Year ended March 31, 2015	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Discount rate	6.69%	6.77%	7.72%	NA	NA	NA
Expected Life	4 Years	5 Years	5 Years	NA	NA	NA

(v) The Company's liability towards the scheme is accounted for on the basis of an independent actuarial valuation done at the year end. The valuation of the shares is done considering the Project Unit Credit Method and the progression of share price up to the exercise of the option.

Particulars	For the Quarter ended June 30, 2017	For the Year ended March 31, 2017	For the Year ended March 31, 2016	For the Year ended March 31, 2016	For the Year ended March 31, 2016	For the Year ended March 31, 2016
Expense recognised in the period	56.71	67.21	30.25	NA	NA	NA

12. **Premium Deficiency Reserve:**

Premium deficiency reserve is recognized if the cost of expected net claim cost, related expenses and maintenance cost exceeds the sum of related premium carried forward to subsequent accounting period as the reserve for unexpired risk. Premium deficiency reserve is recognised at the Company level. The Company considers maintenance cost as relevant cost incurred for ensuring claim handling operations. The expected claim cost is calculated and duly certified jointly by the Appointed Actuary and the Mentor to the Appointed Actuary of the Company as at March 31, 2017 and June 30, 2017.

In the FY 2015-2016, the company has made the provision based on the report from an external consulting actuary.

13. **Details of Outsourcing, Business Development and Marketing Support Expenses:**

(₹ in millions)

Particulars	For the Quarter ended June 30, 2017	For the Year ended				
		March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
Outsourcing Expenses	393.41	1,252.08	1,113.91	958.74	827.01	766.93
Business Development	762.12	2,888.56	2,186.41	1,564.64	1,306.53	936.52

Marketing Support	279.69	615.84	398.85	340.74	380.85	205.30

14. **Terrorism Pool:**

In accordance with the requirements of IRDAI, the company together with other insurance companies participates in the Terrorism Pool. This pool is managed by the General Insurance Corporation of India (GIC). Amount collected as terrorism premium in accordance with the requirements of the Tariff Advisory Committee (TAC) are ceded at 100% of the terrorism premium collected to the Terrorism Pool.

In accordance with the terms of the agreement, GIC retrocede to the company, terrorism premium to the extent of the company's share in the risk which is recorded as reinsurance accepted. Such reinsurance accepted is recorded based on quarterly statements received from GIC. The reinsurance accepted on account of terrorism pool has been recorded in accordance with the latest statement received from GIC

The Company has created liability to the extent of 50% of premium retro ceded to the company through reserve for unexpired risks.

15. **Indian Motor Third Party Decline Risk Pool (IMTPDRP):**

The Authority vide Order dated January 03, 2012 has created IMTPDRP for Act only Commercial Vehicle third party risks i.e. Act only policies.Under this arrangement, any business relating to Act only policies of Commercial Vehicles which does not fall within the underwriting parameters of insurers shall be ceded to IMTPDRP. This arrangement is called the Declined Risk Pool. Under IMTPDRP, IRDAI has mandated that every insurer has to comply with the obligation to underwrite a minimum percentage of such policies that is calculated as an average of insurer's total gross premium percentage share in the industry and gross motor premium percentage share in the industry.

The Company, together with other insurance companies, was participating in the Indian Motor Third Party Decline Risk Pool (IMTPDRP). The IMTDRP was administered by the General Insurance Corporation of India (GIC). The Company had received its share of premium, claims and expenses from the Pool, which is accounted as reinsurance accepted business for that particular year. Unexpired risk reserve is provided at 50% of such net written premium.

IRDAI vide Circular IRDA/NL/CIR/MISC/051/03/2016 dated March 15, 2016 had directed the dismantling of Declined Risk Pool with effect from April 01, 2016.

16. **Indian Motor Third Party Insurance Pool (IMTPIP):**

a) In accordance with the directions of IRDAI, the Company, together with other insurance companies, had participated in the Indian Motor Third Party Insurance Pool (IMTPIP). The IMTPIP was a multilateral reinsurance arrangement, in which all member companies were compulsorily required to participate. The IMTPIP was administered by the General Insurance Corporation of India ('GIC'). The IMTPIP had covered reinsurance of third party risks of specified motor vehicles ("Specified Risks"). Amounts collected as premium in respect of Specified Risks were ceded at 100% of such premium, 100% of claims incurred against risks ceded being recoverable from the pool.

b) In accordance with the terms of the agreement, each participant company was compulsorily required to share in the revenues, expenses, assets and liabilities of the IMTPIP, including Unexpired Risks Reserve, in the proportion that the company's Gross Direct Premium written in India (GDPI), bears to the total GDPI of all participant companies. The Company's share as specified above had been recorded based on the returns submitted by GIC, under the respective heads.

c) IRDAI through its Orders dated December 23, 2011, January 03, 2012 and March 22, 2012 had directed the dismantling of the Pool on a clean cut basis and advised recognition of the Pool liabilities as per loss ratios estimated by Government's Actuary Department UK ("GAD Estimates") at 159%, 188%, 200%, 213% and 145% for underwriting year 2007-08, 2008-09, 2009-10, 2010-11 and 2011-12 respectively.

17. **Contribution to Environment Relief Fund:**

(₹ in millions)

Particulars	For the Quarter ended	For the Year ended	For the Year ended	For the Year ended	For the Year ended	For the Year ended

	June 30, 2017	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
Collected	0.60	1.55	1.37	1.44	6.12	1.28
Deposited	0.48	1.54	1.41	1.45	6.17	1.41
Outstanding balance shown in current liability	0.15	0.03	0.01	0.05	0.06	0.11

18. **Contribution to Solatium Fund:**

In accordance with the requirements of the IRDAI circular dated March 18, 2003 and based on recommendations made at the General Insurance Council meeting held on February 04, 2005, the Company has provided 0.1% of gross written premium on all motor third party policies (excluding reinsurance premium accepted on motor third party for commercial vehicles) towards contribution to the solatium fund.

19. Reliance Capital Limited (RCL) had infused capital of ₹900 million during the financial year 2014-15. Pursuant to RBI approval letter dated June 02, 2016 to RCL, the Company has allotted the shares to RCL during the financial year 2016-17.

20. **Reduction of Share Capital:**

Pursuant to High Court order dated January 08, 2016, the Company has reduced Securities Premium from ₹16,242.88 million to ₹8,054.80 million by utilizing the same towards deficit in the Profit & Loss Account as at March 31, 2016. The Company received approval from IRDAI on May 23, 2016 in this regards. Further, the Company has charged the expenses amounting to ₹1.51 million incurred for the reduction of share capital to the Profit & Loss account as per the direction received from IRDAI.

21. For the year ended March 31, 2017, the Board has approved formation of a separate Health Insurance Company by Reliance Capital Limited subject to IRDAI and other applicable approvals. Retail Health Insurance Business will be the focus of the new Health Insurance Company and the Company will continue to focus on Group Health Insurance Business and Government Health Insurance Business and other ancillary areas.

22. The Company, being an Insurance Company, has not disclosed the details of Specified Bank Notes (SBN) held and transacted during the period November 08, 2016 to December 30, 2016 as required under Notification G.S.R. 308(E) dated March 30, 2017 issued by Ministry of Corporate Affairs as the same is not applicable to the Company.

23. **Borrowings:**

For the year ended March 31, 2017, the Company has issued Unsecured Subordinated Redeemable 9.10% Non Convertible Debentures, in accordance with Insurance Regulatory and Development Authority of India (Other forms of Capital) Regulations, 2015, amounting to ₹. 2,300 Million on private placement basis listed at Bombay Stock Exchange.

Maturity Pattern from the date of issue

(₹ in millions)

Maturity Buckets	**Borrowings**
1 to 5 years	-
Above 5 years	2,300
Total	**2,300**

Gists of the terms of issue are as follows:

Series	A NCD 01 Type I
Type, Nature and Seniority of Instrument	Rated, listed, unsecured, subordinated, redeemable and non convertible debentures
Face Value (per security)	₹1 in Million
Issue Size	₹2,300 in Million
Issue Date / Date of Allotment	August 16, 2016

Redemption Date	August 17, 2026
Coupon Rate	9.10% per annum
Credit Rating	"CARE AA" by CARE and "BWR AA" by Brickwork
Listing	Listed on WDM on BSE
Frequency of the Interest Payment	Annual

For the quarter ended June 30, 2017, the Company has created Debenture Redemption Reserve (DRR) in accordance with IRDA circular no. IRDA/F&A/OFC/01/2014-15/115 for ₹79.86 million out of which ₹63.89 million pertaining to FY 2016-17.

24. **Corporate Social Responsibility:**

Details of amounts provided and required to be spent on Corporate Social Responsibility (CSR) activities approved by the CSR Committee of the Board are given below

(₹ in millions)

Particulars	For the Quarter ended June 30, 2017	For the Year ended March 31, 2017	For the Year ended March 31, 2016	For the Year ended March 31, 2015	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Gross Amount Required to be Spent	20.68*	16.27	3.51	-	NA	NA
Amount Spent During the year	-	16.27	3.51	-	NA	NA

* ₹ 20.68 million required to be spent for the year ended March 31, 2018.

25. **MAT credit entitlement**

(₹ in millions)

Particulars	As at June 30, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
MAT	642.48	550.78	288.59	81.42	-	-

26. **Leases:**

In respect of premises taken on operating lease, the lease agreements are generally mutually renewable/ cancellable by the lessor/lessee except for some premises.

Non Cancellable Operating Lease

The total of future minimum lease rent payable under operating lease for premises & assets for each of the following periods:

(₹ in millions)

Particulars	For the Quarter ended June 30, 2017	For the Year ended				
		March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
Not later than one year	22.55	25.30	24.34	22.97	52.84	67.67
Later than one year and not later than five years	11.12	6.63	12.52	17.53	28.11	80.64
Later than five years	-	-	-	-	-	-

Lease payment debited to the Revenue account -

(₹ in millions)

Particulars	**For the Quarter ended June 30, 2017**	**For the Year ended March 31, 2017**	**For the Year ended March 31, 2016**	**For the Year ended March 31, 2015**	**For the Year ended March 31, 2014**	**For the Year ended March 31, 2013**
Lease payment debited to P&L	68.50	215.49	215.79	178.06	231.28	244.62

27. **Sector wise business based on Gross Direct Premium (GDP):**

Particulars	For the Quarter ended June 30, 2017		For the Year ended March 31, 2017		For the Year ended March 31, 2016		For the Year ended March 31, 2015		For the Year ended March 31, 2014		For the Year ended March 31, 2013	
	GDP (₹ in Millions)	% of GDP	GDP (₹ in Millions)	% of GDP	GDP (₹ in Millions)	% of GDP	GDP (₹ in Millions)	% of GDP	GDP (₹ in Millions)	% of GDP	GDP (₹ in Millions)	% of GDP
Rural	1541.16	12%	12,525.67	32%	2,711.76	10%	2,844.87	10%	2,110.54	9%	1,705.58	8%
Urban	11,146.36	88%	26,827.84	68%	25,204.79	90%	24,509.49	90%	21,777.74	91%	18,394.48	92%
Total	**12,687.52**	**100%**	**39,353.51**	**100%**	**27,916.55**	**100%**	**27,354.36**	**100%**	**23,888.28**	**100%**	**20,100.06**	**100%**

Particulars	For the Quarter ended		For the Year ended		For the Year ended		For the Year ended		For the Year ended		For the Year ended	
	June 30, 2017		March 31, 2017		March 31, 2016		March 31, 2015		March 31, 2014		March 31, 2013	
	GDP(₹ in Millions)	No. Of Lives	GDP(₹ in Millions)	No. Of Lives	GDP(₹ in Millions)	No. Of Lives	GDP(₹ in Millions)	No. Of Lives	GDP(₹ in Millions)	No. Of Lives	GDP(₹ in Millions)	No. Of Lives
Social	2.09	20,487	114.42	2,049,837	15.27	288,212	19.54	212,087	24.97	296,439	22.90	240,566

28. Extent of risk retained and reinsured is set out below(excluding excess of loss and catastrophe reinsurance)

Particulars	For the Quarter ended June 30, 2017	For the Year ended				
		March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
	% of business written	% of business written	% of business written	% of business written	% of business written	% of business written
Risk Retained	75%	58%	72%	70%	78%	76%
Risk Reinsured	25%	42%	28%	30%	22%	24%

29. **Managerial Remuneration:**

(₹ in millions)

Particulars	For the quarter ended June 30, 2017	For the Year ended March 31, 2017	For the Year ended March 31, 2016	For the Year ended March 31, 2015	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Salaries	5.05	37.70	34.22	29.79	27.56	13.39
Contribution to Provident Fund and Superannuation	0.76	3.04	2.70	2.52	1.90	2.30
Provision for Gratuity and Leave Encashment	0.42	1.66	1.48	1.39	1.04	0.31

The managerial remuneration is in accordance with the approval accorded by a resolution of the Board of Directors, which has been approved by IRDAI as required under Section 34A of the Insurance Act, 1938.

The managerial remuneration in excess of ₹15 million for each managerial personnel has been charged to Profit & Loss Account.

30. **Basis used for determining IBNR / IBNER and Valuation of Liabilities**

The liability for IBNR and IBNER as at March 31, 2017 and as at June 30, 2017 has been estimated by Appointed Actuary in consultation with Mentor to the Appointed Actuary as per the IRDA circular no. 11/IRDA/ACTL/IBNR/2005-06 dated June 08, 2005 and Insurance Regulatory and Development Authority of India (Assets, Liabilities and Solvency Margin of General Insurance Business) Regulations, 2006.

The liability for IBNR and IBNER as at March 31, 2016 has been based on the report from an external consulting Actuary as the Company's Appointed Actuary had resigned from the company on August 28, 2015 and the company was in the process of appointment of new Appointed Actuary.

The liability for IBNR and IBNER as at March 31, 2013, March 31, 2014, March 31, 2015 has been estimated by Appointed Actuary as per the IRDA circular no. 11/IRDA/ACTL/IBNR/2005-06 dated June 08, 2005 and Insurance Regulatory and Development Authority of India (Assets, Liabilities and Solvency Margin of General Insurance Business) Regulations, 2006.

For all lines of business, the estimation was carried out using past trends in the claims experience as indicated by paid claims chain ladder and incurred claims chain ladder approach.

Bornhuetter – Ferguson method of estimation was also applied for some lines as considered appropriate.

For motor third party line of business, the estimates were done using ultimate loss ratio method. For liabilities relating to erstwhile motor third party pool and declined risk pool, the ultimate loss ratios as specified in regulatory circulars were referred to in determining the estimates.

During the year March 31, 2017, the Panel Actuary has done valuation of liabilities as at March 31, 2016, which shows further strengthening of reserving amounting to ₹1,713.93 millions, which is fully recognised by the Company during the year in order to maintain consistency in the process of estimating the IBNR, the methods adopted by the Panel Actuary is continued in IBNR estimation.

31. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company for the quarter June30, 2017 and the years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 &March 31, 2013.

32. As per IRDAI Circular No 005/IRDA/F&A/CIR/MAY-09 dated May 07, 2009, below table mentions the details of the penalty imposed by various regulators and Government authorities:

For the Quarter Ended June 30, 2017

Reliance General Insurance Company Limited
Registration No. and Date of Registration with the IRDA:Registration No. 103 Dated 23rd October 2000

(₹ in millions)

SI No.	Authority	Non-Compliance/Violation	Penalty Awarded	Penalty Paid	Penalty Waived/Reduced
1	Insurance Regulatory and Development Authority of India	None	Nil	Nil	Nil
2	Service Tax Authorities	None	Nil	Nil	Nil
3	Income Tax Authorities	None	Nil	Nil	Nil
4	Any other Tax Authorities	None	Nil	Nil	Nil
5	Enforcement Directorate/Adjudicating Authority/Tribunal or any Authority under FEMA	None	Nil	Nil	Nil
6	Registrar of Companies/NCLT/CLB/Department of Corporate Affairs or any Authority under Companies Act, 2013/1956	None	Nil	Nil	Nil
7	Penalty awarded by any Court/Tribunal for any matter including claim settlement but excluding compensation	None	Nil	Nil	Nil
8	Securities and Exchange Board of India	None	Nil	Nil	Nil
9	Competition Commission of India	None	Nil	Nil	Nil
10	Any other Central/State/Local Government/Statutory Authority	None	Nil	Nil	Nil

During year ended March 31, 2017

(₹ in millions)

SI No.	Authority	Non-Compliance/Violation	Penalty Awarded	Penalty Paid	Penalty Waived/Reduced
1	Insurance Regulatory and Development Authority of India	None	Nil	Nil	Nil
2	Service Tax Authorities	None	Nil	Nil	Nil
3	Income Tax Authorities	None	Nil	Nil	Nil
4	Any other Tax Authorities	None	Nil	Nil	Nil
5	Enforcement Directorate/Adjudicating Authority/Tribunal or any Authority under FEMA	None	Nil	Nil	Nil
6	Registrar of Companies/NCLT/CLB/Department of Corporate Affairs or any Authority under Companies Act, 2013/1956	None	Nil	Nil	Nil
7	Penalty awarded by any Court/Tribunal for any matter including claim settlement but excluding compensation	None	Nil	Nil	Nil
8	Securities and Exchange Board of India	None	Nil	Nil	Nil
9	Competition Commission of India	None	Nil	Nil	Nil
10	Any other Central/State/Local Government/Statutory Authority	None	Nil	Nil	Nil

During year ended March 31, 2016

(₹ in millions)

SI No.	Authority	Non-Compliance/Violation	Penalty Awarded	Penalty Paid	Penalty Waived/Reduced
1	Insurance Regulatory and Development	a) Violation of IRDA	1.00	1.00	Nil

SI No.	Authority	Non-Compliance/Violation	Penalty Awarded	Penalty Paid	Penalty Waived/Reduced
	Authority of India	(Health Insurance) Regulations, 2013 (₹ 0.50 Million) b) Violation of Regulation 2(g)(i) of the IRDA (Registration of Indian Insurance Company) Regulation, 2002 (₹ 0.50 Million)			
2	Service Tax Authorities	None	Nil	Nil	Nil
3	Income Tax Authorities	None	Nil	Nil	Ni
4	Any other Tax Authorities	None	Nil	Nil	Nil
5	Enforcement Directorate/Adjudicating Authority/Tribunal or any Authority under FEMA	None	Nil	Nil	Nil
6	Registrar of Companies/NCLT/CLB/Department of Corporate Affairs or any Authority under Companies Act, 2013/1956	None	Nil	Nil	Nil
7	Penalty awarded by any Court/Tribunal for any matter including claim settlement but excluding compensation	None	Nil	Nil	Nil
8	Securities and Exchange Board of India	None	Nil	Nil	Nil
9	Competition Commission of India	None	Nil	Nil	Nil
10	Any other Central/State/Local Government/Statutory Authority	None	Nil	Nil	Nil

<u>During year ended March 31, 2015</u>

(₹ in millions)

SI No.	Authority	Non-Compliance/Violation	Penalty Awarded	Penalty Paid	Penalty Waived/Reduced
1	Insurance Regulatory and Development Authority of India	None	Nil	Nil	Nil
2	Service Tax Authorities	None	Nil	Nil	Nil
3	Income Tax Authorities	None	Nil	Nil	Nil
4	Any other Tax Authorities	None	Nil	Nil	Nil
5	Enforcement Directorate/Adjudicating Authority/Tribunal or any Authority under FEMA	None	Nil	Nil	Nil
6	Registrar of Companies/NCLT/CLB/Department of Corporate Affairs or any Authority under Companies Act, /1956	None	Nil	Nil	Nil
7	Penalty awarded by any Court/Tribunal for any matter including claim settlement but excluding compensation	None	Nil	Nil	Nil
8	Securities and Exchange Board of India	None	Nil	Nil	Nil
9	Competition Commission of India	None	Nil	Nil	Nil

SI No.	Authority	Non-Compliance/Violation	Penalty Awarded	Penalty Paid	Penalty Waived/Reduced
10	Any other Central/State/Local Government/Statutory Authority	None	Nil	Nil	Nil

<u>During year ended March 31, 2014</u>

(₹ in millions)

SI No.	Authority	Non-Compliance/Violation	Penalty Awarded	Penalty Paid	Penalty Waived/Reduced
1	Insurance Regulatory and Development Authority of India	Non Compliance in respect of IMTPDRIP for 2012-13.	0.50	0.50	Nil
2	Service Tax Authorities	None	Nil	Nil	Nil
3	Income Tax Authorities	None	Nil	Nil	Nil
4	Any other Tax Authorities	None	Nil	Nil	Nil
5	Enforcement Directorate/Adjudicating Authority/Tribunal or any Authority under FEMA	None	Nil	Nil	Nil
6	Registrar of Companies/NCLT/CLB/Department of Corporate Affairs or any Authority under Companies Act, /1956	None	Nil	Nil	Nil
7	Penalty awarded by any Court/Tribunal for any matter including claim settlement but excluding compensation	None	Nil	Nil	Nil
8	Securities and Exchange Board of India	None	Nil	Nil	Nil
9	Competition Commission of India	None	Nil	Nil	Nil
10	Any other Central/State/Local Government/Statutory Authority	None	Nil	Nil	Nil

<u>During year ended March 31, 2013</u>

(₹ in millions)

SI No.	Authority	Non-Compliance/Violation	Penalty Awarded	Penalty Paid	Penalty Waived/Reduced
1	Insurance Regulatory and Development Authority of India	None	Nil	Nil	Nil
2	Service Tax Authorities	None	Nil	Nil	Nil
3	Income Tax Authorities	None	Nil	Nil	Nil
4	Any other Tax Authorities	None	Nil	Nil	Nil
5	Enforcement Directorate/Adjudicating Authority/Tribunal or any Authority under FEMA	None	Nil	Nil	Nil
6	Registrar of Companies/NCLT/CLB/Department of Corporate Affairs or any Authority under Companies Act, 1956	None	Nil	Nil	Nil
7	Penalty awarded by any Court/Tribunal for any matter including claim settlement but excluding compensation	None	Nil	Nil	Nil
8	Securities and Exchange Board of India	None	Nil	Nil	Nil
9	Competition Commission of India	None	Nil	Nil	Nil

SI No.	Authority	Non-Compliance/Violation	Penalty Awarded	Penalty Paid	Penalty Waived/Reduced
10	Any other Central/State/Local Government/Statutory Authority	None	Nil	Nil	Nil

33. As per IRDAI Master Circular IRDA/F&I/CIR/F&A/231/10/2012 dated October 05, 2012 and Corrigendum on Master Circular IRDA/F&I/CIR/F&A/126/07/2013 dated July 03, 2013, below table mention the age-wise analysis of unclaimed amount of the policyholders.

(₹ in millions)

Particulars	Year	Total	4-12 Months	13-18 Months	19-24 Months	25-30 Months	31-36 Months	Beyond 36 Months
a. Claim Settled but not paid to the policy holders/insured due to any reason except under litigation from the insured/policyholders.	Jun-17	-	-	-	-	-	-	-
	Mar-17	0.14	0.14	-	-	-	-	-
	Mar-16	-	-	-	-	-	-	-
	Mar-15	-	-	-	-	-	-	-
	Mar-14	-	-	-	-	-	-	-
	Mar-13	1.39	1.39	-	-	-	-	-
b. Any other sum due/payable to the insured/policyholder on completion of the policy terms or otherwise.	Jun-17	-	-	-	-	-	-	-
	Mar-17	-	-	-	-	-	-	-
	Mar-16	-	-	-	-	-	-	-
	Mar-15	-	-	-	-	-	-	-
	Mar-14	-	-	-	-	-	-	-
	Mar-13	-	-	-	-	-	-	-
c. Any excess collection of premium/tax or any other charges which is refundable to the policyholders either as per the terms of the conditions of the policy or as per law or as per the direction of the authority but not refunded so far.[1]	Jun-17	61.68	12.98	3.32	3.71	2.57	2.31	36.78
	Mar-17	53.76	7.29	3.84	2.71	2.20	2.67	35.05
	Mar-16	47.28	9.54	2.41	2.69	2.84	2.07	27.73
	Mar-15	385.27	28.52	13.71	12.92	13.08	13.76	303.28
	Mar-14	359.62	27.26	13.15	13.58	15.59	13.28	276.76
	Mar-13	334.03	28.05	15.61	13.28	13.85	14.34	248.90
d.Cheques Issued by the company under “a”, “b” or “c” above & cheques have not been encashed by the policyholders/Insured.[1,2]	Jun-17	721.94	234.94	43.45	23.76	152.19	20.29	247.31
	Mar-17	666.95	196.73	38.43	157.54	17.45	16.78	240.02
	Mar-16	457.40	182.57	21.76	18.50	13.77	10.78	210.02
	Mar-15	362.89	68.94	20.79	17.90	21.55	17.41	216.30
	Mar-14	331.66	61.02	31.09	18.43	23.11	18.35	179.66
	Mar-13	302.77	67.20	26.12	21.72	34.45	31.95	121.33

[1]Interest Accrued on Unclaimed amount is allocated proportionately under respective above-mentioned particulars.
[2]Does not includes cheques issued to policyholders and appearing in bank reconciliation as on June 30, 2017, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 &March 31, 2013.

Further, as per the Circular No. IRDA/F&A/CIR/CLD/114/05/2015 dated May 28, 2015; the details of unclaimed amounts and investment income thereon are as follows:

(₹ in millions)

Particulars	For the Quarter ended June 30, 2017	For the Year ended March 31				
		2017	2016	2015	2014	2013

Opening Balance	720.85	504.68	746.48	NA	NA	NA
Add:- Amount Transferred to Unclaimed amount	150.27	390.45	311.02			
Add:- Cheques issued out of the unclaimed amount but not encashed by the policyholders (to be included only when the cheques are stale)	1.73	1.70	-			
Add: Investment Income	7.38	33.15	-			
Less: Amount paid during the year	96.61	209.13	552.82			
Closing Balance of Unclaimed Amount	783.62	720.85	504.68			

34. As per the requirement of Accounting Standard 18 'Related Party Disclosures' as notified by the Companies (Accounting Standard) Rules, 2006 the following are the list of related parties with the relationship.

1. List of related parties* :

Holding Company	
Reliance Capital Limited	
Subsidiary of Holding Company	
1	Reliance Nippon Life Asset Management Limited (formerly Reliance Capital Asset Management Limited)
2	Reliance Asset Management (Singapore) Pte. Limited
3	Reliance Asset Management (Mauritius) Limited
4	Reliance Capital Asset Management (UK) Limited (formerly Reliance Capital Asset Management (UK) Plc) (dissolved w.e.f. June 14,2016)
5	Reliance Capital Pension Fund Limited
6	Reliance AIF Management Company Limited (w.e.f September 30, 2013)
7	Reliance Capital Trustee Co. Limited
8	Reliance Nippon Life Insurance Company Limited (formerly Reliance Life Insurance Company Limited) (w.e.f March 30, 2016)
9	Reliance Commercial Finance Limited (formerly Reliance Gilts Limited)
10	Reliance Money Express Limited (ceased w.e.f. February 7,.2017)
11	Reliance Money Precious Metals Private Limited
12	Reliance Home Finance Limited
13	Reliance Securities Limited
14	Reliance Commodities Limited
15	Reliance Financial Limited
16	Reliance Wealth Management Limited
17	Reliance Money Solutions Private Limited (w.e.f December 2, 2013)
18	Reliance Exchangenext Limited
19	Reliance Spot Exchange Infrastructure Limited
20	Reliance Health Insurance Limited (w.e.f. May 4, 2017)
21	Reliance Capital AIF Trustee Company Private Limited (w.e.f April 11, 2013)
22	Quant Capital Private Limited
23	Quant Broking Private Limited
24	Quant Securities Private Limited
25	Quant Investment Services Private Limited
26	Quant Commodity Broking Private Limited (ceased August,18,2016)
27	Quant Capital Finance and Investments Private Limited (ceased w.e.f July07,2016)
	List of other related parties under common control with whom transaction have taken place during the period.
28	Reliance Infratel Limited
29	Reliance Communications Limited (RCOM) (w.e.f FY 15-16)
30	Reliance Infocomm Infrastructure Limited
31	Big Animation (India) Private Limited
32	Reliance Communications Infrastructure Limited

33	Zapak Digital Entertainment Limited (w.e.f FY 15-16)
34	Reliance Telecom Limited
35	Big Flicks Private Limited
36	Reliance Big Broadcasting Private Limited
37	Reliance Big Entertainment Private Limited
38	Reliance IDC Limited (w.e.f FY 16 - 17)
39	Reliance BPO Private Limited
40	Reliance Globalcom Limited
41	Reliance Innoventures Private Limited (RIPL)
42	Reliance Tech Services Limited
43	Campion Properties Limited
44	Zapak Mobile Games Private Limited
45	Reliance Equity Advisor (India) Ltd.
46	Transasia Composite Insurance Broking Limited (ceased w.e.f June 30, 2014)
47	Reliance Transport & Travels Private Limited
48	Reliance Asset Reconstruction Company Limited
Person Having Control	
Shri Anil D. Ambani	
Key managerial personnel	
Mr. RakeshJain (ED & CEO)	

* As certified by the management and as per the Audited Financials.

Reliance General Insurance Company Limited
Registration No. and Date of Registration with the IRDA:Registration No. 103 Dated 23rd October 2000

2. Transactions during the period with related parties:

(₹ in millions)

Sr. No	Name of the Related Party	Relationship	Nature of transaction	For the quarter ended 30th June, 2017	For the period ended 31st March 2017	2016	2015	2014	2013
1	Reliance Capital Limited	Holding Company	Premium Received (net of refund)	3.13	79.52	27.66	28.08	3.87	4.47
			Claim Paid	-	0.33	0.01	0.10	0.31	0.46
			Interest Accrual on Debenture	52.11	236.99	229.89	100.49	90.48	73.16
			Management fees Paid	15.00	60.00	60.00	60.00	60.00	82.44
			Reimbursement paid for expenses(Rent, Communication, Electricity, Professional fees, Maintenance Charges)	0.23	49.64	12.34	7.67	18.84	10.51
			Reimbursement paid for IT services	11.34	42.20	33.49	27.37	36.72	28.36
			Reimbursement received for expenses (Rent, Communication, Electricity, Canteen expenses)	-	6.68	8.70	5.31	13.64	12.79
			Share Application Money Received	-	-	-	900.00	-	-
			Share Capital	-	900.00	-	-	-	15.82
			Share Premium Received	-	-	-	-	-	1,534.18
			Advertisement Hoarding Charges paid	-	-	-	-	-	0.55
			Redemption of debentures	350.00	-	-	-	-	-
			Outstanding balance in Customer Deposit A/c	1.47	3.32	17.67	1.32	1.46	0.95
			Debtors	-	-	-	0.56	0.46	0.36
			Creditors	9.80	2.42	2.87	-	-	-
2	Reliance Nippon Life Asset Management Limited (formerly Reliance Capital Asset Management Limited)	Fellow Subsidiary	Premium Received (net of refund)	23.30	22.60	12.90	10.47	7.68	13.52
			Claim Paid	-	0.00*	-	0.14	0.45	0.14
			Reimbursement received for expenses (Rent, Communication, Electricity, canteen expenses)	0.11	0.74	0.73	0.75	1.42	2.47
			Outstanding balance in Customer Deposit A/c	1.16	1.45	1.37	3.37	1.09	0.65
			Debtors	-	0.07	0.07	0.20	0.07	0.22
3	Reliance Home Finance Limited	Fellow Subsidiary	Premium Received (net of refund)	16.17	10.44	3.28	1.71	1.42	-
			Reimbursement paid for expenses (Market Intelligent & Feedback)	-	-	-	-	-	0.02
			Interest Accrual on Debenture	9.03	8.03	-	-	-	-

Reliance General Insurance Company Limited
Registration No. and Date of Registration with the IRDA:Registration No. 103 Dated 23rd October 2000

Sr. No	Name of the Related Party	Relationship	Nature of transaction	For the quarter ended 30th June, 2017	For the period ended 31st March				
					2017	2016	2015	2014	2013
			Outstanding balance in Customer Deposit A/c	-	5.02	1.20	0.16	0.03	0.03
4	Reliance Money Express Limited (ceased w.e.f. February,72017)	Fellow Subsidiary	Premium Received (net of refund)	-	0.01	0.65	1.38	0.02	0.01
			Foreign Currency Purchased	-	-	0.95	3.55	1.78	0.63
			Outstanding balance in Customer Deposit A/c	-	0.43	0.43	0.55	0.43	0.43
5	Reliance Securities Limited	Fellow Subsidiary	Premium Received (net of refund)	17.00	12.54	5.05	4.28	0.04	0.06
			Commission paid	0.06	2.77	-	-	-	-
			Claim Paid	-	-	-	-	0.01	0.00*
			Brokerage paid for stock exchange trading	0.05	0.14	0.04	0.09	0.03	0.04
			Reimbursement received for expenses (Rent, Communication, Electricity, canteen expenses)	-	0.19	0.95	1.94	1.77	1.86
			Outstanding balance in Customer Deposit A/c	0.01	0.05	0.03	0.01	-	0.00*
			Debtors	0.03	0.04	0.14	0.18	0.50	0.16
6	Reliance Spot Exchange Infrastructure Limited	Fellow Subsidiary	Outstanding balance in Customer Deposit A/c	0.02	0.02	0.02	0.02	0.02	0.02
7	Reliance Nippon Life Insurance Company Limited (formerly Reliance Life Insurance Company Limited) (w.e.f March 30, 2016)	Fellow Subsidiary	Premium Received (net of refund)	75.19	75.58	72.99	63.57	-	-
			Group Term Insurance Paid	0.29	7.75	7.72	7.67	-	-
			Claim Paid	-	-	0.03	0.17	-	-
			Reimbursement received for expenses (Rent, Communication, Electricity, canteen expenses)	-	0.56	2.17	-	-	-
			Reimbursement Received for Membership Fees	-	1.50	-	-	-	-
			Debtors	0.91	0.91	0.26	-	-	-
			Outstanding balance in Customer Deposit A/c	4.16	30.39	1.36	48.05	-	-
8	Reliance Capital Trustee Co. Limited	Fellow Subsidiary	Premium Received (net of refund)	-	8.99	5.39	10.67	32.64	41.27
9	Reliance Wealth Management	Fellow Subsidiary	Premium Received (net of refund)	1.30	0.88	0.56	0.08	-	0.04
			Outstanding balance in Customer Deposit	0.02	0.00*	0.01	0.00*	-	-

Sr. No	Name of the Related Party	Relationship	Nature of transaction	For the quarter ended 30th June, 2017	For the period ended 31st March				
					2017	2016	2015	2014	2013
	Limited		A/c						
10	Reliance Money Solutions Private Limited	Fellow Subsidiary	Premium Received (net of refund)	0.18	0.19	2.11	0.18	-	-
			Insurance Commission Expense	-	0.03	88.87	-	-	-
			Outstanding balance in Customer Deposit A/c	0.09	0.06	0.00*	0.14	-	-
			Creditors	-	-	0.73	-	-	-
11	Reliance Commodities Limited	Fellow Subsidiary	Premium Received (net of refund)	0.79	0.87	0.49	0.33	-	-
			Outstanding balance in Customer Deposit A/c	0.03	0.01	0.01	0.04	-	-
12	Reliance Money Precious Metals Private Limited	Fellow Subsidiary	Premium Received (net of refund)	-	0.01	0.15	0.30	-	-
			Outstanding balance in Customer Deposit A/c	-	-	0.13	0.05	-	-
13	Reliance Financial Limited	Fellow Subsidiary	Premium Received (net of refund)	0.20	0.32	0.22	0.13	-	-
			Outstanding balance in Customer Deposit A/c	0.05	0.01	0.09	0.01	-	-
14	Reliance Capital Pension Fund Limited	Fellow Subsidiary	Premium Received (net of refund)	0.06	0.05	0.04	0.04	-	-
			Outstanding balance in Customer Deposit A/c	0.02	0.02	0.07	0.07	-	-
15	Reliance Commercial Finance Limited (formerly Reliance Gilts Limited)	Fellow Subsidiary	Premium Received (net of refund)	17.64	0.35	-	-	-	-
16	Reliance AIF Management Company Limited	Fellow Subsidiary	Premium Received (net of refund)	-	0.03	0.00*	0.00*	-	-
17	Reliance Infratel Limited	Common Control	Premium Received (net of refund)	0.00*	0.01	0.02	0.04	0.21	0.67
18	Reliance Communications Limited (RCOM) (w.e.f FY 15-16)	Common Control	Premium Received (net of refund)	0.34	6.29	9.13	19.83	-	-
			Claim Paid	-	0.25	4.31	24.45	-	-
			Reimbursement paid for expenses (Rent, Internet & Telephone Expenses)	1.26	22.46	3.60	4.32	-	-
			Creditors	-	-	-	0.02	-	-
			Outstanding balance in Customer Deposit A/c	0.99	0.99	0.83	5.19	-	-

Sr. No	Name of the Related Party	Relationship	Nature of transaction	For the quarter ended 30th June, 2017	For the period ended 31st March				
					2017	2016	2015	2014	2013
19	Reliance Infocomm Infrastructure Limited	Common Control	Premium Received (net of refund)	0.06	0.02	0.03	0.01	0.02	-
			Claim Paid	-	-	0.00*	0.06	-	-
			Reimbursement paid for expenses(Rent, Communication, Electricity, Professional fees, Maintenance Charges)	0.06	12.26	12.26	8.94	2.97	1.04
			Creditors	0.06	-	12.82	0.92	13.68	9.39
20	Big Animation (India) Private Limited	Common Control	Premium Received (net of refund)	0.03	0.22	0.02	0.02	0.09	0.11
21	Reliance Communications Infrastructure Limited	Common Control	Premium Received (net of refund)	-	-	0.03	0.15	0.10	0.60
			Claim Paid	-	-	0.01	-	-	-
			Payments towards information and technology services	-	-	0.67	27.88	20.45	21.72
			Reimbursement paid for expenses (Rent, Communication, Electricity, Professional fees, Maintenance Charges)	-	18.37	-	0.52	0.52	-
			Reimbursement received for expenses (Rent, Communication, Electricity, Canteen expenses)	-	-	-	0.39	0.72	-
			Purchase of Fixed Asset (Tablet)	-	-	-	1.56	2.20	0.38
			Creditors	-	-	-	0.02	0.08	0.79
			Debtors	-	0.02	0.36	-	-	-
22	Zapak Digital Entertainment Limited (w.e.f FY 15-16)	Common Control	Premium Received (net of refund)	0.18	0.21	0.09	0.15	-	-
			Reimbursement paid for expenses (Online Reputation Expenses)	0.39	1.01	-	-	-	-
			Outstanding balance in Customer Deposit A/c	-	0.21	0.21	0.21	-	-
23	Reliance Telecom Limited	Common Control	Premium Received (net of refund)	-	-	-	0.00*	-	-
			Claim Paid	-	-	0.09	0.19	-	-
			Reimbursement paid for expenses (Telephone Expenses)	-	0.00*	0.01	0.01	-	-
			Outstanding balance in Customer Deposit A/c	0.80	0.80	0.80	0.80	-	-
24	Big Flicks Private Limited	Common Control	Premium Received (net of refund)	-	-	0.02	-	-	-
			Outstanding balance in Customer Deposit	-	-	-	0.03	-	-

Reliance General Insurance Company Limited
Registration No. and Date of Registration with the IRDA:Registration No. 103 Dated 23rd October 2000

Sr. No	Name of the Related Party	Relationship	Nature of transaction	For the quarter ended 30th June, 2017	For the period ended 31st March				
					2017	2016	2015	2014	2013
			A/c						
25	Reliance Big Broadcasting Private Limited	Common Control	Premium Received (net of refund)	-	-	0.18	-	0.04	-
			Reimbursement received for exps (Rent, Telephone, Electricity, Office Maintenance)	-	-	0.43	-	-	-
			Debtors	-	-	-	0.47	0.47	0.47
26	Reliance Big Entertainment Private Limited	Common Control	Premium Received (net of refund)	-	0.16	0.02	0.03	0.06	0.18
			Claim Paid	-	-	0.02	-	-	-
27	Reliance IDC Limited (w.e.f FY 16 - 17)	Common Control	Payment for IDC Charges	3.93	9.30	18.05	-	-	-
			Creditors	2.57	0.15	-	-	-	-
28	Reliance BPO Private Limited	Common Control	Premium Received (net of refund)	-	-	-	1.88	-	-
			Claim Paid	-	-	1.57	-	-	-
29	Reliance Globalcom Limited	Common Control	Claim Paid	-	-	0.07	0.32	-	-
30	Reliance Innoventures Private Limited (RIPL)	Common Control	Premium Received (net of refund)	-	1.84	3.80	3.25	2.65	4.79
31	Reliance Tech Services Limited	Common Control	Claim Paid	-	-	0.43	0.40	-	-
32	Campion Properties Limited	Common Control	Premium Received (net of refund)	-	0.02	0.02	0.02	-	-
33	Zapak Mobile Games Private Limited	Common Control	Premium Received (net of refund)	-	0.08	0.09	0.14	-	-
34	Reliance Equity Advisor (India) Ltd.	Common Control	Premium Received (net of refund)	-	-	-	-	0.48	0.02
			Outstanding balance in Customer Deposit A/c	-	-	-	-	0.02	0.02
35	Transasia Composite Insurance Broking Limited (ceased w.e.f June 30, 2014)	Common Contol	Premium Received(net of refund)	-	-	-	0.42	-	0.02
			Brokerage	-	-	-	22.22	20.64	14.85
			Creditors	-	-	-	-	0.06	0.97
36	Quant Capital Pvt. Ltd.	Fellow Subsidiary	Premium Received (net of refund)	-	-	-	0.04	0.45	0.02

Sr. No	Name of the Related Party	Relationship	Nature of transaction	For the quarter ended 30th June, 2017	For the period ended 31st March				
					2017	2016	2015	2014	2013
37	Quant Broking Private Limited	Fellow Subsidiary	Premium	-	-	-	-	-	0.02
			Brokerage paid for stock exchange trading	-	-	-	-	-	0.05
38	Reliance Transport & Travels Private Limited	Common Control	Premium Received(net of refund)	-	-	18.42	16.80	-	-
			Claim Paid	-	-	94.35	-	-	-
			Outstanding balance in Customer Deposit A/c	-	-	0.13	0.11	-	-
39	Reliance Asset Reconstruction Company Limited	Common	Outstanding balance in Customer Deposit A/c	-	-	0.23	0.01	-	0.02
40	Mr. Rakesh Jain	Key Managerial Personnel (includes relatives of KMP's)	Premium Received (net of refund)	0.04	0.05	0.06	0.03	0.01	0.02
			Remuneration	6.23	42.40	38.40	33.7	30.50	16.00
41	Shri Anil D. Ambani	Person having control	Premium Received (net of refund)	0.01	0.02	0.02	0.01	0.01	0.11

* Amounts are negligible

Note -

a) Expenses incurred towards public utilities services such as telephone and electricity charges have not been considered for related party transactions.
b) Claim paid to employees against Group Medical Policies and Group Personal Accident Policies have not been considered for related party transactions.
c) Transaction amount considered above are excluding taxes.

35. **Segment Information**

a) Revenue and expenses have been identified to a segment on the basis of relationship to the operating activities of the segment. Revenue and expenses, which relate to enterprise as a whole and are not allocable to a segment on reasonable basis, have been disclosed as “Unallocable”.

b) Segment assets and segment liabilities represent assets and liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as “Unallocable”.

Refer Annexure VIII: Restated Statement of Segment Disclosure.

36. **Summary of Financial Results:**

(₹ in millions)

Particulars	FY 2016-17	FY 2015-16	FY 2014-15	FY 2013-14	FY 2012-13
Operating Results					
Gross Direct Premiums	39,353.51	27,916.55	27,354.36	23,888.28	20,100.06
Net Earned Premium	20,890.56	19,994.52	19,420.20	17,470.47	13,483.16
Income From Investment	5,111.00	4,491.49	4,252.12	3,189.17	2,585.67
Other Income	5.52	13.68	14.51	(8.72)	(1.78)
Total Income	26,007.08	24,499.69	23,686.83	20,650.92	16,067.05
Commission (Net) including Brokerage	(1,690.84)	(250.37)	(207.20)	396.37	449.02
Operating Expenses	7,941.04	6,543.22	5,382.42	4,597.45	3,910.16
Net Incurred Claims (Including Premium Deficiency Reserve)	19,267.19	17,875.14	18,043.04	15,243.46	12,069.05
Change in unexpired risk reserve	(1,422.91)	(216.74)	186.81	(1,159.16)	(1,924.74)
Operating Profit/(Loss)	489.69	331.70	468.57	413.64	(361.18)
Non Operating Results					
Total Income under Shareholder’s Account	1,002.11	750.06	841.53	692.68	600.67
Profit/(Loss) before tax	1,278.73	1,017.89	1,181.98	1,023.72	(106.31)
Provision for tax :					
Current Tax (including earlier year tax)	262.19	207.17	81.42	-	-
Deferred Tax	(8.55)	9.36	125.11	118.50	266.49
MAT Credit	(262.19)	(207.17)	(81.42)	0.00	0.00
Profit/(Loss) after tax	1,287.28	1,008.53	1,056.87	905.22	(372.80)
Miscellaneous					
Policyholders’ Account					
Total Funds	56,308.34	46,171.57	42,512.93	32,060.15	26,624.14
Total Investments	56,308.34	46,171.57	42,512.93	32,060.15	26,624.14
Yield on Investments	8%	9%	11%	9%	9%
Shareholders’ Account					
Total Funds	10,934.32	7,642.16	7,970.33	6,367.01	5,900.82
Total Investments	10,934.32	7,642.16	7,970.33	6,367.01	5,900.82
Yield on Investments	8%	9%	11%	9%	9%
Paid up Equity Capital	1,257.75	1,227.75	1,227.75	1,227.75	1,227.75
Net Worth*	12,569.12	11,049.99	10,195.68	8,231.10	7,265.91
Total Assets	76,750.07	62,948.48	56,676.11	49,033.72	43,389.25
Yield on total Investments	8%	9%	11%	9%	9%
Earnings Per Share (₹)**	5.12	4.11	4.30	3.69	(1.53)
Book Value Per Share (₹)***	49.97	43.41	40.05	33.52	29.59
Total Dividend	-	-	-	-	-
Dividend Per Share (₹)	-	-	-	-	-

*Net Worth = Share Capital + Reserve & Surplus + Share Application Money + Fair Value Change Account – (Miscellaneous Expenditure + Debit Balance in Profit and Loss Account)

** The Board of Directors of the Company have approved issue of one bonus share for every one share held as on August 10, 2017. Pursuant to which the total number of equity shares have increased from 125,774,960 equity shares to 251,549,920 equity shares.

The numbers of weighted average shares and outstanding shares have been adjusted for issue of bonus shares in the ratio of 1:1 for the purpose of calculation of EPS and Book Value respectively.

***Considering the dilutive potential of the share application money at a value of ₹100 per share post bonus basis for FY 2014-15 & FY 2015-16.

37. **Earnings per share information:**

(₹ in millions)

Particulars	For the Quarter ended June 30, 2017	For the Year ended March 31,				
		2017	2016	2015	2014	2013
Profit/(Loss) available to equity shareholders	442.51	1,287.28	1,008.53	1,056.87	905.22	(372.80)
Weighted Average number of equity shares outstanding during the year	25,15,49,920	25,15,49,920	24,55,49,920	24,55,49,920	24,55,49,920	24,39,63,954
Basic Earnings Per Share (₹)	1.76	5.12	4.11	4.30	3.69	(1.53)
Diluted Earnings Per Share (₹)*	1.76	5.12	4.03	4.23	3.69	(1.53)

*Considering the dilutive potential of the share application money at a value of ₹100 per share post bonus basis for FY 2014-15 & FY 2015-16.

38. **Details of Forward Contracts entered and outstanding are as follows:**

(₹ in millions)

Particulars	As on quarter ended June 30, 2017	As on March 31, 2017	As on March 31 2016	As on March 31, 2015	As on March 31, 2014	As onMarch 31, 2013
Forward Contracts	-	-	-	-	-	-

39. **Details of dividend distributed:**

(₹ in millions)

Particulars	For the quarter ended June 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
Dividend per share (₹)	0.50	-	-	-	-	-
Cash outflows (₹ In millions)	75.69	-	-	-	-	-

40. **Pursuant to Insurance Regulatory and Development Authority of India circular no. IRDA/F&A/GDL/CG/100/05/2016 dated May 18, 2016 on Corporate Governance Guidelines, Details of additional work other than statutory audit are disclosed below:-**

(₹ in millions)

Particulars	For the quarter ended June 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
Certification Work	0.11	0.76	0.73	0.55	0.28	0.28

41. **Other events occurring after the reporting date as on 30th June, 2017.**

A. Issue of Bonus Shares:

The Board of Directors at the meeting held on August 10, 2017 recommended issue of bonus shares, in the proportion of 1:1 i.e. 1 bonus equity share of ₹10 each for every 1 fully paid-up equity shares, which is approved by the shareholder on August 10, 2017 . The record date for issue of bonus shares was August 10, 2017. Accordingly weighted average number of shares has been change for Earning per Share (EPS) computation.

B. Employee Stock Option Scheme (ESOP):

The Board of Directors at the meeting held on July 31, 2017 recommended issue of Reliance General Insurance Company Limited Employee Stock Option Scheme for employees of the Company, which is approved by the shareholder on August 04, 2017. On September 8, 2017 the Company had granted 2,051,884 equity shares to employees of the Company under the Reliance General Insurance Company Limited Employee Stock Option Scheme, which will be vested over a period of 4 years from the date of grant.

Annexure VI: Statement of Adjustments to Audited Financial Statements

Summarized below are the restatement adjustments made to the audited financial statements as at and for the quarter ended June 30, 2017 and year ended March 31, 2017, 2016, 2015, 2014, 2013 and their Impact on the profits of the Company.

(₹ in millions)

Sl No.	Particulars	For the quarter ended June 30, 2017	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013
	Profit after tax as per audited financial statements	442.51	1,303.44	990.82	813.90	640.83	(927.70)
A)	**Impact of adjustments due to change in accounting policy**						
i)	Change in method of calculation of Premium Deficiency Reserve (Refer Note 1.1)	-	(25.79)	25.79	-	(20.90)	17.94
(ii)	Change in method of computing Reserve for Unexpired Risks (Refer Note 1.2)	-	1.08	(0.40)	85.87	72.89	(115.00)
(iii)	Change in method of computing depreciation on fixed assets (Refer Note 1.3)	-	-	-	(5.98)	(1.16)	(25.64)
(B)	**Impact of Material Adjustments**						
(i)	Transitional liability on Indian Motor Third Party Insurance Pool (IMTPIP) under clean cut settlement (Refer Note 2.1)	-	-	-	-	792.76	538.87
(ii)	Interest on settlement of IMTPIP (Refer Note 2.1)	-	-	-	12.10	(439.03)	426.94
(iii)	Premium income along with interest there on recognised in the respective financial year (Refer Note 2.2)	-	-	1.68	276.09	(21.67)	(21.72)
(C)	**Deferred Tax impact on (A) & (B) above (Refer Note 3)**	-	8.55	(9.36)	(125.11)	(118.50)	(266.49)
	Profit after tax as per restated financial statements	**442.51**	**1,287.28**	**1,008.53**	**1,056.87**	**905.22**	**(372.80)**

Description of the adjustments carried out in the audited financial statements:

1. Changes in Accounting Policy

1.1. During the year ended March 31, 2017, the Company has changed the accounting policy of recognizing Premium Deficiency Reserve at a Company level as against the policy of calculating it at segment level. The Company has made consequential adjustments appropriately in financial years ended March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013.

1.2. As per the IRDAI regulations, the company has recognized Reserve for Unexpired Risk calculated on 1/365 method as compared to considering a minimum of 50% of the gross written premium on policies issued during the twelve months preceding the Balance Sheet date for fire, marine cargo and miscellaneous lines of business which was considered in respective financial years. The Company has made consequential adjustments appropriately in financial years 2015-16, 2014-15, 2013-14 and 2012-13.

1.3. During the year ended March 31, 2015, the Company has changed the method of depreciation from Written Down Value method to Straight Line Method in respect of certain assets. The depreciation charge recognized in the audited financial statements for the years ended March 31, 2015, March 31, 2014; March 31, 2013 has been restated to provide for the impact in each of the respective financial years due to the change in method of depreciation. Consequently, the net block of fixed assets has been accordingly changed in each of the financial years ended March 31, 2015, March 31, 2014, and March 31, 2013.

2. Other material adjustments

In the financial statements for the quarter ended June 30, 2017, years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013, certain items of income/expenses have been identified as adjustments pertaining to earlier years. These adjustments were recorded in the year in which they were identified. However, for the purpose of Restated Financial statements, such adjustments have been appropriately recorded in the respective years to which the transactions pertain. Adjustments related to financial years prior to year ended March 31, 2013 have been adjusted against the opening balance of the Restated Summary Statement of Profit and Loss Account as at April 1, 2012. The details of such adjustments are as under:

2.1. In accordance with the directions of IRDAI, the Company, together with other direct general insurance companies, participated in the IMTPIP. During the year ended March 31, 2012, the authority had directed the dismantling of Indian Motor Third Party Insurance Pool (IMTPIP) and advised recognition of actuarially estimated liabilities relating to IMTPIP for all earlier underwriting years and permitted companies to recognize this transitional liability on a straight line basis over a period of three year beginning with financial year ending March 31, 2012.

2.2. For the purpose of this statement, the said liabilities and expenses have been appropriately adjusted in the respective years in which they related to together with the interest received on the clean cut settlement.

2.3. During the year ended March 31, 2015, the Company has reversed income on account of refund of premium in respect of certain policies together with interest thereon. The Company has appropriately adjusted these amounts by reflecting them in the financial years in which policies were booked in the Restated Financial statements.

2.4. During the year ended March 31, 2017 and March 31, 2016 the Company has adjusted the impact of short provision of tax and MAT credit entitlement relating to FY 2015-16 and FY 2014-15 respectively. This has been appropriately adjusted to the respective years.

2.5. In the restated financial statements for the year ended March 31, 2017, the Company has created a Debenture Redemption Reserve (DRR) i.e. the year in which the debentures were issued. Consequently, the Restated Statement of Assets and Liabilities has been adjusted for ₹ 63.89 million. This restatement adjustment has no impact on the profits of the Company

2.6. During the year ended March 31, 2017 in line with revised regulations, the Company has revised its methodology of allocation and apportionment of expenses to business segments. The method of allocation and apportionment of expenses in the Restated Financial Information for the respective financial years has been aligned as per the revised methodology. This revision does not have impact on the profits for the respective years.

2.7. During the year ended March 31, 2017 in line with revised regulations, the Company has revised its methodology of allocation and apportionment of investment income to policyholders and shareholders. The method of allocation and apportionment of investment income in the Restated Financial Information for the earlier financial years has been aligned as per the revised methodology. This revision does not have impact on the profits for the respective years.

2.8. There are no audit qualifications to audited financial statements.

3. Material regrouping/reclassifications

3.1. Material regroupings/reclassifications has been made in the restated financial statements to the corresponding items of income, expenses, assets, liabilities, receipts and payments in order to bring them in line with the groupings/classifications as per the audited financial statements of the Company as at and for the quarter ended June 30, 2017

3.2. Reclassification also includes any directions from IRDAI subsequent to Balance sheet date impacting the numbers stated for the reported period

4. Tax impact on adjustments

The tax impact of all the adjustments above have been provided in the Deferred Tax Asset / (Liability) in the respective years.

5. Reconciliation of Opening Net worth on April 01, 2012

Particulars	**(₹ in millions)**
Net worth as at April 1, 2012 as per audited financial statements	7,138.05
Adjustments for	
Change in method of calculation of Premium Deficiency Reserve (Refer Note 1.1)	2.96
Change in method of computing Reserve for Unexpired Risks (Refer Note 1.2)	(44.44)
Change in method of computing depreciation on fixed assets (Refer Note 1.3)	24.60
Transitional liability on Indian Motor Third Party Insurance Pool (IMTPIP) under clean cut settlement (Refer Note 2.1)	(1,331.63)
Premium income recognised in the respective underwriting year (Refer Note 2.2)	(234.38)
Deferred Tax impact on restatement adjustments	510.91
Net worth as at April 01, 2012 as per Restated Financial Information	6,066.07

6. Emphasis of Matter

6.1. Financial Year - 2012-13 and 2013-14

In the Independent Auditors Report for the financial year ended March 31, 2013 and March 31, 2014, the Auditors has stated regarding IRDA Order No. IRDA/F&A/ORD/MTAP/070/03/2012 dated March 22, 2012 relating to IMTPIP liability for underwriting years 2009-10, 2010-11, 2011-12, wherein the company has opted to amortise the transitional liability on straight line basis over three years beginning with financial year March 31, 2012 as per the order directed by the Authority. The same has been adjusted to their respective financial years in the restated financial statements.

6.2. Financial Year – 2015-16

In the Independent Auditors report for the Financial year ended March 31, 2016 the Auditors has stated that provision for claims outstanding towards Incurred But Not Reported (IBNR) and Incurred But Not Enough Reported (IBNER) and expected claim cost for Premium Deficiency Reserve creation as of March 31, 2016, has been certified by consulting actuary instead of appointed actuary as required by IRDAI Regulations. During the year 2016-17, the Company has appointed an Appointed Actuary and the Mentor to the Appointed Actuary as per the IRDAI Regulations.

Reliance General Insurance Company Limited
Registration No. and Date of Registration with the IRDA:Registration No. 103 Dated 23rd October 2000

Annexure VII: Restated Statement of Accounting Ratios

(₹ in millions)

Sl No.	Particulars	As on / For the quarter ended June 30, 2017	As on / For the year ended March 31,				
			2017	2016	2015	2014	2013
1	Restated Profit / (Loss) after Tax (₹ in millions)	442.51	1,287.28	1,008.53	1,056.87	905.22	(372.80)
2	Net Profit / (Loss)(₹ in millions)	442.51	1,287.28	1,008.53	1,056.87	905.22	(372.80)
3	Weighted average number of Equity Shares outstanding during the year (Refer Note 1)	251,549,920	251,549,920	245,549,920	245,549,920	245,549,920	243,963,954
4	Number of Equity Shares outstanding at the end of the year	125,774,960	125,774,960	122,774,960	122,774,960	122,774,960	122,774,960
5	Net Worth (₹ in millions)	12,954.87	12,569.12	11,049.99	10,195.68	8,231.10	7,265.91
6	Accounting Ratios:						
	Basic Earnings per Share(₹)	1.76	5.12	4.11	4.30	3.69	(1.53)
	Diluted Earnings per Share(₹)	1.76	5.12	4.03	4.23	3.69	(1.53)
7	Net Asset Value Per Share (₹) (Refer note 4)	51.50	49.97	43.41	40.05	33.52	29.59
8	Gross Direct Premium Growth Rate						
	Fire	27.1%	15.4%	36.8%	6.4%	5.7%	44.8%
	Marine- Cargo	46.8%	6.8%	-0.5%	6.8%	40.0%	-29.9%
	Marine- Others	259.4%	-38.5%	112.8%	191.9%	131.4%	-19.2%
	Marine- Total	55.6%	-1.6%	10.4%	13.7%	42.1%	-29.7%
	Motor-OD	33.1%	19.8%	4.8%	-1.4%	2.7%	7.2%
	Motor-TP	17.3%	16.8%	-2.1%	30.9%	24.4%	24.4%
	Motor- Total	24.5%	18.2%	1.1%	13.7%	11.8%	13.8%
	Employer’s Liability	-4.6%	0.0%	17.6%	-0.1%	4.2%	29.6%
	Public/Product Liability	-11.2%	17.2%	19.8%	-5.1%	-3.6%	104.5%
	Engineering	16.7%	1.6%	-21.1%	-6.7%	-14.8%	-6.4%
	Aviation	16.7%	20.5%	75.7%	5.2%	29.6%	-37.5%
	Personal Accident	-26.0%	33.1%	-26.9%	31.2%	24.7%	-13.9%
	Health Insurance	127.1%	-35.9%	7.1%	6.5%	499.6%	-65.1%
	Crop / Weather Insurance	111.9%	867.3%	-29.0%	361.8%	13280.6%	410.6%
	Others	-37.4%	4.8%	-18.9%	-32.1%	3.1%	4.8%
	Total – Miscellaneous	45.3%	44.5%	-0.7%	15.2%	19.7%	16.5%
	Total	43.3%	41.0.%	2.1%	14.5%	18.8%	17.4%
9	Gross Direct Premium to Net Worth Ratio (In Times)	0.98	3.13	2.53	2.68	2.90	2.77
10	Growth rate of Net Worth (Refer note 5)	3.1%	13.7%	8.4%	23.9%	13.3%	19.8%

Reliance General Insurance Company Limited
Registration No. and Date of Registration with the IRDA:Registration No. 103 Dated 23rd October 2000

Sl No.	Particulars	As on / For the quarter ended June 30, 2017	As on / For the year ended March 31,				
			2017	2016	2015	2014	2013
11	Net Retention Ratio						
	Fire	26.6%	23.4%	21.1%	25.6%	22.9%	21.1%
	Marine- Cargo	13.3%	11.3%	66.3%	54.7%	55.4%	41.3%
	Marine- Others	1.2%	1.4%	1.8%	2.3%	7.0%	19.4%
	Marine- Total	12.2%	10.1%	54.7%	49.7%	53.6%	40.8%
	Motor-OD	79.0%	79.0%	78.8%	79.7%	94.2%	89.7%
	Motor-TP	79.6%	79.6%	79.7%	80.1%	93.3%	89.5%
	Motor- Total	79.3%	79.3%	79.3%	79.9%	93.8%	89.6%
	Employer's Liability	95.0%	95.0%	95.0%	92.7%	92.4%	89.8%
	Public/Product Liability	20.2%	21.5%	18.3%	16.1%	13.8%	10.1%
	Engineering	27.0%	34.3%	29.3%	21.2%	19.4%	16.3%
	Aviation	1.9%	1.9%	2.1%	2.7%	2.3%	-5.8%
	Personal Accident	90.2%	90.3%	89.9%	90.8%	69.6%	88.6%
	Health Insurance	92.2%	93.4%	93.7%	86.5%	75.0%	15.7%
	Crop / Weather Insurance	91.8%	15.3%	21.3%	13.0%	17.9%	27.8%
	Others	72.2%	54.7%	40.7%	30.0%	21.0%	27.8%
	Total – Miscellaneous	81.7%	59.6%	77.1%	73.5%	81.8%	80.4%
	Total	73.7%	55.7%	70.5%	69.4%	76.3%	74.2%
12	Net Commission Ratio						
	Fire	-7.6%	-30.2%	-25.4%	-21.4%	-28.0%	-15.0%%
	Marine- Cargo	-93.2%	-73.5%	11.2%	9.4%	11.9%	11.9%
	Marine- Others	332.8%	478.2%	-26.7%	-600.3%	-121.0%	-9.2%
	Marine- Total	-89.1%	-64.8%	11.0%	6.6%	11.3%	11.7%
	Motor-OD	2.7%	-1.2%	-0.3%	5.9%	9.2%	8.7%
	Motor-TP	-2.2%	-1.2%	-1.2%	-4.3%	-0.2%	-1.6%
	Motor- Total	0.2%	-1.2%	-0.7%	0.4%	4.7%	4.2%
	Employer's Liability	8.3%	8.4%	9.0%	8.9%	7.9%	8.2%
	Public/Product Liability	-7.7%	-1.5%	1.2%	2.2%	-11.5%	-22.6%
	Engineering	2.4%	-6.7%	-22.9%	-51.6%	-59.3%	-73.0%
	Aviation	-278.9%	-207.0%	-303.5%	-330.5%	-254.0%	229.5%
	Personal Accident	7.5%	6.1%	9.5%	6.2%	2.8%	8.5%
	Health Insurance	-0.7%	4.7%	2.3%	2.2%	0.0%	-16.0%
	Crop / Weather Insurance	-1.4%	-83.1%	-54.9%	-100.5%	-89.6%	-13.5%
	Others	-5.0%	3.8%	8.0%	8.5%	-3.3%	-13.5%
	Total – Miscellaneous	-0.3%	-6.5%	-0.6%	-0.6%	2.8%	3.3%

Reliance General Insurance Company Limited
Registration No. and Date of Registration with the IRDA:Registration No. 103 Dated 23rd October 2000

Sl No.	Particulars	As on / For the quarter ended June 30, 2017	As on / For the year ended March 31,				
			2017	2016	2015	2014	2013
	Total	-1.0%	-7.6%	-1.2%	-1.1%	2.1%	2.9%
13	Expense of Management to Gross Direct Premium Ratio	23.0%	23.2%	27.4%	23.7%	24.1%	24.9%
14	Expense of Management to Net Written Premium Ratio	30.9%	40.9%	37.9%	33.7%	30.9%	32.5%
15	Net Incurred Claims to Net Earned Premium	79.3%	92.2%	89.4%	92.9%	87.3%	89.5%
16	Combined Ratio	104.1%	120.2%	120.5%	119.8%	114.1%	117.8%
17	Technical Reserves to Net Premium Ratio	5.80	2.25	2.17	2.13	1.98	2.10
18	Underwriting balance Ratio						
	Fire	(0.45)	(0.16)	0.10	0.01	0.09	0.09
	Marine	1.24	0.05	(0.78)	(0.34)	(0.46)	(0.99)
	Miscellaneous	(0.14)	(0.23)	(0.21)	(0.15)	(0.16)	(0.22)
	Total	(0.15)	(0.22)	(0.21)	(0.19)	(0.16)	(0.22)
19	Operating Profit Ratio	3.8%	2.3%	1.7%	2.4%	2.4%	-2.7%
20	Liquid Assets to liabilities Ratio	0.29	0.31	0.33	0.31	0.24	0.24
21	Net earnings Ratio	4.7%	5.8%	5.0%	5.5%	4.9%	-2.4%
22	Return on Net Worth Ratio (Refer note 5)	3.4%	10.2%	9.1%	10.4%	11.0%	-5.1%
23	Available Solvency margin Ratio to Required Solvency Margin Ratio (times)	1.70	1.68	1.55	1.53	1.51	1.62
24	NPA Ratio						
	Gross NPA Ratio	-	-	-	-	-	-
	Net NPA Ratio	-	-	-	-	-	-
25	Debt-Equity Ratio	0.18	0.18	-	-	-	-
26	Debt Service Coverage Ratio	9.48	10.73	-	-	-	-
27	Interest Service Coverage Ratio	9.48	10.73	-	-	-	-

Note:

1. The Board of Directors of the Company have approved issue of one Bonus share for every one share held as on August 10, 2017. Pursuant to which the total number of equity shares have increased from 125,774,960 equity shares to 251,549,920 equity shares.
The weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number

of days during the year. The numbers of weighted average shares and outstanding shares have been adjusted for issue of bonus shares in the ratio of 1:1for the purpose of calculation of EPS and Net Asset Value respectively.

2 For the purpose of net worth,
Net Worth = Share Capital + Reserve & Surplus + Share Application Money + Fair Value Change Account – (Miscellaneous Expenditure + Debit Balance in Profit and Loss Account)

3. The above ratios have been calculated as per IRDAI Master Circular IRDA/F&I/CIR/F&A/231/10/2012 dated October 5th, 2012 and Corrigendum on Master Circular IRDA/F&I/CIR/F&A/126/07/2013 dated July 3rd, 2013 / SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as applicable.

4. Book value has been calculated considering the dilutive potential of the share application money at a value of ₹100 per share on post bonus basis for FY 2014-15 & FY 2015-16.
5. The ratios for quarter ended June 30, 2017 are not annualised.

Reliance General Insurance Company Limited
Registration No. and Date of Registration with the IRDA:Registration No. 103 Dated 23rd October 2000

Annexure VIII : Restated Statement of Segment Disclosure

(₹ in millions)

Particulars	Fire	Marine Cargo	Marine Hull	Motor OD	Motor TP	Motor	Employer's Liability	Public Liability	Engineering	Aviation	Personal Accident	Health	Weather and Crop Insurance	Other Misc.	Total Enterprise
Segment Revenues															
Net Premium Earned															
Quarter ended June 30,2017	165.54	13.77	-	1,931.53	2,031.06	3,962.59	21.61	17.82	44.20	0.32	63.05	1,207.40	1,008.20	62.73	6,567.23
2016-17	632.68	176.62	1.65	6,911.85	7,592.92	14,504.77	89.57	73.46	187.25	1.11	333.69	2,999.42	1,682.81	207.53	20,890.56
2015-16	560.43	266.90	0.99	6,060.36	6,902.12	12,962.48	86.01	52.32	167.04	0.98	355.91	5,139.85	232.97	168.64	19,994.52
2014-15	486.80	218.02	1.06	6,662.16	6,793.10	13,455.26	72.59	35.61	153.00	0.84	236.73	4,398.33	198.02	163.94	19,420.20
2013-14	450.77	191.82	1.29	6,961.53	5,594.15	12,555.68	71.17	36.07	162.67	0.59	189.29	3,582.93	55.95	172.24	17,470.47
2012-13	344.09	83.19	2.08	6,371.99	3,931.51	10,303.50	64.40	25.48	137.10	(1.27)	216.85	2,175.03	0.92	131.79	13,483.16
Investment income															
Quarter ended June 30,2017	40.04	6.16	0.05	119.80	918.34	1,038.14	3.87	3.97	6.72	0.07	12.43	71.22	29.52	10.76	1,222.95
2016-17	142.23	36.19	0.21	521.34	3,916.76	4,438.10	13.82	13.17	32.38	0.32	50.84	256.65	80.64	46.45	5,111.00
2015-16	102.13	39.27	0.24	485.85	3,450.83	3,936.68	8.84	9.12	33.98	0.27	43.58	251.23	25.07	41.08	4,491.49
2014-15	89.12	32.90	0.19	549.04	3,208.70	3,757.74	7.86	6.89	33.44	0.24	38.10	232.24	13.80	39.60	4,252.12
2013-14	62.24	21.12	0.20	504.11	2,337.12	2,841.23	5.92	3.79	23.67	0.12	21.64	176.35	0.84	32.05	3,189.17
2012-13	53.72	15.16	0.32	489.89	1,800.27	2,290.16	5.25	2.86	22.54	0.08	21.08	147.20	0.01	27.29	2,585.67
Misc Income															
Quarter ended June 30,2017	(0.00)	(0.01)	(0.02)	0.51	-	0.51	-	0.01	0.01	(0.23)	0.01	-	-	1.18	1.46
2016-17	(0.13)	0.14	0.13	2.13	-	2.13	-	1.74	0.03	(0.14)	-	-	-	1.62	5.52
2015-16	0.35	0.02	0.04	2.77	-	2.77	-	-	(0.01)	0.06	0.01	0.04	-	10.40	13.68
2014-15	(0.02)	-	0.06	2.66	-	2.66	-	-	-	-	-	0.07	-	11.74	14.51
2013-14	-	-	-	2.09	-	2.09	-	-	-	-	-	0.07	-	(10.88)	(8.72)
2012-13	-	-	-	2.14	-	2.14	-	-	-	-	-	0.02	-	(3.94)	(1.78)
Total															
Quarter ended June 30,2017	205.58	19.92	0.03	2,051.84	2,949.40	5,001.24	25.48	21.80	50.93	0.16	75.49	1,278.62	1,037.72	74.67	7,791.64
2016-17	774.78	212.95	1.99	7,435.32	11,509.68	18,945.00	103.39	88.37	219.66	1.29	384.53	3,256.07	1,763.45	255.60	26,007.08
2015-16	662.91	306.19	1.27	6,548.98	10,352.95	16,901.93	94.85	61.44	201.01	1.31	399.50	5,391.12	258.04	220.12	24,499.69
2014-15	575.90	250.92	1.31	7,213.86	10,001.80	17,215.66	80.45	42.50	186.44	1.08	274.83	4,630.64	211.82	215.28	23,686.83

Reliance General Insurance Company Limited
Registration No. and Date of Registration with the IRDA:Registration No. 103 Dated 23rd October 2000

Particulars	Fire	Marine Cargo	Marine Hull	Motor OD	Motor TP	Motor	Employer's Liability	Public Liability	Engineering	Aviation	Personal Accident	Health	Weather and Crop Insurance	Other Misc.	Total Enterprise
2013-14	513.01	212.94	1.49	7,467.73	7,931.27	15,399.00	77.09	39.86	186.34	0.71	210.93	3,759.35	56.79	193.41	20,650.92
2012-13	397.81	98.35	2.40	6,864.02	5,731.78	12,595.80	69.65	28.34	159.64	(1.19)	237.93	2,322.25	0.93	155.14	16,067.05
Segment Expenses															
Claims															
Quarter ended June 30,2017	170.23	22.44	1.43	1,121.64	1,991.22	3,112.86	11.97	11.24	27.28	(0.08)	23.43	1,304.05	514.31	7.13	5,206.29
2016-17	677.04	184.40	(0.37)	3,802.20	9,454.24	13,256.44	100.33	49.25	65.35	0.10	547.53	2,735.38	1,583.40	68.34	19,267.19
2015-16	362.68	313.60	0.65	3,459.15	7,856.49	11,315.64	39.98	19.08	103.91	0.42	351.89	4,916.03	363.00	88.26	17,875.14
2014-15	364.98	185.98	0.08	3,630.96	8,497.92	12,128.88	32.03	22.40	145.45	0.65	309.31	4,519.78	236.76	96.74	18,043.04
2013-14	365.49	180.08	(0.30)	2,940.64	7,749.46	10,690.10	28.85	16.73	174.11	2.06	162.08	3,529.91	59.38	34.97	15,243.46
2012-13	207.20	110.43	(0.22)	3,776.09	5,458.06	9,234.15	27.18	6.50	113.72	7.68	211.35	2,065.28	0.05	85.73	12,069.05
Commission															
Quarter ended June 30,2017	(28.51)	(39.34)	1.37	62.67	(53.72)	8.95	2.14	(4.15)	1.41	(1.06)	7.15	(20.98)	(13.66)	(4.38)	(91.06)
2016-17	(256.04)	(37.25)	3.88	(87.84)	(98.74)	(186.58)	7.47	(1.19)	(13.67)	(2.57)	20.36	151.21	(1,386.26)	9.80	(1,690.84)
2015-16	(171.43)	32.22	(0.44)	(15.70)	(83.30)	(98.99)	8.04	0.70	(40.29)	(3.55)	24.08	116.36	(131.58)	14.51	(250.37)
2014-15	(120.35)	21.31	(6.18)	354.30	(302.07)	52.23	6.62	0.94	(82.63)	(2.73)	21.64	95.62	(207.78)	14.11	(207.20)
2013-14	(133.62)	25.86	(1.29)	663.55	(15.34)	648.21	5.82	(4.45)	(88.31)	(1.71)	5.74	0.85	(55.07)	(5.66)	396.37
2012-13	(62.38)	13.74	(0.11)	581.29	(80.55)	500.74	5.66	(6.50)	(108.57)	(3.03)	17.56	111.75	(0.10)	(19.74)	449.02
Premium Deficiency															
Quarter ended June 30,2017	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2016-17	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2015-16	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2014-15	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2013-14	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2012-13	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Management Expenses															
Quarter ended June 30,2017	98.26	10.47	0.28	663.64	702.34	1,365.98	6.39	13.84	15.44	0.10	19.91	579.78	293.04	21.69	2,425.18
2016-17	310.20	17.79	0.48	2,629.90	2,811.78	5,441.68	30.68	28.59	72.66	0.53	95.78	922.78	931.85	88.02	7,941.04
2015-16	313.27	129.12	0.95	1,875.86	2,082.81	3,958.67	40.59	25.26	80.41	0.61	85.15	1,642.96	184.41	81.82	6,543.22

Reliance General Insurance Company Limited
Registration No. and Date of Registration with the IRDA:Registration No. 103 Dated 23rd October 2000

Particulars	Fire	Marine Cargo	Marine Hull	Motor OD	Motor TP	Motor	Employer's Liability	Public Liability	Engineering	Aviation	Personal Accident	Health	Weather and Crop Insurance	Other Misc.	Total Enterprise
2014-15	237.97	91.67	0.56	1,562.66	1,826.74	3,389.40	29.54	17.17	66.54	0.34	96.71	1,199.74	186.56	66.22	5,382.42
2013-14	177.77	77.64	0.59	1,692.13	1,508.12	3,200.25	26.16	13.73	55.13	0.26	52.11	907.23	24.88	61.70	4,597.45
2012-13	169.85	45.11	0.54	1,623.55	1,239.46	2,863.01	26.66	11.19	59.04	(0.40)	52.29	632.60	0.28	49.99	3,910.16
Total															
Quarter ended June 30,2017	239.98	(6.43)	3.08	1,847.95	2,639.84	4,487.79	20.50	20.93	44.13	(1.04)	50.49	1,862.85	793.69	24.44	7,540.41
2016-17	731.20	164.94	3.99	6,344.26	12,167.28	18,511.54	138.48	76.65	124.34	(1.94)	663.67	3,809.37	1,128.99	166.16	25,517.39
2015-16	504.52	474.94	1.16	5,319.32	9,856.00	15,175.32	88.61	45.04	144.03	(2.52)	461.12	6,675.35	415.83	184.59	24,167.99
2014-15	482.60	298.96	(5.54)	5,547.92	10,022.59	15,570.51	68.19	40.51	129.36	(1.74)	427.66	5,815.14	215.54	177,07	23,218.26
2013-14	409.64	283.58	(1.00)	5,296.32	9,242.24	14,538.56	60.83	26.01	140.93	0.61	219.93	4,437.99	29.19	91.01	20,237.28
2012-13	314.67	169.28	0.21	5,980.93	6,616.97	12,597.90	59.50	11.19	64.19	4.25	281.20	2,809.63	0.23	115.98	16,428.23
Operating Profit/loss															
Quarter ended June 30,2017	(34.40)	26.35	(3.05)	203.89	309.56	513.45	4.98	0.87	6.80	1.20	25.00	(584.223)	244.03	50.23	251.23
2016-17	43.58	48.01	(2.00)	1,091.06	(657.60)	433.46	(35.09)	11.72	95.32	3.23	(279.14)	(553.30)	634.46	89.44	489.69
2015-16	158.39	(168.75)	0.11	1,229.66	496.95	1,726.61	6.24	16.40	56.98	3.83	(61.62)	(1,284.23)	(157.79)	35.53	331.70
2014-15	93.30	(48.04)	6.85	1,665.94	(20.79)	1,645.15	12.26	1.99	57.08	2.82	(152.83)	(1,184.50)	(3.72)	38.21	468.57
2013-14	103.37	(70.64)	2.49	2,171.41	(1,310.97)	860.44	16.26	13.85	45.41	0.10	(9.00)	(678.64)	27.60	102.40	413.64
2012-13	83.14	(70.93)	2.19	883.09	(885.19)	(2.10)	10.15	17.15	95.45	(5.44)	(43.27)	(487.38)	0.70	39.16	(361.18)
Unallocated items															
Investment income															
Quarter ended June 30,2017															272.60
2016-17															992.49
2015-16															743.42
2014-15															797.19
2013-14															633.36
2012-13															573.07
Provision/ (Other income)															

Reliance General Insurance Company Limited
Registration No. and Date of Registration with the IRDA:Registration No. 103 Dated 23rd October 2000

Particulars	Fire	Marine Cargo	Marine Hull	Motor OD	Motor TP	Motor	Employe r's Liability	Public Liability	Enginee ring	Aviation	Personal Accident	Health	Weather and Crop Insuran ce	Other Misc.	Total Enterpris e
Quarter ended June 30,2017															(4.07)
2016-17															(9.62)
2015-16															(6.64)
2014-15															(44.34)
2013-14															(59.32)
2012-13															(27.60)
Expenses															
Quarter ended June 30,2017															85.39
2016-17															213.07
2015-16															63.87
2014-15															128.12
2013-14															82.60
2012-13															345.80
Net Profit before tax															
Quarter ended June 30,2017															442.51
2016-17															1,278.73
2015-16															1,017.89
2014-15															1,181.98
2013-14															1,023.72
2012-13															(106.31)
Income tax including DT															
Quarter ended June 30,2017															91.70
2016-17															253.64
2015-16															216.53
2014-15															206.53
2013-14															118.50
2012-13															266.49
MAT Credit															

Reliance General Insurance Company Limited
Registration No. and Date of Registration with the IRDA:Registration No. 103 Dated 23rd October 2000

Particulars	Fire	Marine Cargo	Marine Hull	Motor OD	Motor TP	Motor	Employe r's Liability	Public Liability	Enginee ring	Aviation	Personal Accident	Health	Weather and Crop Insuran ce	Other Misc.	Total Enterpris e
Quarter ended June 30,2017															(91.70)
2016-17															(262.19)
2015-16															(207.17)
2014-15															(81.42)
2013-14															-
2012-13															-
Net profit after tax															
Quarter ended June 30,2017															442.51
2016-17															1,287.28
2015-16															1,008.53
2014-15															1,056.87
2013-14															905.22
2012-13															(372.80)
Assets															
Segment Assets															
Quarter ended June 30,2017															-
2016-17															-
2015-16															-
2014-15															-
2013-14															-
2012-13															-
Unallocated Assets															
Policyholder Fund															
Quarter ended June 30,2017															60,829.09
2016-17															59,073.65
2015-16															48,797.96
2014-15															44,687.37
2013-14															39,040.53
2012-13															26,871.33
Shareholders Fund															

Reliance General Insurance Company Limited
Registration No. and Date of Registration with the IRDA:Registration No. 103 Dated 23rd October 2000

Particulars	Fire	Marine Cargo	Marine Hull	Motor OD	Motor TP	Motor	Employe r's Liability	Public Liability	Enginee ring	Aviation	Personal Accident	Health	Weather and Crop Insuran ce	Other Misc.	Total Enterpris e
Quarter ended June 30,2017															18,111.60
2016-17															17,676.42
2015-16															14,150.51
2014-15															11,988.72
2013-14															9,993.19
2012-13															16,517.93
Total															
Quarter ended June 30,2017															78,940.70
2016-17															76,750.07
2015-16															62,948.48
2014-15															56,676.11
2013-14															49,033.72
2012-13															43,389.25
Liabilities															
Segment Liabilities															
Quarter ended June 30,2017	2,324.35	277.75	2.90	5,480.07	40,469.65	45,949.72	171.33	193.71	295.50	2.95	564.39	3,986.82	1,285.54	470.40	55,525.37
2016-17	1,581.61	251.89	1.06	5,006.41	38,452.61	43,459.02	161.63	147.30	283.82	2.98	588.74	2,239.36	1,245.93	454.01	50,417.35
2015-16	1,038.69	422.08	2.79	4,693.63	33,738.23	38,431.85	93.98	95.95	313.25	2.82	395.29	2,561.19	238.86	401.65	43,998.41
2014-15	891.51	327.85	1.72	4,556.87	31,422.23	35,979.10	73.94	80.66	329.35	2.36	464.09	2,226.59	234.22	374.65	40,986.03
2013-14	743.47	276.28	1.73	5,561.35	27,345.53	32,906.88	70.59	49.66	284.34	1.97	250.52	2,066.42	18.30	351.43	37,021.61
2012-13	614.82	183.38	2.53	5,605.29	23,551.53	29,156.82	58.53	33.00	234.00	0.62	225.15	1,815.88	(0.04)	344.85	32,669.53
Unallocated Liabilities															
Policyholder Fund															
Quarter ended June 30, 2017															5,329.79
2016-17															9,036.03
2015-16															4,824.85
2014-15															3,721.27
2013-14															2,041.54
2012-13															1.414.32

Reliance General Insurance Company Limited
Registration No. and Date of Registration with the IRDA:Registration No. 103 Dated 23rd October 2000

Particulars	Fire	Marine Cargo	Marine Hull	Motor OD	Motor TP	Motor	Employer's Liability	Public Liability	Engineering	Aviation	Personal Accident	Health	Weather and Crop Insurance	Other Misc.	Total Enterprise
Shareholders Fund															
Quarter ended June 30,2017															18,085.53
2016-17															17,296.68
2015-16															14.125.21
2014-15															11.968.79
2013-14															9,970.58
2012-13															9,305.41
Total															
Quarter ended June 30,2017															78,940.70
2016-17															76,750.07
2015-16															62,948.48
2014-15															56,676.11
2013-14															49,033.72
2012-13															43,389.25

Note:

1. Segment Reporting is made as per the modification prescribed by the Insurance Regulatory and Development Authority Regulations wherein details are to be given for fire, marine cargo, marine hull and ten classes of miscellaneous insurance

2. Since the company's entire business is conducted within India, there are no reportable geographical segments for the Period.

Annexure IX: Restated Statement of Premium Earned

(₹ in millions)

Particulars	Financial year	Premium from direct business written	Premium on reinsurance accepted	Premium on reinsurance ceded	Net Premium (3+4-5)	Change in reserve for unexpired risks	Net Premium Earned (6+7)
1	2	3	4	5	6	7	8
Fire	Q1 2017-18	1,371.52	46.87	1,041.51	376.88	(211.34)	165.54
	2016-17	2,989.13	641.45	2,782.31	848.27	(215.59)	632.68
	2015-16	2,590.77	604.13	2,521.21	673.69	(113.26)	560.43
	2014-15	1,893.18	296.83	1,628.34	561.67	(74.87)	486.80
	2013-14	1,779.64	304.84	1,607.95	476.53	(25.76)	450.77
	2012-13	1,684.25	287.84	1,555.18	416.91	(72.82)	344.09
Marine Cargo	Q1 2017-18	315.06	1.11	273.97	42.20	(28.43)	13.77
	2016-17	441.96	8.00	399.25	50.71	125.91	176.62
	2015-16	413.67	18.87	145.79	286.75	(19.85)	266.90
	2014-15	415.59	1.09	188.73	227.95	(9.93)	218.02
	2013-14	389.28	1.23	174.14	216.37	(24.55)	191.82
	2012-13	278.11	1.29	164.10	115.30	(32.11)	83.19
Marine Hull	Q1 2017-18	33.11	-	32.69	0.42	(0.42)	0.00
	2016-17	57.97	-	57.16	0.81	0.84	1.65
	2015-16	94.24	-	92.59	1.65	(0.66)	0.99
	2014-15	44.30	-	43.27	1.03	0.03	1.06
	2013-14	15.18	-	14.11	1.07	0.22	1.29
	2012-13	6.55	-	5.28	1.27	0.81	2.08
Marine Total	**Q1 2017-18**	**348.17**	**1.11**	**306.66**	**42.62**	**(28.85)**	**13.77**
	2016-17	**499.93**	**8.00**	**456.41**	**51.52**	**126.75**	**178.27**
	2015-16	**507.91**	**18.87**	**238.38**	**288.40**	**(20.51)**	**267.89**
	2014-15	**459.89**	**1.09**	**232.00**	**228.98**	**(9.90)**	**219.08**
	2013-14	**404.46**	**1.23**	**188.25**	**217.44**	**(24.33)**	**193.11**
	2012-13	**284.66**	**1.29**	**169.38**	**116.57**	**(31.30)**	**85.27**
Motor OD	Q1 2017-18	2,922.02	-	613.66	2,308.36	(376.83)	1,931.53
	2016-17	9,518.16	-	1,998.73	7,519.43	(607.58)	6,911.85
	2015-16	7,947.72	-	1,686.37	6,261.35	(200.99)	6,060.36
	2014-15	7,581.45	0.03	1,540.92	6,040.56	621.60	6,662.16
	2013-14	7,690.12	0.08	444.76	7,245.44	(283.91)	6,961.53
	2012-13	7,485.00	0.05	773.17	6,711.88	(339.89)	6,371.99
Motor TP	Q1 2017-18	3,069.05	-	626.06	2,442.99	(411.93)	2,031.06
	2016-17	10,108.36	(11.17)	2,057.74	8,039.45	(446.53)	7,592.92
	2015-16	8,657.53	63.80	1,769.20	6,952.13	(50.01)	6,902.12
	2014-15	8,843.91	(23.63)	1,758.88	7,061.40	(268.30)	6,793.10
	2013-14	6,756.33	167.87	466.70	6,457.50	(863.35)	5,594.15
	2012-13	5,431.77	294.38	602.15	5,124.00	(1,192.49)	3,931.51
Motor Total	**Q1 2017-18**	**5,991.07**	**-**	**1,239.72**	**4,751.35**	**(788.76)**	**3,962.59**
	2016-17	**19,626.52**	**(11.17)**	**4,056.47**	**15,558.88**	**(1,054.11)**	**14,504.77**

Reliance General Insurance Company Limited
Registration No. and Date of Registration with the IRDA:Registration No. 103 Dated 23rd October 2000

Particulars	Financial year	Premium from direct business written	Premium on reinsurance accepted	Premium on reinsurance ceded	Net Premium (3+4-5)	Change in reserve for unexpired risks	Net Premium Earned (6+7)
1	2	3	4	5	6	7	8
	2015-16	**16,605.25**	**63.80**	**3,455.57**	**13,213.48**	**(251.00)**	**12,962.48**
	2014-15	**16,425.36**	**(23.60)**	**3,299.80**	**13,101.96**	**353.30**	**13,455.26**
	2013-14	**14,446.45**	**167.95**	**911.46**	**13,702.94**	**(1,147.26)**	**12,555.68**
	2012-13	**12,916.77**	**294.43**	**1,375.32**	**11,835.88**	**(1,532.38)**	**10,303.50**
Employer's Liability	Q1 2017-18	26.97	-	1.35	25.62	(4.01)	21.61
	2016-17	93.96	-	4.70	89.26	0.31	89.57
	2015-16	93.95	-	4.70	89.25	(3.24)	86.01
	2014-15	79.86	-	5.82	74.04	(1.45)	72.59
	2013-14	79.91	-	6.05	73.86	(2.69)	71.17
	2012-13	76.69	-	7.82	68.87	(4.47)	64.40
Public Liability	Q1 2017-18	254.88	13.33	214.14	54.07	(36.25)	17.82
	2016-17	366.82	13.84	298.91	81.75	(8.29)	73.46
	2015-16	312.92	0.11	255.67	57.36	(5.04)	52.32
	2014-15	261.23	5.01	223.35	42.89	(7.28)	35.61
	2013-14	275.23	3.33	240.01	38.55	(2.48)	36.07
	2012-13	285.43	0.15	256.85	28.73	(3.25)	25.48
Engineering	Q1 2017-18	184.86	30.03	156.81	58.08	(13.88)	44.20
	2016-17	540.53	53.17	390.31	203.39	(16.14)	187.25
	2015-16	531.95	66.65	422.99	175.61	(8.57)	167.04
	2014-15	674.53	81.63	596.10	160.06	(7.06)	153.00
	2013-14	723.36	42.15	616.66	148.85	13.82	162.67
	2012-13	848.94	62.43	762.60	148.77	(11.67)	137.10
Aviation	Q1 2017-18	20.19	-	19.81	0.38	(0.06)	0.32
	2016-17	65.79	-	64.55	1.24	(0.13)	1.11
	2015-16	54.61	-	53.44	1.17	(0.19)	0.98
	2014-15	31.08	-	30.26	0.82	0.02	0.84
	2013-14	29.55	-	28.88	0.67	(0.08)	0.59
	2012-13	22.80	-	24.12	(1.32)	0.05	(1.27)
Personal Accident	Q1 2017-18	105.16	-	10.29	94.87	(31.82)	63.05
	2016-17	365.62	6.75	36.26	336.11	(2.42)	333.69
	2015-16	274.75	6.43	28.31	252.87	103.04	355.91
	2014-15	376.09	9.13	35.62	349.60	(112.87)	236.73
	2013-14	286.70	8.49	89.79	205.40	(16.11)	189.29
	2012-13	229.91	2.76	26.55	206.12	10.73	216.85
Health	Q1 2017-18	3,172.28	0.03	246.54	2,925.77	(1,718.37)	1,207.40
	2016-17	3,443.30	4.94	229.22	3,219.02	(219.60)	2,999.42
	2015-16	5,371.85	3.88	337.87	5,037.86	101.99	5,139.85
	2014-15	5,016.94	-	675.90	4,341.04	57.29	4,398.33
	2013-14	4,709.48	-	1,175.91	3,533.57	49.36	3,582.93
	2012-13	2,962.56	2.66	502.05	2,463.17	(288.14)	2,175.03
Weather and Crop	Q1 2017-18	1,091.87	-	89.92	1,001.95	6.25	1,008.20

Reliance General Insurance Company Limited
Registration No. and Date of Registration with the IRDA:Registration No. 103 Dated 23rd October 2000

Particulars	Financial year	Premium from direct business written	Premium on reinsurance accepted	Premium on reinsurance ceded	Net Premium (3+4-5)	Change in reserve for unexpired risks	Net Premium Earned (6+7)
1	**2**	**3**	**4**	**5**	**6**	**7**	**8**
Insurance	2016-17	10,894.35	-	9,226.14	1,668.21	14.60	1,682.81
	2015-16	1,126.25	-	886.66	239.59	(6.62)	232.97
	2014-15	1,586.14	-	1,379.34	206.80	(8.78)	198.02
	2013-14	343.44	-	282.00	61.44	(5.49)	55.95
	2012-13	2.57	-	1.85	0.72	0.20	0.92
Other Misc.	Q1 2017-18	120.55	0.00	33.55	87.00	(24.27)	62.73
	2016-17	467.56	0.45	212.19	255.82	(48.29)	207.53
	2015-16	446.34	0.31	264.67	181.98	(13.34)	168.64
	2014-15	550.06	2.03	386.56	165.53	(1.59)	163.94
	2013-14	810.06	0.69	640.37	170.38	1.86	172.24
	2012-13	785.48	0.02	662.02	123.48	8.31	131.79
Misc Total	**Q1 2017-18**	**10,967.83**	**43.39**	**2,012.13**	**8,999.09**	**(2,611.17)**	**6,387.92**
	2016-17	**35,864.45**	**67.98**	**14,518.75**	**21,413.68**	**(1,334.07)**	**20,079.61**
	2015-16	**24,817.87**	**141.18**	**5,709.88**	**19,249.17**	**(82.97)**	**19,166.20**
	2014-15	**25,001.29**	**74.20**	**6,632.75**	**18,442.74**	**271.58**	**18,714.32**
	2013-14	**21,704.18**	**222.61**	**3,991.13**	**17,935.66**	**(1,109.07)**	**16,826.59**
	2012-13	**18,131.15**	**362.45**	**3,619.18**	**14,874.42**	**(1,820.62)**	**13,053.80**
Total	**Q1 2017-18**	**12,687.52**	**91.37**	**3,360.30**	**9,418.59**	**(2,851.36)**	**6,567.23**
	2016-17	**39,353.51**	**717.43**	**17,757.47**	**22,313.47**	**(1,422.91)**	**20,890.56**
	2015-16	**27,916.55**	**764.18**	**8,469.47**	**20,211.26**	**(216.74)**	**19,994.52**
	2014-15	**27,354.36**	**372.12**	**8,493.09**	**19,233.39**	**186.81**	**19,420.20**
	2013-14	**23,888.28**	**528.68**	**5,787.33**	**18,629.63**	**(1,159.16)**	**17,470.47**
	2012-13	**20,100.06**	**651.58**	**5,343.74**	**15,407.90**	**(1,924.74)**	**13,483.16**

Annexure X: Restated Statement of Claims

(₹ in millions)

Particulars	Financial year	Claims Paid from direct business written	Claims Paid on reinsurance Accepted	Claims Recovered on reinsurance ceded	Net Claims Paid (3+4-5)	Out-standing Claims at the end of the Period	Out-standing Claims at the beginning of the Period	Net Claims Incurred (6+7-8)
1	**2**	**3**	**4**	**5**	**6**	**7**	**8**	**9**
Fire	Q1 2017-18	707.72	0.37	599.51	108.58	906.79	845.14	170.23
	2016-17	1,614.39	56.49	1,320.56	350.32	845.14	518.42	677.04
	2015-16	1,242.06	78.40	993.94	326.52	518.42	482.26	362.68
	2014-15	1,024.16	71.40	802.00	293.56	482.26	410.84	364.98
	2013-14	869.20	37.35	648.87	257.68	410.84	303.03	365.49
	2012-13	728.69	140.68	676.29	193.08	303.03	288.91	207.20
Marine Cargo	Q1 2017-18	129.69	-	104.72	24.97	239.65	242.18	22.44
	2016-17	391.40	6.79	176.10	222.09	242.18	279.87	184.40
	2015-16	490.97	11.41	257.87	244.51	279.87	210.78	313.60
	2014-15	370.02	1.27	225.13	146.16	210.78	170.96	185.98
	2013-14	208.38	2.64	100.18	110.84	170.96	101.72	180.08
	2012-13	216.94	12.08	141.64	87.38	101.72	78.67	110.43
Marine Hull	Q1 2017-18	0.04	-	0.04	-	1.60	0.17	1.43
	2016-17	36.68	-	36.15	0.53	0.17	1.07	(0.37)
	2015-16	17.08	-	16.85	0.23	1.07	0.65	0.65
	2014-15	1.91	-	1.84	0.07	0.65	0.64	0.08
	2013-14	0.30	-	0.03	0.27	0.64	1.21	(0.30)
	2012-13	0.39	-	0.04	0.35	1.21	1.78	(0.22)
Marine Total	**Q1 2017-18**	**129.73**	**-**	**104.76**	**24.97**	**241.25**	**242.35**	**23.87**
	2016-17	**428.08**	**6.79**	**212.25**	**222.62**	**242.35**	**280.94**	**184.03**
	2015-16	**508.05**	**11.41**	**274.72**	**244.74**	**280.94**	**211.43**	**314.25**
	2014-15	**371.93**	**1.27**	**226.97**	**146.23**	**211.43**	**171.60**	**186.06**
	2013-14	**208.68**	**2.64**	**100.21**	**111.11**	**171.60**	**102.93**	**179.78**
	2012-13	**217.33**	**12.08**	**141.68**	**87.73**	**102.93**	**80.45**	**110.21**
Motor OD	Q1 2017-18	1,394.68	-	268.06	1,126.62	952.40	957.38	1,121.64
	2016-17	5,219.04	-	1,112.01	4,107.03	957.38	1,262.21	3,802.20
	2015-16	4,569.95	-	1,039.49	3,530.46	1,262.21	1,333.52	3,459.15
	2014-15	4,504.59	-	465.17	4,039.42	1,333.52	1,741.98	3,630.96
	2013-14	4,305.20	(792.76)	373.52	3,138.92	1,722.06	1,920.34	2,940.64
	2012-13	3,724.63	-	372.87	3,351.76	1,891.18	1,466.85	3,776.09
Motor TP	Q1 2017-18	1,779.27	-	436.54	1,342.73	29,691.58	29,043.09	1,991.22
	2016-17	6,784.79	22.27	3,621.99	3,185.07	29,043.0	22,773.9	9,454.25

Reliance General Insurance Company Limited
Registration No. and Date of Registration with the IRDA:Registration No. 103 Dated 23rd October 2000

Particulars	Financial year	Claims Paid from direct business written	Claims Paid on reinsurance Accepted	Claims Recovered on reinsurance ceded	Net Claims Paid (3+4-5)	Out-standing Claims at the end of the Period	Out-standing Claims at the beginning of the Period	Net Claims Incurred (6+7-8)
1	2	3	4	5	6	7	8	9
						9	1	
	2015-16	5,889.60	54.50	360.04	5,584.06	22,773.91	20,501.49	7,856.48
	2014-15	4,897.67	79.50	253.55	4,723.62	20,501.49	16,727.18	8,497.93
	2013-14	3,817.58	1,198.62	170.03	4,846.17	16,747.10	13,843.80	7,749.47
	2012-13	2,944.41	365.73	134.89	3,175.25	13,872.97	11,590.17	5,458.05
Motor Total	**Q1 2017-18**	**3,173.95**	**-**	**704.61**	**2,469.34**	**30,643.99**	**30,000.47**	**3,112.86**
	2016-17	**12,003.83**	**22.27**	**4,734.00**	**7,292.10**	**30,000.47**	**24,036.13**	**13,256.44**
	2015-16	**10,459.55**	**54.50**	**1,399.53**	**9,114.52**	**24,036.13**	**21,835.01**	**11,315.64**
	2014-15	**9,402.26**	**79.50**	**718.73**	**8,763.03**	**21,835.01**	**18,469.16**	**12,128.88**
	2013-14	**8,122.78**	**405.86**	**543.55**	**7,985.09**	**18,469.16**	**15,764.15**	**10,690.10**
	2012-13	**6,669.04**	**365.73**	**507.75**	**6,527.02**	**15,764.15**	**13,057.02**	**9,234.15**
Employer's Liability	Q1 2017-18	6.48	-	0.36	6.12	131.13	125.28	11.97
	2016-17	33.99	-	1.99	32.00	125.28	56.95	100.33
	2015-16	25.59	-	1.92	23.67	56.95	40.64	39.98
	2014-15	32.58	-	2.43	30.15	40.64	38.76	32.03
	2013-14	21.67	-	2.17	19.50	38.76	29.41	28.85
	2012-13	21.50	-	2.27	19.23	29.41	21.46	27.18
Public Liability	Q1 2017-18	1.53	-	0.11	1.42	114.13	104.31	11.24
	2016-17	6.12	-	0.70	5.42	104.31	60.48	49.25
	2015-16	6.71	-	0.89	5.82	60.48	47.22	19.08
	2014-15	2.35	-	0.23	2.12	47.22	26.94	22.40
	2013-14	3.25	-	0.38	2.87	26.94	13.08	16.73
	2012-13	3.15	-	1.55	1.60	13.08	8.18	6.50
Engineering	Q1 2017-18	58.62	0.30	26.74	32.18	167.64	172.54	27.28
	2016-17	280.52	10.42	180.70	110.24	172.54	217.43	65.35
	2015-16	641.31	15.57	528.30	128.58	217.43	242.10	103.91
	2014-15	640.20	23.98	556.71	107.47	242.10	204.12	145.45
	2013-14	530.78	17.80	441.46	107.12	204.12	137.13	174.11
	2012-13	523.18	31.95	429.56	125.57	137.13	148.98	113.72
Aviation	Q1 2017-18	10.01	-	10.00	0.01	2.34	2.43	(0.08)

Reliance General Insurance Company Limited
Registration No. and Date of Registration with the IRDA:Registration No. 103 Dated 23rd October 2000

Particulars	Financial year	Claims Paid from direct business written	Claims Paid on reinsurance Accepted	Claims Recovered on reinsurance ceded	Net Claims Paid (3+4-5)	Out-standing Claims at the end of the Period	Out-standing Claims at the beginning of the Period	Net Claims Incurred (6+7-8)
1	2	3	4	5	6	7	8	9
	2016-17	57.25	-	57.18	0.07	2.43	2.40	0.10
	2015-16	98.04	-	97.90	0.14	2.40	2.12	0.42
	2014-15	9.01	-	8.77	0.24	2.12	1.71	0.65
	2013-14	10.65	0.43	10.29	0.79	1.71	0.44	2.06
	2012-13	218.65	0.18	211.58	7.25	0.44	0.01	7.68
Personal Accident	Q1 2017-18	146.48	-	33.51	112.97	363.21	452.75	23.43
	2016-17	519.98	3.76	161.44	362.30	452.75	267.52	547.53
	2015-16	433.99	10.22	121.49	322.72	267.52	238.35	351.89
	2014-15	437.95	6.91	221.40	223.46	238.35	152.50	309.31
	2013-14	199.07	0.21	49.90	149.38	152.50	139.80	162.08
	2012-13	229.92	-	58.08	171.84	139.80	100.29	211.35
Health	Q1 2017-18	1,384.76	-	91.29	1,293.47	1,044.44	1,033.86	1,304.05
	2016-17	3,495.27	2.06	197.20	3,300.13	1,033.87	1,598.62	2,735.38
	2015-16	4,791.98	-	307.88	4,484.10	1,598.62	1,166.69	4,916.03
	2014-15	4,993.05	0.29	689.37	4,303.97	1,166.69	950.88	4,519.78
	2013-14	4,323.38	-	1,106.85	3,216.53	950.88	637.50	3,529.91
	2012-13	2,091.23	-	285.86	1,805.37	637.50	377.59	2,065.28
Weather and Crop Insurance	Q1 2017-18	2,368.15	-	1,899.70	468.45	1,285.54	1,239.68	514.31
	2016-17	3,265.29	-	2,703.55	561.74	1,239.68	218.02	1,583.40
	2015-16	1,695.18	-	1,330.20	364.98	218.02	220.00	363.00
	2014-15	312.19	-	282.57	29.62	220.00	12.86	236.76
	2013-14	233.80	-	187.28	46.52	12.86	-	59.38
	2012-13	0.74	-	0.67	0.07	-	0.02	0.05
Other Misc.	Q1 2017-18	16.99	-	1.30	15.69	162.95	171.51	7.13
	2016-17	598.54	-	534.42	64.12	171.50	167.29	68.33
	2015-16	391.92	-	318.03	73.89	167.29	152.91	88.27
	2014-15	177.67	-	99.44	78.23	152.91	134.41	96.73
	2013-14	90.12	-	32.05	58.07	134.41	157.52	34.96
	2012-13	76.57	-	32.25	44.32	157.51	116.09	85.74
Misc Total	**Q1 2017-18**	**7,166.97**	**0.30**	**2,767.61**	**4,399.66**	**33,915.36**	**33,302.83**	**5,012.19**
	2016-17	**20,260.79**	**38.51**	**8,571.18**	**11,728.12**	**33,302.83**	**26,624.83**	**18,406.12**
	2015-16	**18,544.27**	**80.29**	**4,106.14**	**14,518.42**	**26,624.83**	**23,945.04**	**17,198.21**
	2014-15	**16,007.26**	**110.68**	**2,579.64**	**13,538.30**	**23,945.04**	**19,991.34**	**17,492.00**

Reliance General Insurance Company Limited
Registration No. and Date of Registration with the IRDA:Registration No. 103 Dated 23rd October 2000

Particulars	Financial year	Claims Paid from direct business written	Claims Paid on reinsurance Accepted	Claims Recovered on reinsurance ceded	Net Claims Paid (3+4-5)	Out-standing Claims at the end of the Period	Out-standing Claims at the beginning of the Period	Net Claims Incurred (6+7-8)
1	**2**	**3**	**4**	**5**	**6**	**7**	**8**	**9**
	2013-14	**13,535.50**	**424.30**	**2,373.93**	**11,585.87**	**19,991.34**	**16,879.02**	**14,698.19**
	2012-13	**9,833.98**	**397.86**	**1,529.58**	**8,702.26**	**16,879.02**	**13,829.64**	**11,751.64**
Total	**Q1 2017-18**	**8,004.42**	**0.67**	**3,471.88**	**4,533.21**	**35,063.40**	**34,390.32**	**5,206.29**
	2016-17	**22,303.26**	**101.79**	**10,103.99**	**12,301.06**	**34,390.32**	**27,424.19**	**19,267.19**
	2015-16	**20,294.38**	**170.10**	**5,374.80**	**15,089.68**	**27,424.19**	**24,638.73**	**17,875.14**
	2014-15	**17,403.35**	**183.35**	**3,608.61**	**13,978.09**	**24,638.73**	**20,573.78**	**18,043.04**
	2013-14	**14,613.38**	**464.29**	**3,123.01**	**11,954.66**	**20,573.78**	**17,284.98**	**15,243.46**
	2012-13	**10,780.00**	**550.62**	**2,347.55**	**8,983.07**	**17,284.98**	**14,199.00**	**12,069.05**

Claims, less reinsurance paid to claimants in/outside India are as under:

(₹ in millions)

Particulars	For the quarter ended June 30, 2017	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013
In India	4,525.07	12,215.57	15,060.98	13,926.70	11,916.65	8,952.19
Outside India	8.14	85.49	28.70	51.39	38.01	30.88

Annexure XI: Restated Statement of Commission Expenses

(₹ in millions)

Particulars	Financial year	Commission Paid	Commission paid on reinsurance accepted	Commission received from reinsurance ceded	Net commission (3+4-5)
1	2	3	4	5	6
Fire	Q1 2017-18	100.31	(1.21)	127.61	(28.51)
	2016-17	147.02	17.52	420.58	(256.04)
	2015-16	114.50	26.10	312.03	(171.43)
	2014-15	101.36	14.55	236.26	(120.35)
	2013-14	96.47	11.25	241.34	(133.62)
	2012-13	100.18	16.10	178.66	(62.38)
Marine Cargo	Q1 2017-18	24.43	0.03	63.80	(39.34)
	2016-17	49.77	0.52	87.54	(37.25)
	2015-16	38.75	1.92	8.45	32.22
	2014-15	33.20	0.01	11.90	21.31
	2013-14	35.85	0.01	10.00	25.86
	2012-13	27.67	0.02	13.95	13.74
Marine Hull	Q1 2017-18	2.86	-	1.49	1.37
	2016-17	2.64	-	(1.24)	3.88
	2015-16	2.16	-	2.60	(0.44)
	2014-15	0.06	-	6.24	(6.18)
	2013-14	0.36	-	1.65	(1.29)
	2012-13	0.28	-	0.39	(0.11)
Marine Total	**Q1 2017-18**	**27.29**	**0.03**	**65.29**	**(37.97)**
	2016-17	**52.41**	**0.52**	**86.30**	**(33.37)**
	2015-16	**40.91**	**1.92**	**11.05**	**31.78**
	2014-15	**33.26**	**0.01**	**18.14**	**15.13**
	2013-14	**36.21**	**0.01**	**11.65**	**24.57**
	2012-13	**27.95**	**0.02**	**14.34**	**13.63**
Motor OD	Q1 2017-18	252.99	-	190.32	62.67
	2016-17	638.96	-	726.80	(87.84)
	2015-16	669.63	-	685.33	(15.70)
	2014-15	661.17	-	306.87	354.30
	2013-14	729.67	-	66.14	663.53
	2012-13	694.04	-	112.74	581.30
Motor TP	Q1 2017-18	5.96	-	59.68	(53.72)
	2016-17	7.38	-	106.12	(98.74)
	2015-16	5.65	-	88.95	(83.30)
	2014-15	10.89	-	312.96	(302.07)
	2013-14	5.76	-	21.10	(15.34)
	2012-13	-	-	80.55	(80.55)

Reliance General Insurance Company Limited
Registration No. and Date of Registration with the IRDA:Registration No. 103 Dated 23rd October 2000

Particulars	Financial year	Commission Paid	Commission paid on reinsurance accepted	Commission received from reinsurance ceded	Net commission (3+4-5)
1	2	3	4	5	6
Motor Total	**Q1 2017-18**	**258.95**	**-**	**250.00**	**8.95**
	2016-17	**646.34**	**-**	**832.92**	**(186.58)**
	2015-16	**675.29**	**-**	**774.28**	**(98.99)**
	2014-15	**672.06**	**-**	**619.83**	**52.23**
	2013-14	**735.44**	**-**	**87.23**	**648.21**
	2012-13	**694.04**	**-**	**193.30**	**500.74**
Employer's Liability	Q1 2017-18	2.34	-	0.20	2.14
	2016-17	8.17	-	0.70	7.47
	2015-16	8.74	-	0.70	8.04
	2014-15	7.22	-	0.60	6.62
	2013-14	7.26	-	1.44	5.82
	2012-13	6.81	-	1.15	5.66
Public Liability	Q1 2017-18	4.51	-	8.66	(4.15)
	2016-17	13.41	0.06	14.66	(1.19)
	2015-16	12.58	-	11.88	0.70
	2014-15	9.80	0.13	8.99	0.94
	2013-14	7.97	0.08	12.50	(4.45)
	2012-13	6.63	-	13.13	(6.50)
Engineering	Q1 2017-18	14.35	1.30	14.24	1.41
	2016-17	41.42	2.34	57.43	(13.67)
	2015-16	39.44	3.72	83.45	(40.29)
	2014-15	36.42	4.90	123.95	(82.63)
	2013-14	37.38	1.71	127.40	(88.31)
	2012-13	34.68	3.64	146.89	(108.57)
Aviation	Q1 2017-18	0.18	-	1.24	(1.06)
	2016-17	0.53	-	3.10	(2.57)
	2015-16	0.02	-	3.57	(3.55)
	2014-15	0.08	-	2.81	(2.73)
	2013-14	0.16	-	1.87	(1.71)
	2012-13	(0.55)	-	2.48	(3.03)
Personal Accident	Q1 2017-18	7.72	-	0.57	7.15
	2016-17	29.73	0.07	9.44	20.36
	2015-16	26.21	0.06	2.19	24.08
	2014-15	23.76	0.09	2.21	21.64
	2013-14	22.58	0.08	16.92	5.74
	2012-13	19.88	0.03	2.35	17.56
Health	Q1 2017-18	59.10	-	80.08	(20.98)
	2016-17	208.22	0.05	57.06	151.21
	2015-16	174.07	0.04	57.75	116.36

Reliance General Insurance Company Limited
Registration No. and Date of Registration with the IRDA:Registration No. 103 Dated 23rd October 2000

Particulars	**Financial year**	**Commission Paid**	**Commission paid on reinsurance accepted**	**Commission received from reinsurance ceded**	**Net commission (3+4-5)**
1	**2**	**3**	**4**	**5**	**6**
	2014-15	177.82	-	82.20	95.62
	2013-14	190.09	-	189.24	0.85
	2012-13	177.05	0.03	65.33	111.75
Weather and Crop Insurance	Q1 2017-18	-	-	13.66	(13.66)
	2016-17	-	-	1,386.26	(1,386.26)
	2015-16	-	-	131.58	(131.58)
	2014-15	-	-	207.78	(207.78)
	2013-14	-	-	55.07	(55.07)
	2012-13	0.18	-	0.28	(0.10)
Other Misc.	Q1 2017-18	14.75	-	19.13	(4.38)
	2016-17	38.02	0.01	28.23	9.80
	2015-16	23.89	-	9.37	14.52
	2014-15	27.94	-	13.83	14.11
	2013-14	25.69	-	31.33	(5.64)
	2012-13	35.38	-	55.13	(19.75)
Misc Total	**Q1 2017-18**	**361.90**	**1.30**	**387.78**	**(24.58)**
	2016-17	**985.84**	**2.53**	**2,389.80**	**(1,401.43)**
	2015-16	**960.23**	**3.82**	**1,074.77**	**(110.72)**
	2014-15	**955.10**	**5.12**	**1,062.20**	**(101.98)**
	2013-14	**1,026.56**	**1.87**	**523.01**	**505.42**
	2012-13	**974.10**	**3.70**	**480.03**	**497.77**
Total	**Q1 2017-18**	**489.50**	**0.12**	**580.68**	**(91.06)**
	2016-17	**1,185.27**	**20.57**	**2,896.68**	**(1,690.84)**
	2015-16	**1,115.64**	**31.84**	**1,397.85**	**(250.37)**
	2014-15	**1,089.72**	**19.68**	**1,316.60**	**(207.20)**
	2013-14	**1,159.24**	**13.13**	**776.00**	**396.37**
	2012-13	**1,102.23**	**19.82**	**673.03**	**449.02**

Breakup of Commission Paid – Direct

(₹ in millions)

Particulars	**For the quarter ended June 30, 2017**	**For the year ended March 31, 2017**	**For the year ended March 31, 2016**	**For the year ended March 31, 2015**	**For the year ended March 31, 2014**	**For the year ended March 31, 2013**
Agents	195.34	583.66	634.02	716.85	767.18	749.82
Brokers	208.10	455.06	349.19	318.27	351.58	309.41
Corporate Agency	82.39	143.80	130.36	54.60	40.48	43.00
Web Aggregator	3.60	2.70	2.07	-	-	-
Others	0.07	0.05	-	-	-	-

Total	**489.50**	**1,185.27**	**1,115.64**	**1,089.72**	**1,159.24**	**1,102.23**

Annexure XII: Restated Statement of Operating expenses related to insurance business

(₹ in millions)

Particulars	For the quarter ended June 30, 2017	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013
1. Employees' remuneration & welfare benefits	761.85	2,293.83	2,026.82	1,671.27	1,371.20	1,189.72
2. Travel, conveyance and vehicle running expenses	36.95	133.72	129.66	109.55	65.70	66.99
3. Company's contribution to Provident fund and others	48.18	131.53	125.96	113.89	72.01	61.82
4. Rent, rates & taxes	74.58	254.74	240.25	189.04	266.45	387.02
5. Repairs	70.65	282.93	305.76	298.61	273.59	249.02
6. Printing & stationery	16.99	66.57	55.59	47.78	50.91	48.12
7. Communication expenses	30.37	106.79	124.58	102.88	93.30	85.15
8. Legal & professional charges	31.47	133.16	135.89	140.73	182.82	147.47
9. Postage expenses	24.80	78.94	94.85	52.64	41.29	40.43
10. Auditors fees, expenses etc.						
(a) as auditor	1.32	5.94	4.53	4.55	3.88	3.20
(b) as advisor or in any other capacity in respect of						
(i)Taxation matters	-	-	-	-	-	-
(ii)Insurance matters	-	-	-	-	-	-
(iii) Management services; and	-	-	-	-	-	-
(c) in any other capacity	-	-	-	-	-	-
11. Advertisement and publicity	1,041.80	3,504.40	2,585.26	1,905.38	1,687.42	1,165.93
12. Interest & bank charges	14.90	45.91	29.38	28.13	32.32	33.97
13. Others						
(a) Training & Recruitment Expenses	51.22	185.83	171.77	122.45	57.18	42.15
(b) Directors' Sitting fees	0.63	1.69	1.18	1.10	0.62	0.58
(c) Subscriptions and Membership Fees	5.36	22.56	32.73	30.60	26.43	24.10
(d) Office Management Expenses	15.08	60.30	60.15	60.00	56.00	60.25
(e) Entertainment Expenses	3.29	11.74	7.18	7.30	6.13	2.59
(f) Office Maintenance Expenses	47.11	171.33	141.72	157.69	147.38	143.29
(g) Coinsurance Expenses (net)	7.55	12.58	9.57	34.03	10.52	13.14
(h) Miscellaneous expenses	30.09	213.36	40.81	56.66	9.63	1.85
(i) Depreciation	43.77	163.32	174.34	140.33	114.66	131.94
14. Service tax	77.11	103.02	81.82	137.81	52.82	19.56
Total	**2,435.07**	**7,984.19**	**6,579.80**	**5,412.42**	**4,622.26**	**3,918.29**

Allocation:

(₹ in millions)

Particulars	For the quarter ended June 30, 2017	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2013
Fire Revenue Account	98.26	310.20	313.27	237.97	177.77	169.85
Marine Revenue Account	10.75	18.27	130.07	92.23	78.23	45.65
Miscellaneous Revenue Account	2,316.17	7,612.57	6,099.88	5,052.22	4,341.45	3,694.66

Reliance General Insurance Company Limited
Registration No. and Date of Registration with the IRDA:Registration No. 103 Dated 23rd October 2000

Particulars	**For the quarter ended June 30, 2017**	**For the year ended March 31, 2017**	**For the year ended March 31, 2016**	**For the year ended March 31, 2015**	**For the year ended March 31, 2014**	**For the year ended March 31, 2013**
Expenses not relating to Insurance Business taken in Profit & Loss A/c	9.89	43.15	36.58	30.00	24.81	8.13
Total	**2,435.07**	**7,984.19**	**6,579.80**	**5,412.42**	**4,622.26**	**3,918.29**

Annexure XIII: Restated Statement of Share Capital

(₹ in millions)

Particulars	**As at June 30, 2017**	**As at March 31, 2017**	**As at March 31, 2016**	**As at March 31, 2015**	**As at March 31, 2014**	**As at March 31, 2013**
1. Authorised Capital						
Equity Shares of₹ 10 each	2,000.00	2,000.00	2,000.00	2,000.00	2,000.00	2,000.00
2. Issued Capital						
Equity Shares of₹ 10 each	1,257.75	1,257.75	1,227.75	1,227.75	1,227.75	1,227.75
3. Subscribed Capital						
Equity Shares of₹ 10 each	1,257.75	1,257.75	1,227.75	1,227.75	1,227.75	1,227.75
4. Called-up Capital						
Equity Shares of₹ 10 each	1,257.75	1,257.75	1,227.75	1,227.75	1,227.75	1,227.75
Less: Calls unpaid	-	-	-	-	-	-
Add: Shares forfeited (Amount originally paid up)	-	-	-	-	-	-
Less: Par Value of Equity Shares bought back	-	-	-	-	-	-
Less: Preliminary Expenses to the extent not written off	-	-	-	-	-	-
Expenses including commission or brokerage on underwriting or subscription of shares.	-	-	-	-	-	-
Total	**1,257.75**	**1,257.75**	**1,227.75**	**1,227.75**	**1,227.75**	**1,227.75**

Note:

Particulars	**As at June 30, 2017**	**As at March 31, 2017**	**As at March 31, 2016**	**As at March 31, 2015**	**As at March 31, 2014**	**As at March 31, 2013**
Number of shares held by Reliance Capital Limited, the holding company	125,774,960	125,774,960	122,110,660	122,110,660	118,480,288	118,480,288

Pattern of Shareholding (As Certified by Management):

Particulars	**As at June 30, 2017**	**As at March 31, 2017**	**As at March 31, 2016**	**As at March 31, 2015**	**As at March 31, 2014**	**As at March 31, 2013**
Promoters						
- Indian	125,774,960	125,774,960	122,110,660	122,110,660	118,480,288	118,480,288
- Foreign	-	-	-	-	-	-
% of Holding	100%	100%	99.5%	99.5%	96.5%	96.5%
Others - (Employee/other)	-	-	664,300	664,300	4,294,672	4,294,672

% of Holding	-	-	0.5%	0.5%	3.5%	3.5%
Total	**125,774,960**	**125,774,960**	**122,774,960**	**122,774,960**	**122,774,960**	**122,774,960**

Annexure XIV: Restated Statement of Reserves and Surplus

(₹ in millions)

Particulars	**As at June 30, 2017**	**As at March 31, 2017**	**As at March 31, 2016**	**As at March 31, 2015**	**As at March 31, 2014**	**As at March 31, 2013**
1. Capital Reserve	-	-	-	-	-	-
2. Capital Redemption Reserve	-	-	-	-	-	-
3. Share Premium :						
Opening Balance	8,924.80	8,054.80	16,242.88	16,242.88	16,242.88	14,708.70
Add: Additions during the year	-	870.00	-	-	-	1,534.18
Less: Adjusted as per capital reduction scheme	-	-	8,188.08	-	-	-
Closing Balance	8,924.80	8,924.80	8,054.80	16,242.88	16,242.88	16,242.88
4. General Reserve						
Opening Balance	-	-	-	-	-	-
Add: Additions during the year	-	-	-	-	-	-
Less: Adjustments during the year	-	-	-	-	-	-
5. Catastrophe Reserve	-	-	-	-	-	-
6. Other Reserves -Debenture Redemption Reserve	79.86	63.89	-	-	-	-
7. Balance of profit in Profit and Loss Account	2,581.22	2,230.37	1,006.98	-	-	-
Total	**11,585.88**	**11,219.06**	**9,061.78**	**16,242.88**	**16,242.88**	**16,242.88**

Annexure XV: Restated Statement of Borrowings

Secured Borrowings:-

(₹ in millions)

Particulars	As at					
	June 30, 2017	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
Secured Borrowings	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**	**-**

Unsecured Borrowings:-

(₹ in millions)

Particulars	As at June 30, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Unsecured borrowings:						
Debentures / Bonds: Unsecured- Long term	2300.00	2,300.00	-	-	-	-
Total	**2,300.00**	**2,300.00**	**-**	**-**	**-**	**-**

During the year ended March 31, 2017, the Company has issued Unsecured Subordinated Redeemable 9.10% Non Convertible Debentures, in accordance with Insurance Regulatory and Development Authority of India (Other forms of Capital) Regulations, 2015, amounting to ₹.2,300 million on private placement basis which are listed at Bombay Stock Exchange.

Maturity Pattern from the date of issue

(₹ in millions)

Maturity Buckets	Borrowings
1 to 5 years	-
Above 5 years	2,300.00
Total	**2,300.00**

Details of the terms of issue are as follows:

Series	A NCD 01 Type I
Type, Nature and Seniority of Instrument	Rated, listed, unsecured, subordinated, redeemable and non convertible debentures
Face Value (per security)	₹ 1 in Million
Issue Size	₹ 2,300 in Million
Issue Date / Date of Allotment	August 16, 2016
Redemption Date	August 17, 2026
Coupon Rate	9.10% per annum
Credit Rating	“CARE AA” by CARE and “BWR AA” by Brickwork
Listing	Listed on WDM on BSE
Frequency of the Interest Payment	Annual

Annexure XVI: Restated Statement of Investments - Shareholders

(₹ in millions)

Particulars	As at					
	June 30, 2017	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
LONG TERM INVESTMENTS						
1. Government Securities and Government guaranteed bonds including Treasury Bills	2,993.01	2,749.22	1,900.20	2,546.03	2,027.55	1,451.11
2. Other Approved Securities	1,707.88	1,421.86	593.53	111.28	256.05	363.85
3. Other Investments						
(a) Shares						
(aa)Equity	158.51	124.05	75.95	99.20	83.68	89.82
(bb)Preference	0.29	-	-	-	-	-
(b) Mutual Funds	-	-	-	-	-	-
(c) Derivative Instruments	-	-	-	-	-	-
(d) Debentures / Bonds	3,591.75	3,021.36	1,628.03	1,902.09	1,322.91	1,382.91
(e) Fixed Deposit	-	-	-	-	-	-
(f) Investment Properties - Real Estate	-	-	-	-	-	-
(g) Other Securities	38.89	-	-	-	-	-
4. Investments in Infrastructure and Social Sector	1,223.99	1,129.68	1,375.74	1,374.40	1,207.66	1,222.33
5. Other than Approved Investments	272.85	273.35	175.25	88.12	112.00	64.15
Sub-Total(A)	**9,987.17**	**8,719.52**	**5,748.70**	**6,121.12**	**5,009.85**	**4,574.17**
SHORT TERM INVESTMENTS						
1. Government Securities and Government guaranteed bonds including Treasury Bills	27.92	-	-	-	-	8.57
2. Other Approved Securities	-	-	-	3.15	-	-
3. Other Investments						
(a) Shares						
(aa)Equity	-	-	-	-	-	-
(bb)Preference	-	-	-	-	-	-
(b) Mutual Funds	650.42	429.35	158.06	165.62	-	-
(c) Derivative Instruments	-	-	-	-	-	-
(d) Debentures / Bonds	1,606.48	1,621.11	1,137.99	1,125.97	1,049.33	1,135.22
(e) Fixed Deposit	-	-	-	-	-	-
(f) Investment Properties - Real Estate	-	-	-	-	-	-
(g) Other Securities	16.40	-	-	-	-	-
4. Investments in Infrastructure and Social Sector	193.18	139.87	479.82	514.76	306.06	137.50
5. Other than Approved Investments	72.84	24.47	117.59	39.71	1.77	45.36
Sub-Total(B)	**2,567.24**	**2,214.80**	**1,893.46**	**1,849.21**	**1,357.16**	**1,326.65**
Total(A+B)	**12,554.41**	**10,934.32**	**7,642.16**	**7,970.33**	**6,367.01**	**5,900.82**

Notes:

Particulars	As at					
	June 30, 2017	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
1. The book value of Investment other than listed equity shares is	12,335.45	10,758.17	7,541.02	7,834.01	6,262.99	5,788.11
2. The market value of Investment other than listed equity shares is	12,507.29	10,867.77	7,590.51	7,955.15	6,143.40	5,822.13

3. All the above investments are performing assets.

4. The company has segregated the investments separately between policy holders funds and share holders' funds on notional basis as per IRDAI circular no. IRDA/F&A/CIR/CPM/056/03/2016 dated April 04, 2016 and

IRDA/F&A/CIR/CPM/010/01/2017 dated January 12, 2017

Annexure XVIA: Restated Statement of Investments - Policyholders

(₹ in millions)

Particulars	**As at**					
	June 30, 2017	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**	**March 31, 2013**
LONG TERM INVESTMENTS						
1. Government Securities and Government guaranteed bonds including Treasury Bills	13,427.83	14,157.63	11,480.41	13,580.24	10,209.44	6,547.34
2. Other Approved Securities	7,662.22	7,322.13	3,585.91	593.57	1,289.32	1,641.65
3. Other Investments						
(a) Shares						
(aa)Equity	711.15	638.80	458.88	529.12	421.36	405.29
(bb)Preference	1.31	-	-	-	-	-
(b) Mutual Funds	-	-	-	-	-	-
(c) Derivative Instruments	-	-	-	-	-	-
(d) Debentures / Bonds	16,114.02	15,559.04	9,836.04	10,145.57	6,661.31	6,239.62
(e) Fixed Deposit	-	-	-	-	-	-
(f) Investment Properties - Real Estate	-	-	-	-	-	-
(g) Other Securities	174.47	-	-	-	-	-
4. Investments in Infrastructure and Social Sector	5,491.32	5,817.53	8,311.81	7,330.91	6,080.97	5,515.07
5. Other than Approved Investments	1,224.12	1,407.69	1,058.81	470.04	563.97	289.39
Sub-Total(A)	**44,806.44**	**44,902.82**	**34,731.86**	**32,649.45**	**25,226.37**	**20,638.36**
SHORT TERM INVESTMENTS						
1. Government Securities and Government guaranteed bonds including Treasury Bills	125.25	-	-	-	-	38.65
2. Other Approved Securities	-	-	-	16.78	-	-
3. Other Investments						
(a) Shares						
(aa)Equity	-	-	-	-	-	-
(bb)Preference	-	-	-	-	-	-
(b) Mutual Funds	2,918.03	2,211.01	954.95	883.42	-	-
(c) Derivative Instruments	-	-	-	-	-	-
(d) Debentures / Bonds	7,207.33	8,348.23	6,875.41	6,005.78	5,283.72	5,122.05
(e) Fixed Deposit	-	-	-	-	-	-
(f) Investment Properties - Real Estate	-	-	-	-	-	-
(g) Other Securities	73.59	-	-	-	-	-
4. Investments in Infrastructure and Social Sector	866.68	720.27	2,898.93	2,745.69	1,541.14	620.39
5. Other than Approved Investments	326.80	126.01	710.42	211.81	8.92	204.69
Sub-Total(B)	**11,517.68**	**11,405.52**	**11,439.71**	**9,863.48**	**6,833.78**	**5,985.78**
Total(A+B)	**56,324.12**	**56,308.34**	**46,171.57**	**42,512.93**	**32,060.15**	**26,624.14**

Notes:

Particulars	As at					
	June 30, 2017	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**	**March 31, 2013**
1. The book value of Investment other than listed equity shares is	55,341.72	55,401.22	45,560.55	41,785.79	31,536.38	26,115.63
2. The market value of Investment other than listed equity shares is	56,112.70	55,965.61	45,859.53	42,431.94	30,934.17	26,269.09

3. All the above investments are performing assets.

4. The company has segregated the investments separately between policy holders funds and share holders funds on notional basis as per IRDAI circular no. IRDA/F&A/CIR/CPM/056/03/2016 dated April 04, 2016 and IRDA/F&A/CIR/CPM/010/01/2017 dated January 12 ,2017

Annexure XVII: Restated Statement of Loans

(₹ in millions)

Particulars	As at					
	June 30, 2017	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
1. SECURITY-WISE CLASSIFICATION						
Secured						
(a) On mortgage of property						
(aa) In India	-	-	-	-	-	-
(bb) Outside India	-	-	-	-	-	-
(b) On Shares, Bonds, Govt. Securities, etc.	-	-	-	-	-	-
Less: Provision for Loan against Policy	-	-	-	-	-	-
(c) Others	-	-	-	-	-	-
Unsecured	-	-	-	-	46.32	299.42
Total	**-**	**-**	**-**	**-**	**46.32**	**299.42**
2. BORROWER - WISE CLASSIFICATION						
(a) Central and State Governments	-	-	-	-	-	-
(b) Banks and Financial Institutions	-	-	-	-	-	-
(c) Subsidiaries	-	-	-	-	-	-
(d) Industrial Undertakings	-	-	-	-	-	-
(e) Others	-	-	-	-	46.32	299.42
Total	**-**	**-**	**-**	**-**	**46.32**	**299.42**
3. PERFORMANCE-WISE CLASSIFICATION						
(a) Loans classified as standard						
(aa) In India	-	-	-	-	46.32	299.42
(bb) Outside India	-	-	-	-	-	-
(b) Non-standard loans less provisions						
(aa) In India	-	-	-	-	-	-
(bb) Outside India	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**46.32**	**299.42**
4. MATURITY-WISE CLASSIFICATION						
(a) Short-Term	-	-	-	-	-	-
(b) Long-Term	-	-	-	-	46.32	299.42

Note:- There are no loans subject to restructuring

Annexure XVIII: Restated Statement of Fixed Assets

Restated schedule of fixed assets as at June 30, 2017:

(₹ in millions)

Category of fixed assets	Opening Gross Block	Additions	Deletions	Closing Gross Block	Opening Accumulated Depreciation	Depreciation for the year	Deductions	Closing Accumulated Depreciation	Closing Net Block
Furniture & Fittings	84.93	1.11	-	**86.04**	69.02	1.21	-	**70.23**	**15.81**
Leasehold Improvements	73.80	0.93	-	**74.73**	45.25	2.53	-	**47.78**	**26.95**
Information Technology Equipment	298.19	3.25	-	**301.44**	247.79	9.49	-	**257.28**	**44.16**
Intangible Asset (Computer Software)	655.66	29.21	-	**684.87**	475.89	24.68	-	**500.57**	**184.30**
Vehicles	0.28	-	-	**0.28**	0.28	-	-	**0.28**	**-**
Office Equipment	209.40	4.50	2.20	**211.70**	170.74	5.85	1.55	**175.04**	**36.66**
Plant & Machinery	4.51	-	-	**4.51**	4.44	0.01	-	**4.45**	**0.06**
Capital WIP	8.38	19.43	-	**27.81**	-	-	-	**-**	**27.81**
Total	**1,335.15**	**58.43**	**2.20**	**1,391.38**	**1,013.41**	**43.77**	**1.55**	**1,055.63**	**335.75**

Restated schedule of fixed assets as at March 31, 2017:

(₹ in millions)

Category of fixed assets	Opening Gross Block	Additions	Deletions	Closing Gross Block	Opening Accumulated Depreciation	Depreciation for the year	Deductions	Closing Accumulated Depreciation	Closing Net Block
Furniture & Fittings	86.41	7.70	9.18	**84.93**	70.10	7.79	8.87	**69.02**	**15.91**
Leasehold Improvements	62.89	13.78	2.87	**73.80**	39.23	7.28	1.26	**45.25**	**28.55**
Information Technology Equipment	286.36	29.96	18.13	**298.19**	226.36	39.19	17.76	**247.79**	**50.40**
Intangible Asset (Computer Software)	577.71	95.51	17.56	**655.66**	406.04	87.14	17.29	**475.89**	**179.77**
Vehicles	0.93	-	0.65	**0.28**	0.93	-	0.65	**0.28**	**-**
Office Equipment	213.13	14.27	18.00	**209.40**	166.12	21.78	17.16	**170.74**	**38.66**
Plant & Machinery	5.84	-	1.33	**4.51**	5.63	0.14	1.33	**4.44**	**0.07**
Capital WIP	20.32	8.39	20.33	**8.38**	-	-	-	**-**	**8.38**
Total	**1,253.59**	**169.61**	**88.05**	**1,335.15**	**914.41**	**163.32**	**64.32**	**1,013.41**	**321.74**

Restated schedule of fixed assets as at March 31, 2016:

(₹ in millions)

Category of fixed assets	Opening Gross Block	Additions	Deletions	Closing Gross Block	Opening Accumulated Depreciation	Depreciation for the year	Deductions	Closing Accumulated Depreciation	Closing Net Block
Furniture & Fittings	76.30	11.41	1.30	**86.41**	50.63	20.45	0.98	**70.10**	**16.31**
Leasehold Improvements	53.19	9.79	0.09	**62.89**	33.03	6.22	0.02	**39.23**	**23.66**
Information Technology Equipment	245.72	45.31	4.67	**286.36**	188.27	42.36	4.27	**226.36**	**60.00**

Intangible Asset (Computer Software)	620.55	72.10	114.94	**577.71**	439.24	81.27	114.47	**406.04**	**171.67**
Vehicles	0.93	-	-	**0.93**	0.90	0.03	-	**0.93**	**-**
Office Equipment	206.92	16.46	10.25	**213.13**	151.71	23.74	9.33	**166.12**	**47.01**
Plant & Machinery	6.85	-	1.01	**5.84**	6.37	0.27	1.01	**5.63**	**0.21**
Capital WIP	8.96	20.33	8.97	**20.32**	-	-	-	**-**	**20.32**
Total	**1,219.42**	**175.40**	**141.23**	**1,253.59**	**870.15**	**174.34**	**130.08**	**914.41**	**339.18**

<u>Restated schedule of fixed assets for the year ended March 31, 2015:</u>

(₹ in millions)

Category of fixed assets	Opening Gross Block	Additions	Deletions	Closing Gross Block	Opening Accumulated Depreciation	Depreciation for the year	Deductions	Closing Accumulated Depreciation	Closing Net Block
Furniture & Fittings	67.53	9.56	0.79	**76.30**	38.54	12.80	0.71	**50.63**	**25.67**
Leasehold Improvements	32.76	20.43	-	**53.19**	29.50	3.53	-	**33.03**	**20.16**
Information Technology Equipment	205.07	42.81	2.16	**245.72**	143.58	46.63	1.94	**188.27**	**57.45**
Intangible Asset (Computer Software)	499.97	120.58	-	**620.55**	382.22	57.02	-	**439.24**	**181.31**
Vehicles	0.93	-	-	**0.93**	0.64	0.26	-	**0.90**	**0.03**
Office Equipment	178.36	38.13	9.57	**206.92**	138.61	19.63	6.53	**151.71**	**55.21**
Plant & Machinery	7.52	-	0.67	**6.85**	6.35	0.46	0.44	**6.37**	**0.48**
Capital WIP	11.09	5.76	7.89	**8.96**	-	-	-	**-**	**8.96**
Total	**1,003.23**	**237.27**	**21.08**	**1,219.42**	**739.44**	**140.33**	**9.62**	**870.15**	**349.27**

Restated schedule of fixed assets as at March 31, 2014:

(₹ in millions)

Category of fixed assets	Opening Gross Block	Additions	Deletions	Closing Gross Block	Opening Accumulated Depreciation	Depreciation for the year	Deductions	Closing Accumulated Depreciation	Closing Net Block
Furniture & Fittings	74.22	1.03	7.72	**67.53**	40.45	4.90	6.81	**38.54**	**28.99**
Leasehold Improvements	29.05	3.71	-	**32.76**	28.38	1.12	-	**29.50**	**3.26**
Information Technology Equipment	263.73	25.04	83.70	**205.07**	193.92	30.55	80.89	**143.58**	**61.49**
Intangible Asset (Computer Software)	640.04	96.55	236.62	**499.97**	567.56	48.87	234.21	**382.22**	**117.75**
Vehicles	1.21	-	0.28	**0.93**	0.78	0.10	0.24	**0.64**	**0.29**
Office Equipment	204.06	26.62	52.32	**178.36**	160.08	28.42	49.89	**138.61**	**39.75**
Plant & Machinery	9.45	0.17	2.10	**7.52**	6.92	0.70	1.27	**6.35**	**1.17**
Capital WIP	25.70	33.53	48.14	**11.09**	-	-	-	**-**	**11.09**
Total	**1,247.46**	**186.65**	**430.88**	**1,003.23**	**998.09**	**114.66**	**373.31**	**739.44**	**263.79**

Restated schedule of fixed assets as at March 31, 2013:

(₹ in millions)

Category of fixed assets	Opening Gross Block	Additions	Deletions	Closing Gross Block	Opening Accumulated Depreciation	Depreciation for the year	Deductions	Closing Accumulated Depreciation	Closing Net Block
Furniture & Fittings	84.88	1.05	11.71	**74.22**	42.54	7.17	9.26	**40.45**	**33.77**
Leasehold Improvements	68.49	0.15	39.59	**29.05**	67.61	0.36	39.59	**28.38**	**0.67**
Information Technology Equipment	273.34	23.57	33.18	**263.73**	200.14	25.56	31.78	**193.92**	**69.81**
Intangible Asset (Computer Software)	572.40	67.64	-	**640.04**	516.70	50.86	-	**567.56**	**72.48**
Vehicles	8.79	-	7.58	**1.21**	7.22	0.29	6.73	**0.78**	**0.43**
Office Equipment	221.28	9.33	26.55	**204.06**	133.73	45.35	19.00	**160.08**	**43.98**
Plant & Machinery	10.23	-	0.78	**9.45**	4.98	2.35	0.41	**6.92**	**2.53**
Capital WIP	9.32	26.63	10.25	**25.70**	-	-	-	**-**	**25.70**
Total	**1,248.73**	**128.37**	**129.64**	**1,247.46**	**972.92**	**131.94**	**106.77**	**998.09**	**249.37**

Annexure XIX: Restated Statement of Cash and Bank

(₹ in millions)

Particulars	**As at**					
	June 30, 2017	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**	**March 31, 2013**
1. Cash (including cheques on hand, drafts and stamps)	60.12	57.73	59.97	50.70	86.78	59.10
2. Bank Balances						
(a) Deposit Accounts	-	-	-	-	-	-
(aa) Short-term (due within 12 months of Balance Sheet)*	473.04	487.20	75.29	74.74	1.40	1.40
(bb) Others	-	-	-	-	-	-
(b) Current Accounts**	489.04	442.23	472.97	440.20	329.15	292.72
(c) Cheques on Hand	554.52	751.41	404.79	220.24	226.80	192.56
3. Money at Call and Short Notice						
(a) With Banks	-	-	-	-	-	-
(b) With other Institutions	-	-	-	-	-	-
4. Others	-	-	-	-	-	-
Total	**1,576.72**	**1,738.57**	**1,013.02**	**785.88**	**644.13**	**545.78**
Balances with non-Scheduled banks included in 2 and 3 above	-	-	-	-	-	-
*Short term deposit represents fixed deposit given to bank for bank guarantee.						
**Balance earmarked for specified purpose in a separate bank account.	127.09	127.21	130.04	196.01	-	-

Annexure XX: Restated Statement of Advances and other Assets

(₹ in millions)

Particulars	**As at**					
	June 30, 2017	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**	**March 31, 2013**
Advances						
Reserve deposits with Ceding Companies	-	-	-	-	-	-
Application money for investments	-	-	-	-	-	-
Prepayments	177.89	66.76	34.36	46.38	34.57	32.02
Advances to Directors/ Officers	-	-	-	-	-	-
Advance tax paid and taxes deducted at source (Net of provision for taxation)	31.96	47.86	47.45	78.02	7.51	5.81
MAT Credit Entitlement	642.48	550.78	288.59	81.42	-	-
Others						
- Rental & Other Deposits	296.90	319.93	339.08	299.47	198.64	185.86
- Advances to Staff	8.83	2.84	2.19	1.96	1.49	1.36
- Unutilised Service Tax Credit and VAT	3.26	33.34	44.77	42.59	202.59	45.29
- Other Advances & Deposits	656.05	287.91	311.33	78.34	95.68	42.62
Total (A)	**1,817.37**	**1,309.42**	**1,067.77**	**628.18**	**540.48**	**312.96**
Other Assets						
Income accrued on investments	1,925.25	2,041.68	1,698.90	1,880.83	1,545.91	1,233.85
Interest accrued on Investments pertaining to Policyholder funds	7.90	1.30	-	-	-	-
Outstanding Premiums	2,136.16	772.93	749.95	529.20	200.42	247.18
Agents' Balances	0.94	1.19	0.81	0.71	0.71	1.29
Foreign Agency Balances	-	-	-	-	-	-
Investments Sales- to be settled	-	1,442.48	2,024.50	-	86.18	162.13
Repossessed Stock	-	-	-	-	0.02	-
Due from other entities carrying on insurance business	2,279.32	1,897.83	2,260.26	1,981.01	7,152.20	7,567.37
Less Provision for doubtful debts	(389.98)	(392.47)	(383.82)	(335.76)	(372.24)	(372.21)
Total (B)	**5,959.59**	**5,764.94**	**6,350.60**	**4,055.99**	**8,613.20**	**8,839.61**
Total(A+B)	**7,776.96**	**7,074.36**	**7,418.37**	**4,684.17**	**9,153.68**	**9,152.57**

Annexure XXI: Restated Statement of Current Liabilities

(₹ in millions)

Particulars	**As at**					
	June 30, 2017	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**	**March 31, 2013**
1. Agents' Balances	130.32	87.13	64.62	91.79	80.56	77.86
2. Balances due to other insurance companies	3,755.45	5,372.77	3,530.49	2,429.69	226.92	369.34
3. Premiums received in advance	849.94	159.26	106.26	84.53	45.97	356.89
4. Unallocated Premium	605.05	2,793.39	817.15	505.60	1,071.18	372.45
5. Interest Accrued but not due on Borrowings	182.93	130.74	-	-	-	-
6. Sundry creditors	1,684.85	1,526.85	1,357.64	1,127.39	1,258.51	1,151.33
7. Claims Outstanding	41,136.38	39,575.39	34,628.12	31,859.61	27,746.46	24,279.58
Add : Provision for Doubtful Reinsurance Recoveries	137.33	137.33	137.33	137.33	135.13	103.40
8. Due to Officers / Directors	-	-	-	-	-	-
9. Others						
(a) Unclaimed amount of policyholders	783.62	720.85	504.68	748.16	691.28	638.19
(b) Environmental Relief Fund Payable	0.15	0.03	0.01	0.05	0.06	0.11
(c) Temporary Book Overdraft as per accounts	434.70	324.70	759.71	322.50	269.74	491.28
(d) Investments purchased - to be settled	-	53.19	466.86	-	3.13	102.18
(e) Employee Related Payables	16.64	24.89	36.41	19.23	13.83	16.53
(f) Statutory Dues	247.63	159.00	152.06	86.00	61.68	73.07
(g) Service Tax & VAT Liability	38.01	118.87	87.23	16.32	12.14	57.31
Total	**50,003.00**	**51,184.39**	**42,648.57**	**37,428.20**	**31,616.59**	**28,089.52**

Annexure XXII: Restated Statement of Provisions

(₹ in millions)

Particulars	As at					
	June 30, 2017	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
1. Reserve for Unexpired Risk	13,375.65	10,524.29	9,101.39	8,884.63	9,071.44	7,912.29
2. For Taxation (less advance tax paid and Tax deducted at source)	86.74	47.64	26.54	46.72	-	-
3. For Final Dividends	62.89	-	-	-	-	-
4. For Dividend distribution tax	12.80	-	-	-	-	-
5. Reserve for Premium Deficiency	-	-	-	-	-	-
6. Others:						
(a) For Gratuity	21.10	2.61	2.78	4.18	-	4.68
(b) For Leave Encashment	23.65	22.02	19.21	16.70	14.59	16.85
(c) For Risk Reserves	100.00	100.00	100.00	100.00	100.00	100.00
		-	-	-	-	-
Total	**13,682.83**	**10,696.56**	**9,249.92**	**9,052.23**	**9,186.03**	**8,033.82**

Annexure XXIII: Restated Statement of Miscellaneous Expenditure

(₹ in millions)

Particulars	As at					
	June 30, 2017	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
1. Discount allowed in issue of shares / debentures	-	-	-	-	-	-
2. Others (to be specified)	-	-	-	-	-	-
Total	-	-	-	-	-	-

Annexure XXIV: Restated Statement of Capitalization

(₹ in millions)

Particulars	**Pre issue as at June 30, 2017**
Debt:	
Long term borrowings	2,300.00
Short term borrowings	-
Current portion of Secured long term borrowings, included in Other Current Liabilities	-
Total debt (A)	2,300.00
Shareholders Funds:	
Equity Share Capital	1,257.75
Reserves and Surplus	11,585.88
Total Shareholders Funds (B)	12,843.63
Total Debt/Equity Ratio (A/B)	0.18
Long term Debt/ Equity Ratio	0.18

Notes:

1) The above has been computed on the basis of the Restated Financial Information of assets and liabilities of the company as on June 30, 2017

2) The company is proposing to have public issue of shares comprising of offer for sale by promoters and allotment of new equity shares. The Corresponding post IPO Capitalisation data for each of the above amounts given in the table is not determinable at this stage pending the completion of book building process and hence the same have not been provided in the above Statement.

3) There has been an increase in share capital amounting to ₹1,257.75 million on account of issuance of bonus shares on 1:1 basis by capitalising the reserves on August 10, 2017.

Annexure XXV: Restated Statement of Tax Shelter

(₹ in millions)

Particulars	As at					
	June 30, 2017	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**	**March 31, 2013**
Restated Profit before tax (A)	442.51	1,278.72	1,017.89	1,181.98	1,023.72	(106.31)
Adjustments on account of Permanent Differences						
Dividend exempt u/s 10(34)	5.19	10.24	15.73	10.00	18.27	9.86
Long Term Capital Gains exempt u/s 10(38)	-	-	27.88	91.99	10.60	-
CSR/Donation	-	(16.88)	(3.52)	(0.30)	-	-
Penalty	-	-	(1.00)	-	(0.50)	-
(Disallowance) u/s 40 & Reversal	-	-	(0.06)	(3.14)	(0.80)	(2.08)
Total (B)	**5.19**	**(6.64)**	**39.03**	**98.55**	**27.57**	**7.78**
Adjustments on account of Temporary differences						
Depreciation on fixed assets	-	(0.98)	(1.58)	39.05	10.38	1.68
Loss on sale of Fixed Assets	-	-	0.99	(1.07)	(3.13)	(10.03)
Premium Deficiency Reserve	-	25.79	(25.79)	-	20.90	(17.94)
Provision for Doubtful Debts	(2.60)	(16.41)	19.57	(39.49)	186.11	(306.31)
Others	12.98	(2.84)	(27.68)	130.42	(361.48)	(28.46)
Total (C)	**10.38**	**5.56**	**(34.49)**	**128.91**	**(147.22)**	**(361.06)**
Restatement Adjustments						
Premium Deficiency Reserve	-	(25.79)	25.79	-	(20.90)	17.94
Reserve for unexpired risks	-	1.08	(0.40)	85.87	72.89	(115.00)
Depreciation on fixed assets	-	-	-	(5.98)	(1.16)	(25.64)
Others	-	-	1.68	288.19	332.07	944.08
Total (D)	**-**	**(24.71)**	**27.07**	**368.08**	**382.90**	**821.38**
Total Adjustments E= (B+C+D)	**15.57**	**(25.79)**	**31.61**	**595.54**	**263.25**	**468.10**
Gross taxable Profit (A-E)	426.94	1,304.51	986.28	586.44	760.47	(574.41)
Brought Forward Losses Adjusted	426.94	1,304.51	986.28	586.44	760.47	-
Taxable Profit	-	-	-	-	-	
Applicable Tax Rate	34.61%	34.61%	34.61%	33.99%	33.99%	32.45%
Tax Liability on taxable profit	-	-	-	-	-	

Note 1: Tax Liability under Minimum Alternate Tax (MAT)

(₹ in millions)

Particulars	As at					
	June 30, 2017	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**	**March 31, 2013**
Profit Before tax before restatement (A)	442.51	1,303.44	990.82	813.90	640.82	(927.69)
Add: Contingent Liability Disallowed	(64.92)	(180.00)	(244.38)	(258.86)	(391.42)	-
Add: Provision for Doubtful Debts	(2.60)	(16.41)	(19.11)	(76.15)	(34.08)	(306.30)
Add: Premium Deficiency Reserve	-	-	(25.79)	-	-	(17.94)
Add: Expenditure on Exempt Income u/s 14A	(2.60)	(9.11)	(3.92)	(3.73)	(3.12)	-
Less: Reversal of Premium Deficiency Reserve	-	25.79	-	-	20.90	-
Less: Reversal of Provision of Contingent Expenses	77.91	244.38	258.86	391.42	810.08	-
Less: Dividend Exempt u/s 10(34)	5.19	10.24	15.73	10.00	18.27	9.86
Less: Unabsorbed Depreciation	-	-	-	326.31	-	-
Less: Reversal of Provision for Doubtful Debts	-	-	38.68	36.48	220.19	-
Net Adjustments u/s 115JB (B)	12.98	74.89	20.07	425.47	640.82	(314.38)

Taxable Profit (A-B)	**429.53**	**1,228.55**	**970.75**	**388.43**	**(0.00)**	**(613.31)**
Income Tax rate under MAT	21.34%	21.34%	21.34%	20.96%	20.96%	20.01%
Tax liability under MAT	**91.70**	**262.19**	**207.17**	**81.42**	**-**	**-**
MAT Credit Carried forward	(91.70)	(262.19)	(207.17)	(81.42)	-	-
Net Tax liability	**-**	**-**	**-**	**-**	**-**	**-**

Annexure XXVI: Restated Statement of Dividend

(₹ in millions)

Particulars	For the quarter ended	For the year ended				
	June 30, 2017	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
Number of Equity shares at end of period	125,774,960	125,774,960	122,774,960	122,774,960	122,774,960	122,774,960
Face value per equity share(₹)	10.00	10.00	10.00	10.00	10.00	10.00
Dividend :						
- Final Dividend (₹ in million)	62.89	-	-	-	-	-
- Rate of Dividend	5.00%	-	-	-	-	-
Dividend distribution tax (₹ in million)	12.80	-	-	-	-	-
Board Approval Date	April 22, 2017	NA	NA	NA	NA	NA

Annexure XXVII: Restated Statement of Sundry Debtors

(₹ in millions)

Particulars	**As at June 30, 2017**	**As at March 31, 2017**	**As at March 31, 2016**	**As at March 31, 2015**	**As at March 31, 2014**	**As at March 31, 2013**
Sundry Debtors						
Sundry debtors(Debts outstanding for a period more than six months from the date they were due for payment)						
- Due from related parties	-	-	-	-	-	-
- Others	224.52	236.82	577.10	399.34	198.24	29.40
Less : Provision for Doubtful Debts						
- Due from related parties	-	-	-	-	-	-
- Others						
Total (A)	**224.52**	**236.82**	**577.10**	**399.34**	**198.24**	**29.40**
Sundry debtors(Debts outstanding for a period less than six months from the date they were due for payment)						
- Due from related parties		-	-	-	-	-
- Others	1,911.64	1,978.60	2,197.34	129.86	88.36	379.91
Less : Provision for Doubtful Debts						
- Due from related parties	-	-	-	-	-	-
- Others	-					
Sub-total (B)	**1,911.64**	**1,978.60**	**2,197.34**	**129.86**	**88.36**	**379.91**
Total sundry debtors (A+B)	**2,136.16**	**2,215.42**	**2,774.44**	**529.20**	**286.60**	**409.31**

Annexure XXVIII: Restated Statement of Aggregate Book Value & Market Value of Quoted Investments

(₹ in millions)

Particulars			Equity	Others	Total
As at	June 30, 2017	Book Value	1,090.12	67,677.17	**68,767.29**
		Market Value	1,204.19	68,619.99	**69,824.18**
	March 31, 2017	Book Value	990.94	66,159.40	**67,150.34**
		Market Value	1,077.79	66,833.39	**67,911.18**
	March 31, 2016	Book Value	851.70	53,101.57	**53,953.27**
		Market Value	706.85	53,450.04	**54,156.89**
	March 31, 2015	Book Value	848.79	49,619.81	**50,468.60**
		Market Value	862.61	50,387.10	**51,249.71**
	March 31, 2014	Book Value	620.82	37,799.37	**38,420.19**
		Market Value	627.78	37,077.57	**37,705.35**
	March 31, 2013	Book Value	674.22	31,903.74	**32,577.96**
		Market Value	621.22	32,091.21	**32,712.43**

Annexure XXIX: Restated Statement of Other income

The Company's major revenue is earned through its core business of selling insurance contracts and through income from investment earned out of Policyholder's and Shareholder's funds, which is ancillary to its core business of Insurance. "Other income" earned by the Company is not material and is less than 20% of the net profit before tax for the quarter ended June 2017, FY2017, FY2016, FY2015 and FY2014. For FY 2013, the Other Income of the Company was greater than 20% of the loss before tax, as the Company had incurred loss during the year. Other income for FY2013 mainly includes income earned under normal business activities and are recurring in nature.

ADDITIONAL DISCLOSURES OF FINANCIAL STATEMENTS UNDER IRDAI ISSUANCE OF CAPITAL REGULATIONS

The following chapter contains additional disclosures to the financial statements as required by the Insurance Regulatory and Development Authority of India (Issuance of Capital by Indian Insurance Companies transacting other than Life Insurance Business) Regulations, 2015

1. **Gross Premium along with Geographical Segmentation:**

The following table sets forth the geographical distribution (on the basis of the source of origination) of our GDPI for the periods indicated:

₹ in millions

Location	For the Quarter ended June 30, 2017	For the Year ended March 31,		
		2017	2016	2015
Andhra Pradesh	123.46	410.66	323.66	457.29
Arunachal Pradesh	0.10	11.40	13.77	1.79
Assam	95.17	246.54	157.93	104.74
Bihar	89.70	264.47	254.08	188.76
Chhattisgarh	(52.87)	1,475.80	114.57	54.37
Goa	11.37	28.36	25.93	33.34
Gujarat	1,168.60	3,426.70	2,574.06	2,184.54
Haryana	466.01	844.20	657.90	642.61
Himachal Pradesh	66.27	247.84	263.43	184.99
Jammu & Kashmir	74.45	216.68	200.95	189.43
Jharkhand	120.87	398.60	350.14	316.85
Karnataka	1,047.24	3,429.22	2,866.23	2,473.48
Kerala	1,627.13	1,375.86	3,512.26	3,480.33
Madhya Pradesh	108.94	585.83	422.89	291.48
Maharashtra	3,643.47	14,801.10	5,959.98	5,808.80
Manipur	0.08	0.10	0.03	-
Meghalaya	0.67	0.69	1.12	0.16
Mizoram	0.19	0.35	0.20	-
Nagaland	0.07	0.34	0.35	0.01
Orissa	212.92	1,073.43	367.00	644.56
Punjab	106.77	283.90	286.95	408.85
Rajasthan	120.70	380.24	386.19	1,156.75
Sikkim	0.20	4.13	0.96	0.07
Tamil Nadu	832.55	2,445.85	2,234.14	1,924.74
Telangana	432.59	1,588.52	1,297.46	987.86
Tripura	3.12	9.30	1.15	-
Uttar Pradesh	466.87	1,263.26	1,877.30	1,293.39
Uttarakhand	68.98	157.14	131.92	139.03
West Bengal	728.75	1,849.74	1,598.35	1,836.53
Andaman & Nicobar Is.	-	-	0.02	-
Chandigarh	195.79	397.34	133.66	312.30
Dadra & Nagar Haveli	1.06	4.42	7.88	1.01
Daman & Diu	0.42	5.85	1.03	0.14
Delhi	874.63	1,988.86	1,786.65	2,138.17
Lakshadweep	-	-	-	-
Puducherry	51.25	136.79	106.45	97.99
Total	**12,687.52**	**39,353.51**	**27,916.55**	**27,354.36**

2. **Cross Selling**:

For details of our Cross-Selling efforts, please refer to the section titled "***Our Business** – **Continue to Focus on Product Innovation***" and "***Our Business** – **Continue to Focus on Product Innovation***" on pages 142 and 143 respectively.

3. **Distribution Network**:

Sales and Marketing

We employ a product specific, multi-channel approach to market and sell our products. We divide our products and distribution teams into "wholesale", covering corporate and government customers and "retail" covering individuals. Our sales and marketing channels include direct sales (including online), individual agents, brokers and corporate agents including banks.

The following table sets forth our GDPI with respect to each of the channels for the periods indicated:

Distribution Channels	**For the Quarter ended June 30,2017**		**For the Year ended March 31,**					
			2017		**2016**		**2015**	
	₹ in millions	**% of Total GDPI**	**₹ in millions**	**% of Total GDPI**	**₹ in millions**	**% of Total GDPI**	**₹ in millions**	**% of Total GDPI**
Direct:								
Digital	190.22	1.5%	589.79	1.5%	416.48	1.5%	311.32	1.1%
Others	4,820.16	38.0%	17,163.32	43.6%	7,099.60	25.4%	7,433.41	27.2%
Direct Total	**5,010.38**	**39.5%**	**17,753.11**	**45.1%**	**7,516.08**	**26.9%**	**7,744.73**	**28.3%**
Broker	**3,483.64**	**27.5%**	**7,479.87**	**19.0%**	**5794.96**	**20.7%**	**5,079.90**	**18.6%**
Corporate Agents:								
Banks Partners	235.75	1.8%	576.07	1.5%	522.54	1.9%	697.14	2.5%
Other	607.39	4.8%	1,040.63	2.6%	1,282.61	4.6%	0.08	0.0%
Corporate Agents Total	**843.14**	**6.6%**	**1,616.70**	**4.1%**	**1,805.15**	**6.5%**	**697.22**	**2.5%**
Individual Agents	**3,350.36**	**26.4%**	**12,503.83**	**31.8%**	**12,800.36**	**45.9%**	**13,832.51**	**50.6%**
Total	**12,687.52**	**100.0%**	**39,353.51**	**100.0%**	**27,916.55**	**100.0%**	**27,354.36**	**100.0%**

4. **Operating Expense Ratio:**

The following table sets out our operating expense ratio:

Period	**Operating expenses ₹ in millions**	**Net Written Premium ₹ in millions**	**Operating Expense Ratio**
Quarter ended June 30, 2017	2,425.18	9,418.59	25.7%
FY2017	7,941.04	22,313.47	35.6%
FY2016	6,543.22	20,211.26	32.4%
FY2015	5,382.43	19,233.39	28.0%

Notes

4.1. Operating expense ratio = Operating expenses /Net written premium
4.2. Operating expense – See “Financial Statements - Annexure XII” on page 294
4.3. Net Written Premium – See “Financial Statements - Annexure IX” on page 283
4.4. The Operating Expense Ratio for the Quarter ended June 30, 2017 is not annualized.

5. **Investment Yield (weighted based on closing portfolio):**

The following table sets forth details of investment yield (weighted based on closing portfolio) for the periods indicated:

Particulars	**For the Quarter ended June 30, 2017**	**For the Year ended March 31, 2017**	**For the Year ended March 31, 2016**	**For the Year ended March 31, 2015**
Portfolio Yield	7.9%	8.0%	8.6%	8.9%

6. **Investment by Sectors:**

Exposure to Industry By Sector (Equity and Bonds)	As at June 30, 2017		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015	
	₹ in millions	% of total investments	₹ in millions	% of total investments	₹ in millions	% of total investments	₹ in millions	% of total investments
Financial and Insurance	16,050.54	23.3%	16,685.04	24.8%	13,335.01	24.8%	10,102.85	20.0%
Housing Sector	8,750.40	12.7%	8,522.57	12.7%	7,727.07	14.4%	6,389.67	12.7%
Infrastructure	7,432.86	10.8%	7,199.48	10.7%	5,096.65	9.5%	6,078.72	12.0%
Others	36,644.73	53.2%	34,835.57	51.8%	27,655.00	51.3%	27,912.02	55.3%
Total Investments (Book Value)	**68,878.53**	**100%**	**67,242.66**	**100%**	**53,813.73**	**100%**	**50,483.26**	**100%**

7. **Reinsurance and Reinsurance Strategy**

For the Quarter ended June 30, 2017

All figures in ₹ million unless otherwise mentioned

Reinsurance Placements	Number of Reinsurers	Premium Ceded to Reinsurers								
		Proportional Treaties			Non-Proportional Treaties			Facultative		
		Obligatory	Others	Others	Excess of Loss	Excess of Loss	Stop Loss	Stop Loss	Others	Others
		(In India)	(In India)	(Outside India)	(In India)	(outside India)	(In India)	(outside India)	(In India)	(Outside India)
Rating AAA and above	1	-	-	0.08	-	-	-	-	-	-
Rating AA but less than AAA	15	-	-	49.11	-	6.52	-	-	-	217.00
Rating A but less than AA	97	566.23	1,394.90	376.93	68.43	45.77	33.98	-	41.53	164.47
Rating BBB but less than A	11	-	-	82.07	-	7.14	-	0.17	-	9.40
Rating but less than BBB	2	-	-	0.24	-	-	-	-	-	-
Indian Reinsurers other than GIC	18	-	-	-	-	-	-	-	296.34	-
Total	**144**	**566.23**	**1,394.90**	**508.43**	**68.43**	**59.43**	**33.98**	**0.17**	**337.87**	**390.87**

For the Year ended March 31, 2017

All figures in ₹ million unless otherwise mentioned

Reinsurance Placements	Number of Reinsurers	Premium Ceded to Reinsurers								
		Proportional Treaties			Non-Proportional Treaties			Facultative		
		Obligatory	Others	Others	Excess of Loss	Excess of Loss	Stop Loss	Stop Loss	Others	Others
		(In India)	(In India)	(Outside India)	(In India)	(outside India)	(In India)	(outside India)	(In India)	(Outside India)
Rating AAA and above	1	-	-	0.49	-	-	-	34.57	-	-
Rating AA but less than AAA	16	-	-	890.24	-	24.99	-	267.68	-	278.73
Rating A but less than AA	142	1,929.86	9,631.50	1,433.01	173.53	100.98	214.35	34.57	277.03	1,110.55
Rating BBB but less than A	19	-	-	883.00	-	34.58	-	58.31	-	183.95
Rating but less than BBB	1	-	-	1.80	-	0.09	-	-	-	-
Indian Reinsurers other than GIC	15	-	0.05	-	-	-	-	-	193.60	-
Total	**194**	**1,929.86**	**9,631.55**	**3,208.54**	**173.53**	**160.64**	**214.35**	**395.13**	**470.63**	**1,573.23**

For the Year ended March 31, 2016

All figures in ₹ million unless otherwise mentioned

Reinsurance Placements	Number of Reinsurers	Premium Ceded to Reinsurers								
		Proportional Treaties			Non-Proportional Treaties			Facultative		
		Obligatory	Others	Others	Excess of Loss	Excess of Loss	Stop Loss	Stop Loss	Others	Others
		(In India)	(In India)	(Outside India)	(In India)	(outside India)	(In India)	(outside India)	(In India)	(Outside India)
Rating AAA and above	1	-	-	1.37	-	-	-	-	-	-
Rating AA but less than AAA	17	-	-	319.53	-	23.48	-	1.25	-	315.87
Rating A but less than AA	143	1,367.43	3,718.58	476.87	161.00	75.33	3.33	0.83	247.69	730.18
Rating BBB but less than A	21	-	-	377.00	-	108.07	-	2.91	-	73.72
Rating but less than BBB	1	-	-	3.47	-	0.01	-	-	-	-
Indian Reinsurers other than GIC	16	-	1.73	-	-	-	-	-	459.82	-
Total	**199**	**1,367.43**	**3,720.31**	**1,178.24**	**161.00**	**206.89**	**3.33**	**4.99**	**707.51**	**1,119.77**

For the Year ended March 31, 2015

All figures in ₹ million unless otherwise mentioned

Reinsurance Placements	Number of Reinsurers	Premium Ceded to Reinsurers								
		Proportional Treaties			Non-Proportional Treaties			Facultative		
		Obligatory	Others	Others	Excess of Loss	Excess of Loss	Stop Loss	Stop Loss	Others	Others
		(In India)	(In India)	(Outside India)	(In India)	(outside India)	(In India)	(outside India)	(In India)	(Outside India)
Rating AAA and above	1	-	-	2.96	-	-	-	-	-	-
Rating AA but less than AAA	8	-	-	138.81	-	9.97	-	-	-	21.55
Rating A but less than AA	132	1,323.34	3,469.40	639.87	122.52	116.60	2.98	0.75	208.64	1,762.36
Rating BBB but less than A	17	-	-	208.53	-	43.52	-	10.33	-	61.86
Rating but less than BBB	1	-	-	7.50	-	-	-	-	-	0.02
Indian Reinsurers other than GIC	12	-	13.48	-	-	-	-	-	281.76	-
Total	**171**	**1,323.34**	**3,482.88**	**997.67**	**122.52**	**170.09**	**2.98**	**11.08**	**490.40**	**1,845.79**

8. **Reinsurance Balances outstanding - age wise:**

(₹ in million)

Year	0-30 Days *	31-60 Days	61-90 Days	91-180 Days	181-365 Days	More than 365 Days	Grand Total
Fiscal Year 2015	1,264.74	68.51	109.69	227.72	(149.11)	318.21	1,839.76
Fiscal Year 2016	1,374.22	327.32	(79.20)	102.35	(133.50)	402.09	1,993.28
Fiscal Year 2017	1,448.17	(280.31)	217.05	(90.69)	(4.94)	353.26	1,642.54
Q1 2017-18	1,489.74	6.33	(10.48)	(172.83)	59.45	414.83	1,787.04

** Including amounts not due*

9. **Maximum Probable Loss Ratio:**

Probable Maximum Loss (PML)' is the maximum loss that an insurer would be expected to incur on a policy. The probable maximum loss represents the worst-case scenario for an insurer. We track our reinsurance exposures on both a sum-insured basis and a probable maximum loss ("PML") basis.

10. **IBNR / IBNER (Net):**

₹ in millions

Particulars	**For the Quarter ended June 30, 2017**	**For the Year ended March 31, 2017**	**For the Year ended March 31, 2016**	**For the Year ended March 31, 2015**
Fire	171.98	126.34	154.80	97.47
Marine Cargo	112.97	116.78	81.78	72.31
Marine Hull	0.01	0.01	0.39	0.44
Motor OD	310.32	290.78	432.14	235.95
Motor TP	22,075.40	20,336.02	16,444.78	15,143.09
Public Liability	36.98	29.55	9.92	15.18
Engineering	25.09	35.17	65.75	39.78
Aviation	0.41	0.48	0.23	-
Personal Accident	110.71	146.61	88.04	76.71
Health	361.97	281.06	600.67	594.41
Weather and Crop	1,201.52	1155.57	69.74	80.02
Other Miscellaneous	45.99	78.89	80.09	44.27
Employer’s Liability	70.46	66.75	11.74	17.57

11. **Claims Outstanding (Gross):**

Claims Outstanding For the Quarter ended June 30, 2017 (₹ in million)

Particulars	**Fire**	**Marine Cargo**	**Marine Hull**	**Engineering**	**Motor OD**	**Motor TP**	**Health**	**Personal Accident**	**Liability Insurance**	**Other miscellaneous**	**Total**
Claims Outstanding at the start of the quarter	5,449.42	1,083.59	1.87	802.83	816.6	15,310.54	841.11	410.12	149.47	2,424.27	27,289.82
Claims intimated/ Booked during the quarter	305.6	242.7	0	57.79	1,498.98	963.2	1,355.46	67.27	12.04	1,926.65	6,429.69
Claims Settled during the quarter*	729.84	140.51	0.04	218.17	1,536.25	1,932.02	1493.42	148.03	9.96	2,403.08	8,611.32
Claims Repudiated during the quarter	0.35	2.08	0	0	33.1	201.83	209.01	26.88	2.12	4.69	480.06
Claims Outstanding at the end of the quarter	4,735.80	1,097.45	82.39	846.31	787.01	15,150.49	755.26	337.95	154.13	2,187.34	26,134.13
Age-wise details of the outstanding claims											
0-3 months	317.46	97.62	80.97	47.23	379.95	631.32	629.84	38.84	8.25	115.65	2,347.13
3-6 months	1,690.75	53.58	0.01	55.97	145.38	802.59	19.48	70.75	8.74	38.96	2,886.21
6-12 months	1,317.66	147.7	0	246.13	103.9	1,320.33	12.42	81.8	20.53	164.13	3,414.6

Particulars	Fire	Marine Cargo	Marine Hull	Engineering	Motor OD	Motor TP	Health	Personal Accident	Liability Insurance	Other miscellaneous	Total
1 year to 3 year	1,298.42	732.1	0	297.69	60.62	4,474.46	70.51	111.45	65.16	839.06	7,949.47
3 year to 5 year	26.81	41.36	1.37	189.93	43.17	3,469.08	19.67	16.19	29.46	237.19	4,074.23
5 year and above	84.70	25.09	0.04	9.36	53.99	4452.71	3.34	81.92	21.99	792.36	5462.50

*Claim Settled include paid and closed during the year.

Claims Outstanding For the Quarter ended June 30, 2017 (Number of cases)

Particulars	Fire	Marine Cargo	Marine Hull	Engineering	Motor OD	Motor TP	Health	Personal Accident	Liability Insurance	Other miscellaneous	Total
Claims Outstanding at the start of the quarter	830	1,018	4	1,095	14,064	68,047	45,072	2,768	958	1,856	135,712
Claims intimated/ Booked during the quarter	423	1,618	3	198	56,588	4,325	167,036	688	119	3,967	234,965
Claims Settled during the quarter	336	1,645	0	201	53,637	4,220	159,764	710	50	765	2,14,717
Claims Repudiated during the quarter	8	36	-	1	1,434	1,093	10,048	120	11	58	12,809
Claims Outstanding at the end of the quarter	909	955	7	1,091	15,581	67,059	42,296	2,626	1,016	5,000	1,33,540
Age-wise details of the outstanding claims											
0-3 months	218	367	3	92	10,757	2,892	41,334	397	106	454	56,620
3-6 months	134	145	1	64	1,903	3,664	240	305	89	151	6,696
6-12 months	198	186	0	269	815	5,920	152	490	183	404	8,617
1 year to 3 year	277	210	0	589	747	19,797	312	986	500	291	23,709
3 year to 5 year	32	20	1	52	604	14,131	96	222	96	412	15,666
5 year and above	50	27	2	25	755	20,655	162	226	42	288	22,232

Claims Outstanding for the Year ended March 31, 2017(₹ in million)

Particulars	Fire	Marine Cargo	Marine Hull	Engineering	Motor OD	Motor TP	Health	Personal Accident	Liability Insurance	Other miscellaneous	Total
Claims Outstanding at the start of the year	2,293.02	464.26	41.37	762.47	1,058.70	14,657.60	1,096.48	282.72	112.75	2,880.94	23,650.31
Claims Intimated/ Booked during the year	1,643.45	926.30	0.03	1,693.85	5,262.58	4,266.31	3,168.30	434.41	41.87	202.49	17,639.57
Claims Settled during the year*	1,837.17	515.07	36.70	351.31	5,687.12	7,033.25	3,909.24	612.75	50.02	3,949.22	23,981.83
Claims Repudiated during the year	4.00	15.07	-	2.50	147.27	745.30	390.79	154.27	4.47	6.37	1,470.03
Claims Outstanding at the end of the year	5,449.42	1,083.59	1.87	802.83	816.60	15,358.07	841.11	410.12	149.47	2,424.27	27,337.35
Age-wise details of the outstanding claims	-	-	-	-	-	-	-	-	-	-	-
0-3 months	4,185.03	278.03	0.14	339.20	621.42	2,499.20	740.68	251.16	34.71	319.65	9,269.22
3-6 months	137.68	13.02	0.06	36.03	34.44	697.43	7.62	26.78	12.04	246.86	1,211.95
6-12 months	671.47	17.05	-	18.68	27.31	1,350.81	17.11	48.79	20.07	190.53	2,361.82
1 year to 3 year	364.85	745.22	1.62	396.03	44.34	3,978.57	69.02	56.73	47.25	756.74	6,460.36
3 year to 5 year	42.28	13.20	-	6.35	54.70	3,925.66	4.23	8.86	26.72	176.82	4,258.82
5 year and above	48.11	17.07	0.04	6.54	34.38	2,906.40	2.46	17.80	8.69	733.67	3,775.17

*Claim Settled include paid and closed during the year.

Claims Outstanding for the Year ended March 31, 2017 (Number of cases)

Particulars	Fire	Marine Cargo	Marine Hull	Engineering	Motor OD	Motor TP	Health	Personal Accident	Liability Insurance	Other miscellaneous	Total
Claims Outstanding at the start of the year	673	558	4	879	18,206	70,836	118,606	2,673	666	1,246	214,347
Claims Intimated/ Booked during the year	1,506	6,076	5	1,097	219,129	20,044	190,921	4,330	640	3,793	447,541
Claims Settled during the year	1,313	5,315	5	869	216,011	18,578	249,069	3,524	302	3,023	498,009
Claims Repudiated during the year	36	301	-	12	7,260	4,255	15,386	711	46	160	28,167
Claims Outstanding at the end of the year	830	1,018	4	1,095	14,064	68,047	45,072	2,768	958	1,856	135,712
Age-wise details of the outstanding claims											

Particulars	Fire	Marine Cargo	Marine Hull	Engineering	Motor OD	Motor TP	Health	Personal Accident	Liability Insurance	Other miscellaneous	Total
0-3 months	449	735	1	418	11,704	11,134	44,472	1,246	361	829	71,349
3-6 months	65	36	-	25	236	3,206	57	212	79	92	4,008
6-12 months	86	134	-	24	254	5,959	124	364	167	92	7,204
1 year to 3 year	165	68	1	573	627	17,119	185	576	255	283	19,852
3 year to 5 year	26	26	-	37	757	16,002	113	189	70	444	17,664
5 year and above	39	19	2	18	486	14,627	121	181	26	116	15,635

Claims Outstanding for the Year ended March 31, 2016(₹ in million)

Particulars	Fire	Marine Cargo	Marine Hull	Engineerin g	Motor OD	Motor TP	Health	Personal Accident	Liability Insurance	Other miscellaneo us	Total
Claims Outstanding at the start of the year	1,622.84	602.75	4.72	1,265.54	1,274.75	13,304.80	667.47	268.38	72.76	2,238.02	21,322.04
Claims Intimated/ Booked during the year	1,560.47	506.80	0.00	602.71	5,432.61	4,276.72	5,118.95	406.22	44.34	79.84	18,028.67
Claims Settled during the year	1,513.22	550.09	17.08	761.34	5,163.96	6,406.44	5,200.35	547.08	38.67	2,218.57	22,416.78
Claims Repudiated during the year	15.98	14.59	-	8.46	192.74	536.72	543.64	221.58	5.17	5.32	1,544.20
Claims Outstanding at the end of the year	2,293.02	464.26	41.37	762.47	1,058.70	14,657.60	1,096.48	282.72	112.75	2,880.94	23,650.31
Age-wise details of the outstanding claims	-	-	-	-	-	-	-	-	-	-	-
0-3 months	374.99	51.28	-	56.15	457.88	908.26	952.09	100.53	10.85	646.42	3,558.44
3-6 months	854.59	82.07	-	34.03	211.94	751.49	25.97	42.08	10.12	101.67	2,113.95
6-12 months	484.13	229.52	39.96	389.07	159.41	1,585.13	41.81	58.33	22.02	121.16	3,130.54
1 year to 3 year	468.99	50.07	1.37	254.06	107.10	4,592.25	69.02	52.85	38.30	1,121.79	6,755.80
3 year to 5 year	52.27	43.77	-	24.74	82.87	4,359.66	4.04	11.14	27.82	163.95	4,770.26
5 year and above	58.05	7.55	0.04	4.42	39.49	2,460.81	3.56	17.79	3.65	725.97	3,321.33

Claims Outstanding for the Year ended March 31, 2016 (Number of cases)

Particulars	Fire	Marine Cargo	Marine Hull	Engineering	Motor OD	Motor TP	Health	Personal Accident	Liability Insurance	Other miscellaneous	Total
Claims Outstanding at the start of the year	522.00	404.00	4.00	842.00	14,446.00	70,249.00	37,244.00	3,152.00	316.00	1,142.00	128,321.00
Claims Intimated/ Booked during the year	1,597.00	3,257.00	2.00	1,858.00	195,036.00	20,975.00	686,446.00	4,054.00	607.00	1,638.00	915,470.00
Claims Settled during the year	1,329.00	2,916.00	2.00	1,785.00	184,461.00	17,111.00	556,384.00	3,609.00	226.00	1,422.00	769,245.00
Claims Repudiated during the year	117.00	187.00	-	36.00	6,815.00	3,277.00	48,700.00	924.00	31.00	112.00	60,199.00
Claims Outstanding at the end of the year	673.00	558.00	4.00	879.00	18,206.00	70,836.00	118,606.00	2,673.00	666.00	1,246.00	214,347.00
Age-wise details of the outstanding claims											
0-3 months	156.00	231.00	-	113.00	11,624.00	4,064.00	117,757.00	526.00	109.00	289.00	134,869.00
3-6 months	137.00	141.00	-	60.00	2,676.00	3,527.00	163.00	303.00	109.00	49.00	7,165.00
6-12 months	179.00	108.00	1.00	585.00	1,293.00	7,526.00	126.00	468.00	195.00	28.00	10,509.00
1 year to 3 year	121.00	30.00	1.00	58.00	1,045.00	21,430.00	237.00	898.00	160.00	333.00	24,313.00
3 year to 5 year	33.00	27.00	-	50.00	1,052.00	20,392.00	178.00	259.00	72.00	445.00	22,508.00
5 year and above	47.00	21.00	2.00	13.00	516.00	13,897.00	145.00	219.00	21.00	102.00	14,983.00

Claims Outstanding for the Year ended March 31, 2015(₹ in million)

Particulars	Fire	Marine Cargo	Marine Hull	Engineering	Motor OD	Motor TP	Health	Personal Accident	Liability Insurance	Other miscellaneous	Total
Claims Outstanding at the start of the year	1,456.72	248.12	3.66	1,450.94	1,731.59	12,485.35	774.41	188,867*	67.63	1,143,267*	19,550.56
Claims Intimated/ Booked during the year	810.09	216.00	0.20	372.46	4,993.29	3,655.23	4,989.85	296.94	67.88	72.55	15,474.48
Claims Settled during the year	1,215.50	544.95	2.03	953.94	5,981.61	5,798.87	5,430.81	506.83	69.90	1,250.49	21,754.92
Claims Repudiated during the year	50.55	12.35	-	112.56	191.03	-	519.32	86.08	1.11	4.60	977.59
Claims Outstanding at the end of the year	1,622.84	602.75	4.72	1,265.54	1,274.75	13,304.80	667.47	268.38	72.76	2,238.02	21,322.04
Age-wise details of the outstanding claims	-	-	-	-	-	-	-	-	-	-	-

Particulars	Fire	Marine Cargo	Marine Hull	Engineering	Motor OD	Motor TP	Health	Personal Accident	Liability Insurance	Other miscellaneous	Total
0-3 months	246.02	25.19	-	117.48	536.21	825.82	362.00	73.19	5.83	90.78	2,282.52
3-6 months	223.16	76.12	-	106.44	248.78	774.29	82.53	43.26	8.00	605.16	2,167.73
6-12 months	251.90	55.45	3.25	368.17	190.06	1,312.63	91.71	51.51	12.82	308.12	2,645.62
1 year to 3 year	798.03	365.62	1.37	645.72	183.56	5,155.64	115.84	70.45	24.39	438.90	7,799.52
3 year to 5 year	89.50	77.05	0.11	27.09	115.90	3,857.20	15.20	17.86	17.69	792.95	5,010.54
5 year and above	14.23	3.32	-	0.64	0.23	1,379.22	0.20	12.11	4.04	2.11	1,416.11

*We have reclassified and regrouped some products due to which there is a difference in opening and closing claims outstanding For the Year ended March 31, 2015 and For the Year ended March 31, 2014 in Personal Accidents& Miscellaneous classes.

Claims Outstanding for the Year ended March 31, 2015 (Number of cases)

Particulars	Fire	Marine Cargo	Marine Hull	Engineering	Motor OD	Motor TP	Health	Personal Accident	Liability Insurance	Other miscellaneous	Total
Claims Outstanding at the start of the year	457.00	458.00	5.00	775.00	14,956.00	69,391.00	67,058.00	*2810	251.00	*1156	157,317.00
Claims Intimated/ Booked during the year	1,304.00	1,734.00	3.00	748.00	164,200.00	19,139.00	683,173.00	4,034.00	449.00	1,340.00	876,124.00
Claims Settled during the year	1,160.00	1,692.00	4.00	625.00	162,157.00	18,281.00	664,877.00	3,370.00	370.00	1,300.00	853,836.00
Claims Repudiated during the year	79.00	96.00	-	56.00	2,553.00	-	48,110.00	322.00	14.00	54.00	51,284.00
Claims Outstanding at the end of the year	522.00	404.00	4.00	842.00	14,446.00	70,249.00	37,244.00	3,152.00	316.00	1,142.00	128,321.00
Age-wise details of the outstanding claims											
0-3 months	98.00	117.00	-	85.00	8,937.00	4,129.00	19,696.00	577.00	58.00	106.00	33,803.00
3-6 months	84.00	53.00	-	82.00	1,775.00	3,926.00	1,659.00	361.00	52.00	61.00	8,053.00
6-12 months	134.00	60.00	2.00	152.00	918.00	6,495.00	3,383.00	503.00	51.00	138.00	11,836.00
1 year to 3 year	150.00	116.00	1.00	461.00	1,491.00	25,104.00	12,190.00	1,325.00	104.00	521.00	41,463.00
3 year to 5 year	52.00	50.00	1.00	56.00	1,321.00	21,754.00	314.00	377.00	38.00	290.00	24,253.00
5 year and above	4.00	8.00	-	6.00	4.00	8,841.00	2.00	9.00	13.00	26.00	8,913.00

*We have reclassified and regrouped some products due to which there is a difference in opening and closing claims outstanding For the Year ended March 31, 2015 and For the Year ended March 31, 2014 in Personal Accidents& Miscellaneous classes

Claims Outstanding for the Year ended March 31, 2014(₹ in million)

Particulars	Fire	Marine Cargo	Marine Hull	Engineering	Motor OD	Motor TP	Health	Personal Accident	Liability Insurance	Other miscellaneous	total
Claims Outstanding at the start of the year	1,234.45	255.45	7.94	621.55	1,876.16	10,720.53	526.15	124.28	42.99	1,089.80	16,499.29
Claims Intimated/ Booked during the year	4,167.04	1,581.22	4.42	6,652.87	4,530.34	3,345.83	4,666.03	342.07	66.40	488.54	25,844.77
Claims Settled during the year	1,142.42	334.79	9.93	720.61	6,729.40	4,411.43	4,954.29	218.23	50.69	544.24	19,116.02
Claims Repudiated during the year	-	-	-	-	-	-	409.32	-	-	-	409.32
Claims Outstanding at the end of the year	1,456.72	248.12	3.66	1,450.94	1,731.59	12,485.35	774.41	164.62	67.63	1,167.52	19,550.56
Age-wise details of the outstanding claims	-	-	-	-	-	-	-	-	-	-	-
0-3 months	538.15	51.15	-	241.88	710.63	813.59	578.66	35.68	12.59	92.80	3,075.13
3-6 months	188.91	60.20	1.37	520.03	330.70	667.40	53.70	24.83	6.66	38.71	1,892.50
6-12 months	425.84	12.76	0.09	419.29	288.19	1,512.32	58.04	25.02	13.23	95.32	2,850.10
1 year to 3 year	225.40	110.21	-	266.80	312.00	6,319.92	63.72	54.88	28.69	196.26	7,577.86
3 year to 5 year	78.42	13.80	2.20	2.63	89.84	2,517.33	20.17	23.83	4.16	742.60	3,494.97
5 year and above	-	-	-	0.33	0.25	654.79	0.12	0.37	2.31	1.84	660.00

Claims Outstanding for the Year ended March 31, 2014 (Number of cases)

Particulars	Fire	Marine Cargo	Marine Hull	Engineering	Motor OD	Motor TP	Health	Personal Accident	Liability Insurance	Other miscellaneous	total
Claims Outstanding at the start of the year	358.00	362.00	5.00	480.00	16,150.00	66,709.00	295,291.00	1,831.00	187.00	1,583.00	382,956.00
Claims Intimated/ Booked during the year	1,161.00	1,779.00	29.00	1,076.00	156,455.00	17,998.00	1,078,231.00	2,575.00	382.00	2,056.00	1,261,742.00
Claims Settled during the year	1,062.00	1,683.00	29.00	781.00	157,649.00	15,316.00	1,236,254.00	1,942.00	318.00	2,137.00	1,417,171.00
Claims Repudiated during the year	-	-	-	-	-	-	70,210.00	-	-	-	70,210.00
Claims Outstanding at the end of the year	457.00	458.00	5.00	775.00	14,956.00	69,391.00	67,058.00	2,464.00	251.00	1,502.00	157,317.00

Particulars	Fire	Marine Cargo	Marine Hull	Engineering	Motor OD	Motor TP	Health	Personal Accident	Liability Insurance	Other miscellaneous	total
Age-wise details of the outstanding claims											
0-3 months	164.00	185.00	-	185.00	8,922.00	4,236.00	54,062.00	485.00	61.00	268.00	68,568.00
3-6 months	79.00	53.00	1.00	145.00	1,972.00	3,395.00	3,347.00	307.00	32.00	132.00	9,463.00
6-12 months	76.00	50.00	1.00	168.00	1,326.00	7,511.00	8,222.00	437.00	44.00	145.00	17,980.00
1 year to 3 year	104.00	149.00	-	261.00	1,900.00	33,027.00	1,155.00	1,031.00	87.00	744.00	38,458.00
3 year to 5 year	34.00	21.00	3.00	15.00	833.00	16,526.00	271.00	203.00	20.00	194.00	18,120.00
5 year and above	-	-	-	1.00	3.00	4,696.00	1.00	1.00	7.00	19.00	4,728.00

Claims Outstanding for the Year ended March 31, 2013(₹ in million)

Particulars	Fire	Marine Cargo	Marine Hull	Engineering	Motor OD	Motor TP	Health	Personal Accident	Liability Insurance	Other miscellaneous	total
Claims Outstanding at the start of the year	1,348.12	273.01	7.29	787.51	1,338.91	8,802.01	198.01	94.73	33.69	1,122.54	14,005.82
Claims Intimated/ Booked during the year	1,498.85	879.13	0.77	565.06	5,091.99	3,163.86	134.28	252.63	32.05	1,272.18	12,890.80
Claims Settled during the year	871.58	229.28	0.39	638.56	3,725.37	3,483.21	2,091.96	230.18	24.64	295.55	11,590.70
Claims Repudiated during the year	-	-	-	-	-	-	0.55	-	-	-	0.55
Claims Outstanding at the end of the year	1,234.45	255.45	7.94	621.55	1,876.16	10,720.53	526.15	124.28	42.99	1,089.80	16,499.29
Age-wise details of the outstanding claims	-	-	-	-	-	-	-	-	-	-	-
0-3 months	334.85	53.90	0.76	75.73	771.70	851.99	312.71	36.30	15.20	67.36	2,520.51
3-6 months	137.63	11.37	-	104.33	397.17	897.10	62.07	23.46	7.67	60.46	1,701.26
6-12 months	360.19	16.43	-	217.27	330.83	1,789.20	85.57	25.14	2.88	105.48	2,932.98
1 year to 3 year	293.40	162.29	5.81	178.40	371.93	5,442.05	65.18	28.33	13.60	850.10	7,411.08
3 year to 5 year	108.38	11.46	1.37	45.81	4.53	1,740.20	0.62	11.05	2.11	6.41	1,931.93
5 year and above	-	-	-	-	-	-	-	-	1.54	-	1.54

Claims Outstanding for the Year ended March 31, 2013 (Number of cases)

Particulars	Fire	Marine Cargo	Marine Hull	Engineering	Motor OD	Motor TP	Health	Personal Accident	Liability Insurance	Other miscellaneous	total
Claims Outstanding at the start of the year	331.00	393.00	10.00	325.00	13,267.00	60,651.00	162,058.00	807.00	133.00	629.00	238,604.00
Claims Intimated/ Booked during the year	1,168.00	1,454.00	8.00	903.00	143,174.00	20,939.00	835,078.00	3,606.00	372.00	2,790.00	1,009,492.00
Claims Settled during the year	1,104.00	1,423.00	13.00	752.00	137,535.00	11,283.00	688,099.00	2,491.00	271.00	1,732.00	844,703.00
Claims Repudiated during the year	40.00	80.00	-	25.00	2,668.00	3,567.00	13,792.00	74.00	57.00	134.00	20,437.00
Claims Outstanding at the end of the year	358.00	362.00	5.00	480.00	16,150.00	66,709.00	295,291.00	1,831.00	187.00	1,583.00	382,956.00
Age-wise details of the outstanding claims											
0-3 months	148.00	158.00	1.00	129.00	8,846.00	4,801.00	290,738.00	471.00	79.00	264.00	305,635.00
3-6 months	48.00	51.00	-	61.00	2,723.00	4,959.00	1,220.00	341.00	34.00	164.00	9,601.00
6-12 months	57.00	49.00	-	175.00	1,735.00	9,595.00	1,915.00	403.00	11.00	332.00	14,272.00
1 year to 3 year	97.00	94.00	3.00	108.00	2,832.00	34,396.00	1,410.00	607.00	51.00	797.00	40,395.00
3 year to 5 year	8.00	10.00	1.00	7.00	14.00	12,958.00	8.00	9.00	10.00	26.00	13,051.00
5 year and above	-	-	-	-	-	-	-	-	2.00	-	2.00

12. **Awards given by Ombudsman against our Company for last 3 years**

The Insurance Ombudsman passed 101 awards against our Company in the last three years of which (i) 95 awards passed have been closed and have been complied with by our Company, and (ii) 6* awards aggregating to ₹ 0.645 million are pending as the claims are being processed by our Company.

*4 out of 6 cases are not quantified yet by the court as the condition of the court is not fulfilled by the complainant. Hence the pending amount mentioned above (₹ 0.645 million) is only for 2 claims.

13. **Interest Rate Sensitivity:**

As a general insurance company, most of our Company's liabilities and payments are not guaranteed or based on investment returns of the assets. Hence for us, the interest rate risk is not so significant. However, on the liability side,our subordinated debt issuance of our Company carries an interest rate risk.

On the asset side, our Company invests in various debt securities ranging from central government securities, state government, debentures, tax free securities and money market instruments. For interest rate sensitivity of such debt securities, our Company carries out various scenario testing to analyse the sensitivity of the portfolio with respect to interest rate movements. The results of the stress test are placed before the Asset Liability Committee of our Company on regular basis for review.

14. **Manner of arriving at unrealized gains / losses:**

As per IRDAI Preparation of Financial Statements Regulations all insurers are required to fair value equity andmutual funds. All listed equity securities traded in the active markets shall be measured at fair value on the balancesheet date. Measurement for the purpose of calculation of fair value shall be the last quoted closing price on the NSE. However, in case of any stock not being listed on the NSE, the insurer may value the equity based on the last quoted closing price in BSE. All mutual funds and AIFs are valued at latest available Net Asset Values.

The cost is computed on volume weighted average basis. The purchase price in case of equity is computed after capitalising brokerage and other transaction cost and taxes on such transactions.

The NAV at which the mutual fund instrument is purchased forms the purchase price for such mutual fund. The unrealised gain is the difference between fair value and book cost.

All the debt securities including government securities, debentures / bonds, certificate of deposits, commercial papers are valued at cost subject to amortisation.

15. **Solvency ratio:**

Particulars	For the Quarter ended June 30, 2017	For the Year ended March 31,				
		2017	2016	2015	2014	2013
Available Solvency margin Ratio toRequiredSolvency Margin Ratio (times)	1.70	1.68	1.55	1.53	1.51	1.62

16. **Agent Productivity:**

Particulars	For the Quarter ended June 30, 2017	For the Year ended March 31, 2017	For the Year ended March 31, 2016	For the Year ended March 31, 2015
Premium per employee (₹ in mn)	5.56	17.96	13.38	13.89
Number of policies (actuals)	1,137,015	4,096,938	3,912,411	4,189,401
Grievance disposal rate (in days)	4.56	6.00	8.00	5.26
Agent productivity* (₹ in mn)	0.13	0.55	0.69	0.89

**Gross direct premium from agency/ micro-office channel to average number of agents/ micro-offices.*

17. **Certification by Auditor Solvency Margin and IBNR Reserves:**

Please refer to serial number 18 in the section titled "**Material Contracts and Documents For Inspection"** on page 495.

18. **Details of Experience Analysis: Adequacy of Premiums, Reserves, Assets Liability Management disclosed:**

18.1. Premium adequacy

OurCompany's approach to pricing is consistent from the previous year. The pricing strategy varies from product to product. Generally, the implicit risk relativity in erstwhile tariff tables provides the initial bases for the final premium charged for all exposures. The final rate is a combination of the exposure's loss experience and the erstwhile tariff for all lines except Motor TP where rates follow the prevailing tariff.

Retail Product Strategy: The premium for retail products sold to individual customers are required to be as per the rate charts filed for the given product with IRDAI at the time of the product approval. Generally speaking, the starting point of such pricing (at the time of filing with IRDAI) are earlier determined based on erstwhile tariff structure with some loading / discounts for certain risk characteristics of the proposal that reflects our Company's understanding of the risk and the marketing requirements. More recently, in the last few years with internal data and experience being more evolved, the approach to pricing is further improved and apart from the erstwhile tariff structure, the pricing also reflects the results of detailed analysis of the experience of the underlying portfolio.

Premiums charged by our Company are aimed to cover the claims cost and other costs such as commission, general expenses and profit margins on a portfolio basis.

Commercial Insurance products:In essence the pricing for the commercial products are similar to the retail products but the pricing is done more on an account by account basis i.e. the individual risk characteristics and the loss experience are given more importance. This is because the risk characteristics of the commercial customers are more heterogeneous in nature than the retail customers.
However, as in the retail portfolio, the pricing is well controlled as per the approvals provided by IRDAI at the time of filing of the product. Premiums charged by ourCompany, in this case too, are aimed to cover the claims cost and other costs such as commission, general expenses and profit margins on the portfolio basis.

Internally, the underwriting authority and the underwriting policy are followed to control the pricing process.

18.2. Reserving Adequacy

In general, ourCompany's various businesses are well established in terms of product construct, underwriting and claim settlement practices. Hence the historical data is found to be representative in estimating future losses with appropriate adjustments where necessary.

As an exception to this, the motor TP business where given the lack of any year which has run-off completely, ourCompany has to make significant future extrapolation of losses to estimate ultimate losses. However, the actual development is tracked with respect to assumptions and any deviations from assumptions are addressed. The reserves are held on a best estimate basis i.e. they reflect past average. This means that the future experience can prove that today's reserve can be either is adequate or inadequate with equal chance of both being adequate and inadequate.

18.3. Analysis of the portfolio from an ALM perspective

Actuarial unit jointly prepares the quarterly ALM of ourCompany along with the investment team and and shares the result with our Company's management / ALCO committee. The effects of mismatches are discussed. Cash requirements are forecasted and offset against premium receipts and inward cash flows from investments. Our Company did not face any cash flow issues in For the Year ended March 31, 2017.

Our Company operates on the principle that each Rupee of asset supports each Rupee of liability. Therefore, asset cash-flow is allocated across lines of business in proportion of liability cash-flow. Thus, it must be emphasized that this is only a notional allocation and has no bearing on actual availability of cash or assets per line of business as cash and assets are fungible.

Basis the ALM performed as on 31st March 2017, assets and liabilities are not matched and the asset durations are shorter than the liability duration. This strategy is adopted because our Company's investment philosophy is to operate on the basis of maximizing total return. Our Company does not have a cash flow matching problem because written premiums together with investment income fill in any undue outflow requirements. Further, liquidity aspect is kept in mind while making investments such that most of the investments can be converted in cash within a reasonable time without significant loss.

The representation of assets in the ALM tabulation depicts the market value of assets in their corresponding duration bucket while the liabilities are represented as cash-flows in run-off. This representation is inconsistent with company's investment philosophy of cash-flow matching. Since our Company does not carry any interest rate sensitive liabilities it is not essential for the assets and liabilities to be matched in the manner specified in the ALM tables.

18.4. Analysis of the current financial condition:

For a detailed analysis on our current financial condition, please refer to the section titled "**Management's Discussion and Analysis of Financial Condition and Results of Operations"** on page 344.

19. **A comparison of period-wise provisions made**

(₹ in millions)

Particulars	**As at**					
	June 30, 2017	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**	**March 31, 2013**
1. Reserve for Unexpired Risk	13,375.65	10,524.29	9,101.39	8,884.63	9,071.44	7,912.29
2. For Taxation (less advance tax paid and Tax deducted at source)	86.74	47.64	26.54	46.72	-	-
3. For Final Dividends	62.89	-	-	-	-	-
4. For Dividend distribution tax	12.80	-	-	-	-	-
5. Reserve for Premium Deficiency	-	-	-	-	-	-
6. Others:						
(a) For Grautity	21.10	2.61	2.78	4.18	-	4.68
(b) For Leave Encashment	23.65	22.02	19.21	16.71	14.59	16.85
(c) For Risk Reserves	100.00	100.00	100.00	100.00	100.00	100.00
		-	-	-	-	-
Total	**13,682.83**	**10,696.56**	**9,249.92**	**9,052.23**	**9,186.03**	**8,033.82**

20. **Accounting and other ratios:**

Sl No.	Particulars	As on / For the quarter ended June 30, 2017	As on / For the year ended March 31,				
			2017	2016	2015	2014	2013
1	Restated Profit / (Loss) after Tax (₹ in millions)	442.51	1,287.28	1,008.53	1,056.87	905.22	(372.80)
2	Net Profit / (Loss)(₹ in millions)	442.51	1,287.28	1,008.53	1,056.87	905.22	(372.80)
3	Weighted average number of Equity Shares outstanding during the year (Refer Note 1)	251,549,920	251,549,920	245,549,920	245,549,920	245,549,920	243,963,954
4	Number of Equity Shares outstanding at the end of the year	125,774,960	125,774,960	122,774,960	122,774,960	122,774,960	122,774,960
5	Net Worth (₹ in millions)	12,954.87	12,569.12	11,049.99	10,195.68	8,231.10	7,265.91
6	Accounting Ratios:						
	Basic Earnings per Share(₹)	1.76	5.12	4.11	4.30	3.69	(1.53)
	Diluted Earnings per Share(₹)	1.76	5.12	4.03	4.23	3.69	(1.53)
7	Net Asset Value Per Share (₹) (Refer note 4)	51.50	49.97	43.41	40.05	33.52	29.59
8	Gross Direct Premium Growth Rate						
	Fire	27.1%	15.4%	36.8%	6.4%	5.7%	44.8%
	Marine- Cargo	46.8%	6.8%	-0.5%	6.8%	40.0%	-29.9%
	Marine- Others	259.4%	-38.5%	112.8%	191.9%	131.4%	-19.2%
	Marine- Total	55.6%	-1.6%	10.4%	13.7%	42.1%	-29.7%
	Motor-OD	33.1%	19.8%	4.8%	-1.4%	2.7%	7.2%
	Motor-TP	17.3%	16.8%	-2.1%	30.9%	24.4%	24.4%
	Motor- Total	24.5%	18.2%	1.1%	13.7%	11.8%	13.8%
	Employer’s Liability	-4.6%	0.0%	17.6%	-0.1%	4.2%	29.6%
	Public/Product Liability	-11.2%	17.2%	19.8%	-5.1%	-3.6%	104.5%
	Engineering	16.7%	1.6%	-21.1%	-6.7%	-14.8%	-6.4%
	Aviation	16.7%	20.5%	75.7%	5.2%	29.6%	-37.5%
	Personal Accident	-26.0%	33.1%	-26.9%	31.2%	24.7%	-13.9%
	Health Insurance	127.1%	-35.9%	7.1%	6.5%	499.6%	-65.1%
	Crop / Weather Insurance	111.9%	867.3%	-29.0%	361.8%	13280.6%	410.6%
	Others	-37.4%	4.8%	-18.9%	-32.1%	3.1%	4.8%
	Total – Miscellaneous	45.3%	44.5%	-0.7%	15.2%	19.7%	16.5%
	Total	43.3%	41.0.%	2.1%	14.5%	18.8%	17.4%
9	Gross Direct Premium to Net Worth Ratio (In Times)	0.98	3.13	2.53	2.68	2.90	2.77

Sl No.	Particulars	As on / For the quarter ended June 30, 2017	As on / For the year ended March 31,				
			2017	2016	2015	2014	2013
10	Growth rate of Net Worth (Refer note 5)	3.1%	13.7%	8.4%	23.9%	13.3%	19.8%
11	Net Retention Ratio						
	Fire	26.6%	23.4%	21.1%	25.6%	22.9%	21.1%
	Marine- Cargo	13.3%	11.3%	66.3%	54.7%	55.4%	41.3%
	Marine- Others	1.2%	1.4%	1.8%	2.3%	7.0%	19.4%
	Marine- Total	12.2%	10.1%	54.7%	49.7%	53.6%	40.8%
	Motor-OD	79.0%	79.0%	78.8%	79.7%	94.2%	89.7%
	Motor-TP	79.6%	79.6%	79.7%	80.1%	93.3%	89.5%
	Motor- Total	79.3%	79.3%	79.3%	79.9%	93.8%	89.6%
	Employer’s Liability	95.0%	95.0%	95.0%	92.7%	92.4%	89.8%
	Public/Product Liability	20.2%	21.5%	18.3%	16.1%	13.8%	10.1%
	Engineering	27.0%	34.3%	29.3%	21.2%	19.4%	16.3%
	Aviation	1.9%	1.9%	2.1%	2.7%	2.3%	-5.8%
	Personal Accident	90.2%	90.3%	89.9%	90.8%	69.6%	88.6%
	Health Insurance	92.2%	93.4%	93.7%	86.5%	75.0%	15.7%
	Crop / Weather Insurance	91.8%	15.3%	21.3%	13.0%	17.9%	27.8%
	Others	72.2%	54.7%	40.7%	30.0%	21.0%	27.8%
	Total – Miscellaneous	81.7%	59.6%	77.1%	73.5%	81.8%	80.4%
	Total	73.7%	55.7%	70.5%	69.4%	76.3%	74.2%
12	Net Commission Ratio						
	Fire	-7.6%	-30.2%	-25.4%	-21.4%	-28.0%	-15.0%%
	Marine- Cargo	-93.2%	-73.5%	11.2%	9.4%	11.9%	11.9%
	Marine- Others	332.8%	478.2%	-26.7%	-600.3%	-121.0%	-9.2%
	Marine- Total	-89.1%	-64.8%	11.0%	6.6%	11.3%	11.7%
	Motor-OD	2.7%	-1.2%	-0.3%	5.9%	9.2%	8.7%
	Motor-TP	-2.2%	-1.2%	-1.2%	-4.3%	-0.2%	-1.6%
	Motor- Total	0.2%	-1.2%	-0.7%	0.4%	4.7%	4.2%
	Employer’s Liability	8.3%	8.4%	9.0%	8.9%	7.9%	8.2%
	Public/Product Liability	-7.7%	-1.5%	1.2%	2.2%	-11.5%	-22.6%
	Engineering	2.4%	-6.7%	-22.9%	-51.6%	-59.3%	-73.0%
	Aviation	-278.9%	-207.0%	-303.5%	-330.5%	-254.0%	229.5%
	Personal Accident	7.5%	6.1%	9.5%	6.2%	2.8%	8.5%
	Health Insurance	-0.7%	4.7%	2.3%	2.2%	0.0%	-16.0%

Sl No.	Particulars	As on / For the quarter ended June 30, 2017	As on / For the year ended March 31,				
			2017	2016	2015	2014	2013
	Crop / Weather Insurance	-1.4%	-83.1%	-54.9%	-100.5%	-89.6%	-13.5%
	Others	-5.0%	3.8%	8.0%	8.5%	-3.3%	-13.5%
	Total – Miscellaneous	-0.3%	-6.5%	-0.6%	-0.6%	2.8%	3.3%
	Total	-1.0%	-7.6%	-1.2%	-1.1%	2.1%	2.9%
13	Expense of Management to Gross Direct Premium Ratio	23.0%	23.2%	27.4%	23.7%	24.1%	24.9%
14	Expense of Management to Net Written Premium Ratio	30.9%	40.9%	37.9%	33.7%	30.9%	32.5%
15	Net Incurred Claims to Net Earned Premium	79.3%	92.2%	89.4%	92.9%	87.3%	89.5%
16	Combined Ratio	104.1%	120.2%	120.5%	119.8%	114.1%	117.8%
17	Technical Reserves to Net Premium Ratio	5.80	2.25	2.17	2.13	1.98	2.10
18	Underwriting balance Ratio						
	Fire	(0.45)	(0.16)	0.10	0.01	0.09	0.09
	Marine	1.24	0.05	(0.78)	(0.34)	(0.46)	(0.99)
	Miscellaneous	(0.14)	(0.23)	(0.21)	(0.15)	(0.16)	(0.22)
	Total	(0.15)	(0.22)	(0.21)	(0.19)	(0.16)	(0.22)
19	Operating Profit Ratio	3.8%	2.3%	1.7%	2.4%	2.4%	-2.7%
20	Liquid Assets to liabilities Ratio	0.29	0.31	0.33	0.31	0.24	0.24
21	Net earnings Ratio	4.7%	5.8%	5.0%	5.5%	4.9%	-2.4%
22	Return on Net Worth Ratio (Refer note 5)	3.4%	10.2%	9.1%	10.4%	11.0%	-5.1%
23	Available Solvency margin Ratio to Required Solvency Margin Ratio (times)	1.70	1.68	1.55	1.53	1.51	1.62
24	NPA Ratio						
	Gross NPA Ratio	-	-	-	-	-	-
	Net NPA Ratio	-	-	-	-	-	-
25	Debt-Equity Ratio	0.18	0.18	-	-	-	-
26	Debt Service Coverage Ratio	9.48	10.73	-	-	-	-
27	Interest Service Coverage Ratio	9.48	10.73	-	-	-	-

Note:

1. Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year. The number of weighted average shares and outstanding shares have been adjusted for issue of bonus shares in the ratio of 1:1.)
2. For the purpose of net worth, Net worth = Equity share capital + Securities Premium + Surplus/deficit in P&L A/c + Fair value change A/c - Miscellaneous expenditure not written off + Share application money
3. The above ratios have been calculated as per IRDAI Master Circular IRDA/F&I/CIR/F&A/231/10/2012 dated October 5th, 2012 and Corrigendum on Master Circular IRDA/F&I/CIR/F&A/126/07/2013 dated July 3rd, 2013.
4. Book value has been calculated considering the dilutive potential of the share application money at the proposed value of ₹ 200 per share for the Year ended March 31, 2015&For the Year ended March 31, 2016.
5. The ratios for quarter ended 30th June 2017 are not annualised.

21. **Details of Company's record of policyholder protection and pendency of policyholder complaints:**

Details of Company's record of policyholders protection and the pendency of the policyholder complaints for Quarter Ended June 30, 2017 are set out below:

Sl. No.	Particulars	Opening Balance	Additions	Complaints Resolved			Complaints Pending
				Fully Accepted	Partial Accepted	Rejected	
1	Complaints Made by customers						
a)	Sales Related	-					
b)	New Business Related	-					
c)	Policy Servicing Related	3	19	18	4	-	-
d)	Claims Servicing Related	3	107	31	6	70	3
e)	Others	2	25	13	2	12	-
	Total Number	**8**	**151**	**62**	**12**	**82**	**3**
	Complaints made by Intermediaries						
a)	Sales Related	-	-	-	-	-	-
b)	New Business Related	-	-	-	-	-	-
c)	Policy Servicing Related	-	-	-	-	-	-
d)	Claims Servicing Related	-	-	-	-	-	-
e)	Others	-	-	-	-	-	-
	Total Number	-	-	-	-	-	-
2	**Duration wise Pending status**	**Complaints made by customers**		**Complaints made by Intermediaries**		**Total**	
a)	Less than 15 days	3		-		3	
b)	Greater than 15 days	-		-		-	
	Total Number	**3**		**-**		**3**	

Details of Company's record of policyholders protection and the pendency of the policyholder complaints For the Year ended March 31, 2017 are set out below:

Sl. No.	Particulars	Opening Balance	Additions	Complaints Resolved			Complaints Pending
				Fully Accepted	Partial Accepted	Rejected	
1	Complaints Made by customers						
a)	Sales Related	-	-	-	-	-	-
b)	New Business Related	-	-	-	-	-	-
c)	Policy Servicing Related	2	241	214	-	26	3
d)	Claims Servicing Related	-	804	211	5	585	3
e)	Others	4	243	139	6	100	2
	Total Number	**6**	**1,288**	**564**	**11**	**711**	**8**
	Complaints made by Intermediaries						
a)	Sales Related	-	-	-	-	-	-
b)	New Business Related	-	-	-	-	-	-
c)	Policy Servicing Related	-	-	-	-	-	-
d)	Claims Servicing Related	-	-	-	-	-	-
e)	Others	-	-	-	-	-	-
	Total Number	-	-	-	-	-	-
2	**Duration wise Pending status**	**Complaints made by customers**		**Complaints made by Intermediaries**		**Total**	
a)	Less than 15 days	5		-		5	
b)	Greater than 15 days	3		-		3	
	Total Number	**8**		**-**		**8**	

Details of Company's record of policyholders protection and the pendency of the policyholder complaints For the Year ended March 31, 2016 are set out below:

Sl. No.	Particulars	Opening Balance	Additions	Complaints Resolved			Complaints Pending
				Fully Accepted	Partial Accepted	Rejected	
1	Complaints Made by customers						
a)	Sales Related	-	-	-	-	-	-
b)	New Business Related	-	-	-	-	-	-
c)	Policy Servicing Related	-	293	261	-	30	2
d)	Claims Servicing Related	2	780	356	1	425	-
e)	Others	9	453	407	-	51	4
	Total Number	**11**	**1,526**	**1,024**	**1**	**506**	**6**
	Complaints made by Intermediaries						
a)	Sales Related	-	-	-	-	-	-
b)	New Business Related	-	-	-	-	-	-
c)	Policy Servicing Related	-	-	-	-	-	-
d)	Claims Servicing Related	-	-	-	-	-	-
e)	Others	-	-	-	-	-	-
	Total Number	-	-	-	-	-	-
2	**Duration wise Pending Status**	**Complaints made by customers**		**Complaints made by Intermediaries**		**Total**	
a)	Less than 15 days	5		-		5	
b)	Greater than 15 days	1		-		1	
	Total Number	**6**		-		**6**	

Details of Company's record of policyholders protection and the pendency of the policyholder complaints for year ended March 31, 2015 are set out below:

Sl. No.	Particulars	Opening Balance	Additions	Complaints Resolved			Complaints Pending
				Fully Accepted	Partial Accepted	Rejected	
1	Complaints Made by customers						
a)	Sales Related	-	-	-	-	-	-
b)	New Business Related	-	-	-	-	-	-
c)	Policy Servicing Related	1	221	203	-	19	-
d)	Claims Servicing Related	10	575	367	-	216	2
e)	Others	1	963	903	11	41	9
	Total Number	**12**	**1,759**	**1,473**	**11**	**276**	**11**
	Complaints made by Intermediaries						
a)	Sales Related	-	-	-	-	-	-
b)	New Business Related	-	-	-	-	-	-
c)	Policy Servicing Related	-	-	-	-	-	-
d)	Claims Servicing Related	-	-	-	-	-	-
e)	Others	-	-	-	-	-	-
	Total Number	-	-	-	-	-	-
2	**Duration wise Pending Status**	**Complaints made by customers**		**Complaints made by Intermediaries**		**Total**	
a)	Less than 15 days	9		-		9	
b)	Greater than 15 days	2		-		2	
	Total Number	11		-		11	

Details of Company's record of policyholders protection and the pendency of the policyholder complaints For the Year ended March 31, 2014 are set out below:

Sl. No.	Particulars	Opening Balance	Additions	Complaints Resolved			Complaints Pending
				Fully Accepted	Partial Accepted	Rejected	
1	Complaints Made by customers						
a)	Sales Related	-	-	-	-	-	-
b)	New Business Related	-	-	-	-	-	-
c)	Policy Servicing Related	4	526	514	4	11	1
d)	Claims Servicing Related	12	1,356	1,055	26	277	10
e)	Others	2	741	671	22	49	1
	Total Number	**18**	**2,623**	**2,240**	**52**	**337**	**12**
	Complaints made by Intermediaries						
a)	Sales Related	-	-	-	-	-	-
b)	New Business Related	-	-	-	-	-	-
c)	Policy Servicing Related	-	-	-	-	-	-
d)	Claims Servicing Related	-	-	-	-	-	-
e)	Others	-	-	-	-	-	-
	Total Number	-	-	-	-	-	-
2	**Duration wise Pending Status**	**Complaints made by customers**		**Complaints made by Intermediaries**		**Total**	
a)	Less than 15 days	7		0		7	
b)	Greater than 15 days	5		0		5	
	Total Number	**12**		**0**		**12**	

Details of Company's record of policyholders protection and the pendency of the policyholder complaints for Fiscal 2013 are set out below:

Sl. No.	Particulars	Opening Balance	Additions	Complaints Resolved			Complaints Pending
				Fully Accepted	Partial Accepted	Rejected	
1	Complaints Made by customers						
a)	Sales Related	-	-	-	-	-	-
b)	New Business Related	-	-	-	-	-	-
c)	Policy Servicing Related	8	1,865	1,770	69	46	4
d)	Claims Servicing Related	24	4,652	4,444	37	183	12
e)	Others	5	918	906	5	10	2
	Total Number	**37**	**7,451**	**7,120**	**111**	**239**	**18**
	Complaints made by Intermediaries						
a)	Sales Related	-	-	-	-	-	-
b)	New Business Related	-	-	-	-	-	-
c)	Policy Servicing Related	-	-	-	-	-	-
d)	Claims Servicing Related	-	-	-	-	-	-
e)	Others	-	-	-	-	-	-
	Total Number	-	-	-	-	-	-
2	**Duration wise Pending Status**	**Complaints made by customers**		**Complaints made by Intermediaries**		**Total**	
a)	Less than 15 days	12		-		12	
b)	Greater than 15 days	6		-		6	
	Total Number	18		-		18	

22. **Legal and Other Information:**

For details pertaining to our legal information, please see the section titled "**Outstanding Litigation and Material Developments**" on page 372 and for other information, please see the section titled "**Our Business –Compliance**" on page 162.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with our Restated Financial Information as of and for the financial years ended March 31, 2017, 2016, and 2015 and the quarter ended June 30, 2017, including the related notes, schedules and annexures, which have been prepared in accordance with Indian GAAP. Our financial statements differ significantly from those of non-insurance companies. See "Risk Factors - Risks Relating to the Indian Insurance Industry - Our financial statements and the presentation of our performance metrics differ significantly from those of non-insurance companies and may be difficult to understand or interpret" on page 48.

The financial data relating to us set forth below have been prepared in accordance with Indian GAAP, except for the discussion of certain key performance indicators (See "Additional Disclosure of Financial Statements under IRDAI Issuance of Capital Regulations and "Our Business" on pages 320 and 138 respectively), which are not part of our financial statements and are unaudited.

Our financial year ends on March 31 of each year. Accordingly, all references to a particular financial year are to the 12-month period ended March 31 of that year.

The following discussion and analysis contain forward-looking statements that involve risks and uncertainties. Our actual results may differ from those anticipated in these forward-looking statements as a result of one or many number of factors, including those set forth in the sections "Forward-Looking Statements" and "Risk Factors" on pages 14 and 15, respectively.

Overview

We are one of the leading private-sector general insurance company's in India. Based on our gross direct premium income ("**GDPI**") for the quarter ended June 30, 2017, we are among the five largest private sector general insurance companies in India, according to the ICRA Report. We offer a comprehensive and well-diversified range of insurance products in the motor, weather and crop, health, fire and engineering, and marine insurance sectors, as well as in other miscellaneous insurance business lines, which we provide through multiple distribution channels. In the financial year 2017, we issued over 4.10 million policies and our total GDPI was ₹39,353.51 million. GDPI for the financial year 2017 included: ₹19,626.52 million, or 49.9% of total GDPI, from motor insurance, ₹10,894.35 million, or 27.7% of total GDPI, from weather and crop insurance, ₹3,443.30 million, or 9.7% of total GDPI, from health insurance, ₹3,529.66 million, or 9.0% of total GDPI, from fire and engineering insurance and ₹499.93 million, or 1.3% of total GDPI, from marine insurance. We also participate in a number of insurance schemes promoted by the Government, notably in respect of weather insurance, crop insurance and mass health insurance.

As at June 30 2017, in addition to our own direct distribution through our branches, call center and website, our extensive multi-channel distribution network comprised individual and corporate agents (including bancassurance partners and NBFCs) as well as a significant number of brokers, and other intermediaries such as web aggregators. According to the ICRA Report, our distribution network comprised the highest number of individual agents of any private sector company in the general insurance industry in India.

We focus on enhancing customer experience in order to retain and grow our customer base. This is reflected in particular in our consistent and continuing investment in IT platforms, designed to simplify customer service (both in respect of sales and claims) and also in our ability and desire to maintain a diverse product suite to meet the equally diverse needs of customers.

Our IT capabilities are critical to the efficient operation and performance of our business and one of the key contributors to our success as well as our future growth. Our strong IT infrastructure and web and portal based products provide comprehensive solutions to our core business functions such as sales and distribution of policies, policy servicing and administration, claims management, workflow management, human resource management and customer relationship management.

We are promoted by Reliance Capital Limited, an RBI registered non-banking finance company with business interests in asset management and mutual funds, life insurance, commercial lending, home finance, stock broking, wealth management services, distribution of financial products, asset reconstruction and proprietary investments, in addition to general insurance. Reliance Capital Limited is a part of the Reliance Group which has business interests in financial services, telecommunications, power, energy, infrastructure, and defense. The Reliance Group is led by Mr. Anil D. Ambani, one of India's prominent business leaders.

We have received numerous industry awards in recent years including:

- "Model Insurer Asia Data & Analytics" (Celent Model Insurer Asia Award – 2017);
- "General Insurance Company of the Year" (Annual Insurance India Summit & Awards – 2017);
- "General Insurance Company of the Year" (ABP News BFSI Awards – 2017);
- "Best Multi-Channel Integrated Marketing Campaign" and "Best Overall Use of Social Media" (Global Marketing Excellence Awards – 2016); and
- "Best Product Innovation" (The Indian Insurance Awards – 2016).

Our GDPI has increased at a compound average growth rate ("**CAGR**") of 18.3% to ₹39,353.51 million in the financial year 2017 from ₹20,100.06 million in the financial year 2013. Our net profit after tax has increased to ₹1,287.28 million in the financial year 2017 from a loss of ₹372.80 million in the financial year 2013. Our solvency ratio as at June 30, 2017 was 1.70x compared to the IRDAI-required control level of 1.50x.

As a general insurance company, in accordance with applicable regulations, we generally receive premiums significantly prior to when we are required to make payments in settlement of claims, which follows the reporting and processing of such claims. This leave us with investible assets for the intervening period which we are required to invest in accordance with IRDAI Investment Regulations. Our investment policy is designed with the objective of effectively investing, supervising, monitoring and evaluating all activities pertaining to fund management. As of June 30, 2017 and March 31, 2017, we had an investment portfolio of ₹68,878.53 million and ₹67,242.66 million, respectively. Our investment portfolio increased at a CAGR of 19.9% between March 31, 2013 and March 31, 2017. In the financial year 2017, our investment portfolio generated yield on average investments (including unrealized gains) of 9.0%. Debt investments made up 98.9% and equity investments 1.1% of our total investments as at March 31, 2017. See "*Our Business —Investments*" beginning on page 157.

Significant Factors Affecting our Results of Operations

Our results of operations and financial condition are significantly affected by a number of factors including:

The Indian Economy

Our results of operations are affected by general economic conditions in India. The insurance industry has undergone transformational changes in the last decade on the back of new entrants in both life and general insurance sectors. The Government of India has launched several initiatives such as Aadhaar, Pradhan Mantri Jeevan Jyoti Bima Yojana, Rashtriya Swasthya Bima Yojana, Universal Health Insurance Scheme and Pradhan Mantri Suraksha Bima Yojana. Further, simplification of KYC procedures coupled with higher levels of awareness among customers on the need for insurance has enhanced financial literacy of the Indian work force. These developments are expected to help insurance companies in India to enhance penetration levels. The growth of our GDPI in the periods under review has also been underpinned by the increased penetration of the general insurance industry in India as a result of growth in the Indian economy (including resulting increases in disposable income both for the purchase of insurance as well as for the purchase of assets that require insurance such as motor vehicles) and increased awareness of financial products, such as insurance. These trends have resulted in a larger base of customers seeking to purchase general insurance products and as such, the general insurance industry including our business, has grown.

Regulatory and Fiscal Environment

The general insurance industry in India is highly regulated. Relevant laws and regulations cover a wide variety of areas, including for us: solvency requirements, investments, distribution channels, the claim settlement process for third-party motor liability and reserving practices; and for our customers, the requirement to purchase insurance policies, the prices they are available at, and the level of cover provided.

For the periods presented, changes to our GDPI have, to a significant extent, been driven by changes in regulatory and fiscal policy in the insurance industry. Legislation that requires Indian motorists to purchase third party motor insurance is responsible for a significant element of the demand for our products. Governmental sponsored (and subsidized) insurance programs in the weather and crop insurance sector have made weather and crop insurance affordable for many farmers and generated significant demand for these products. Furthermore, government policy with respect to the liberalization of the economy and the education of the public on the availability and benefits of financial products such as insurance, have also driven demand for general insurance products. Our performance in previous periods, as well as in the future, has been, and is likely to be, significantly influenced by the pursuit and success of such policies.

Demand for General Insurance Products

We design and distribute a broad range of insurance products. The range of products we provide, and their relative contribution to our GDPI in any financial period, are determined by customer demand for such products (including as a result of regulatory changes). For the periods presented, there have been variations in the relative contribution of certain business lines to our GDPI, for example, the relative contribution of the weather and crop business line has increased as this product becomes more popular (and also varied as a result of our success in tendering for government programs). Demand for our existing products, and our ability to offer products that cater to new or changing demands of consumers, will drive our ability to attract customers and our GDPI.

Furthermore, different products and business lines have different financial structures and contribute to our results of operations in different ways. For example, third party motor insurance policies have no time or exposure limit in respect of claims, requiring us to adopt a conservative reserving policy in respect of them. Third party motor insurance business therefore generates a large ‘float’ of investable assets, the success of our investment of which will drive our profitability in respect of that business line. Therefore, if in any financial period (or periods) we generate a larger portion of our GDPI from third party motor insurance, then our ability to generate profit will depend more significantly on the success of our investment strategy and performance of our investment portfolio, for that period.

Our segmental GDPI for the periods presented is shown in the table below:

(₹ in million)

Segment	**For the quarter ended June 30, 2017**	**Financial Year 2017**	**Financial Year 2016**	**Financial Year 2015**
Fire	1,371.52	2,989.13	2,590.77	1,893.18
Marine Cargo	315.06	441.96	413.67	415.59
Marine Hull	33.11	57.97	94.24	44.30
Marine Total	348.17	499.93	507.91	459.89
Motor Own Damage	*2,922.02*	*9,518.16*	*7,947.72*	*7,581.45*
Motor Third Party	*3,069.05*	*10,108.36*	*8,657.53*	*8,843.91*
Motor Total	5,991.07	19,626.52	16,605.25	16,425.36
Employer's Liability	26.97	93.96	93.95	79.86
Public Liability	254.88	366.82	312.92	261.23
Engineering	184.86	540.53	531.95	674.53
Aviation	20.19	65.79	54.61	31.08
Personal Accident	105.16	365.62	274.75	376.09
Health	3,172.28	3,443.30	5,371.85	5,016.94
Weather and Crop Insurance	1,091.87	10,894.35	1,126.25	1,586.14
Other Miscellaneous	120.55	467.56	446.34	550.06
Total	**12,687.52**	**39,353.51**	**27,916.55**	**27,354.36**

Claims Incurred and Reserves

Our results of operations are affected by the claims that are made by policyholders in respect of insurance policies we have underwritten. The actual claims that we incur in any financial period may (and often will) vary from the assumptions we make in respect of potential claims, when we design and price our products. Our actual liabilities vary as a result of a variety of factors, including the frequency of damages suffered by holders of our insurance policies, catastrophic events and customer awareness of potential claims. Financial periods with higher aggregate claims incurred will result in higher actual expenses for us, and as such, are likely to result in lower net profit for such periods.

The claims we incurred (net of reinsurances) for the periods under review are shown in the table below:

(₹ in million)

Region	For the quarter ended June 30, 2017	Financial Year 2017	Financial Year 2016	Financial Year 2015
In India	4,525.07	12,215.57	15,060.98	13,926.70
Outside India	8.14	85.49	28.70	51.39
Total	4,533.21	12,301.06	15,089.68	13,978.09

In order to ensure we can meet our payment obligations in respect of future claims, we also maintain loss reserves, representing estimates of amounts we ultimately expect to pay in the future on claims incurred at a given time, based on facts and circumstances known at the time the loss reserves are established. Such estimates may not accurately predict actual expenses we incur as a result of claims incurred. To the extent loss reserves are insufficient to meet actual claims incurred, future revenue may need to be diverted to either meet such actual claims, as well as replenishing our loss reserves, which would impact our results of operations for any such period. Furthermore, our reserving policy in any financial period will determine how much revenue we divert to loss reserves in respect of insurance policies we have underwritten, either in that period or in any previous periods. Therefore, our net profit will vary as the amount of revenue we divert to loss reserves is changed for any financial period.

Reinsurance

In any financial period, we reinsure a certain amount of the insurance policies we underwrite for customers. Such reinsurance policies allow us to make a claim for a contribution from the relevant reinsurer, towards the meeting of the costs of claims we incur from our policyholders, in respect of such reinsured policies. Entering into such policies allows us to ensure the risk we retain is in accordance with our risk appetite and risk strategy. Our purchasing of reinsurance can affect our financial results in any period in a number of ways. For example, the premiums we pay for such reinsurance policies constitute expenses, and so the prices paid for such premiums will affect our net profit for such periods. Furthermore, the amount of risk we choose reinsure (and that we choose to retain), in accordance with our risk strategy, influences both the extent to which we are exposed to potential claims and so need to increase our loss reserves, and also the amount of premium we retain and as such the 'float' we have available to invest. As our reinsurance levels increase, our results of operations will vary less in connection with the extent of claims we incur and the performance of our investment portfolio in any period.

Our premium on reinsurance ceded, which indicates the difference between our gross written premium and our net written premium, for the periods under review is shown in the table below.

(₹ in million)

Premium Earned (Net) (NEP)	For the quarter ended June 30, 2017	Financial Year 2017	Financial Year 2016	Financial Year 2015
Gross Written Premium (GWP)	12,778.89	40,070.94	28,680.73	27,726.48
Less: Premium on reinsurance ceded	3,360.30	17,757.47	8,469.47	8,493.09
Net Written Premium (NWP)	9,418.59	22,313.47	20,211.26	19,233.39

The reinsurance market is cyclical, with periodic fluctuations in underwriting capacity in the market affecting the price at which reinsurance can be obtained. Underwriting capacity and rates in the reinsurance market, which are determined largely by underwriting conditions in the international market, may not necessarily move in in the same fashion as those in the Indian direct insurance market. Scarcity of underwriting capacity in the reinsurance market leading to increases in reinsurance rates could raise the cost of reinsurance to us and potentially decrease our underwriting profit. The occurrence of major terrorist attacks, regional natural disasters and developments in the global financial markets in recent years have caused reinsurance rates to increase. In addition, under applicable

IRDAI regulations, there are certain restrictions and conditions applicable to our obtaining reinsurance. See ―*Key Regulations and Policies*" on page 166.

Performance of our Investment Portfolio

As a general insurance company, the difference in time between the period in which we receive payment in respect of the premium of an insurance policy we have underwritten, and the time when we may be required to make a payment in respect of a claim under such policy, leaves us holding significant amounts of cash (known as 'float') which we invest. Investment income therefore comprises a substantial portion of our net income. In particular, as a large portion of our GDPI comes from third party motor insurance, for which there is no time limit for the making of claims, we are required to maintain our investment portfolio over time and so it forms an even greater part of our business. Therefore, the performance of our investment portfolio is likely to have a significant effect on our results of operations for any periods, and particularly for periods where we generate a larger float (for example as a result of growing third party motor GDPI).

Our investment returns are sensitive to interest rate fluctuations and any changes in interest rates could affect our investment returns and results of operations. Interest rate risk generally arises from fluctuations of interest rates and the mismatches between the durations of assets and liabilities. Rising interest rates would result in an increase interest income from fixed income investment assets. However, it would reduce the fair value of investments and result in unrealized losses, which could adversely affect our results of operations and financial condition. Conversely, lower interest rates would result in a reduction in interest income from our fixed income investment assets, but would increase the fair value of investments.

See *"Risk Factors - Internal Risk Factors - We are exposed to significant market risk, including changes in interest rates that could impair the value of our investment portfolio, which could lead to an adverse effect on our results of operations and financial condition" on page 28.*

We are also exposed to credit risk in relation to our investments. See *"Risk Factors - Internal Risk Factors - Credit risks related to our investments may expose us to losses and have an adverse effect on our financial condition" on page 29.*

Competition

We operate in a highly competitive industry, in competition both with state-owned and established general insurers, and newer market entrants, seeking to benefit from the growth and increased penetration in the general insurance industry in India that we ourselves have benefited from. Increased competition may reduce our market share, decrease any growth in our GDPI, increase our policy acquisition costs, increase our operating expenses and reduce our customer base. Mergers and acquisitions involving our competitors may create entities with higher market share, greater resources and larger distribution networks than us, thereby further increased such effects of competition. Any such effects of competition may result in decreased revenue and increased expenses.

Transition from Indian GAAP to Ind AS

The Ministry of Corporate Affairs, Government of India, had through a notification dated February 16, 2015, set out the Ind AS standard and the timelines for its implementation. Accordingly, we were required to adopt and prepare our statutory financial statements in accordance with Ind AS for periods beginning on or after April 1, 2018. However, the IRDAI approved a regulatory change whereby the implementation of Ind AS in the insurance sector has been deferred for a period of two years and insurance companies shall be required to implement it for periods beginning on or after April 1, 2020.

Significant Accounting Policies

Basis of Preparation of Financial Information

The Restated Financial Information have been prepared in accordance with the requirements of:

- Section 26 read with applicable provisions within Rules 4 to 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 to the Companies Act, 2013;
- The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by the Securities and Exchange Board of India ("**SEBI**") on August 26, 2009, as amended from time to time (together referred to as the "SEBI Regulations"); and
- Paragraph 1 and 2 of Part (c) Schedule I of Insurance Regulatory and Development Authority of India (Issuance of Capital by Indian Insurance Companies transacting other than Life Insurance Business) Regulations, 2015 (referred to as the "**IRDAI Regulations**") issued by the Insurance Regulatory and Development Authority of India (the "**IRDAI**").
- Guidance note on Reports in Company Prospectuses (Revised 2016).

Revenue Recognition

Premium income

Premium (net of prevailing tax) is recognized as income over the contract period or the period of risk whichever is appropriate. Any subsequent revisions to or cancellations of premium are recognized in the year in which they occur. In respect of government schemes being implemented by us for crop and weather insurance, premium is recognized (including share of Central Government and respective state government) upon remittance of farmer's share received from the nodal banks out of such premium collected by them subject to acceptance of proposal/declaration by us.

Income from reinsurance ceded

i. Commission income on reinsurance ceded is recognized as income in the period in which reinsurance premium is ceded.

ii. Profit commission under reinsurance treaties, wherever applicable, is recognized on accrual basis. Any subsequent revisions of profit commission are recognized in the year in which final determination of the profits are intimated by reinsurers.

Income earned on investments

i. Interest/dividend Income: Interest income is recognized on accrual basis. Dividend is recognized when right to receive dividend is established.

ii. Premium/discount on purchase of investments: Accretion of discount and amortization of premium relating to debt securities is recognized over the holding / maturity period on constant yield to maturity method.

iii. Profit/loss on sale of securities: Realized profit or loss on sale/redemption of securities is recognized on trade date basis. In determining the realized profit and loss, the cost of securities is arrived at on weighted average cost basis.

Further, in case of listed equity shares and mutual funds the profit and loss also includes accumulated changes in the fair value previously recognized in the fair value change account and includes effects on accumulated fair value changes, previously recognized, for specific investments sold/redeemed during the year.

Premium Received in Advance

Premium received in advance represents premium received in respect of policies issued during the year, where the risk commences subsequent to the balance sheet date.

Reinsurance Premium

a) Insurance premium ceded is accounted in the year in which the risk commences and recognized over the

Contract period. Any subsequent revision to refunds & cancellation of policies are recognized in the year in which they occur.

b) Reinsurance inward is accounted to the extent of the returns received from the reinsurer.

Reserve for Unexpired Risk

Reserve for unexpired risk is made on the amount representing that part of the net premium written which is attributable to, and to be allocated to the succeeding accounting period using 1/365 method for all lines of business other than marine hull. In the case of marine hull business, 100% of the net written premium during the preceding twelve month is recognized as reserve for unexpired risk.

Claims Incurred

Claims incurred comprises of claims paid (net of salvage and other recoveries), change in estimated liability for outstanding claims made following a loss occurrence reported and change in estimated liability for claims Incurred But Not Reported ("**IBNR**") and claims Incurred But Not Enough Reported ("**IBNER**"). Further, claims incurred also include specific claim settlement costs such as survey or legal fees and other directly attributable costs.

Salvages are recognized on realization basis.

Claims (net of amounts receivable from reinsurers/coinsurers) are recognized on the date of intimation using statistical method of estimates certified by Appointed Actuary. These estimates are progressively revalidated on availability of further information. IBNR represents that amount of claims that may have been incurred during the accounting period but have not been reported or claimed. The IBNR provision also includes provision, if any, required for claims IBNER. Estimated liability for IBNR claims and IBNER claims is certified jointly by the Appointed Actuary and the Mentor to the Appointed Actuary of our Company for the three months ended June 30, 2017 and the financial year 2017.

For the financial year 2016, provision for IBNR/IBNER has been made based on the report from an external consulting Actuary. The estimated liability for IBNR and IBNER is certified by the Appointed Actuary for the financial years 2015, 2014 and 2013.

Acquisition Cost

Acquisition costs are costs that vary with and are primarily related to acquisition of insurance contracts and are expensed in the period in which they are incurred.

Premium Deficiency

Premium deficiency is recognized if the cost of expected net claim cost, related expenses and maintenance cost exceeds the sum of related premium carried forward to subsequent accounting period as the reserve for unexpired risk. Premium deficiency is recognized at the Company level. We consider maintenance cost as relevant cost incurred for ensuring claim handling operations. The expected claim cost is calculated and duly certified jointly by the Appointed Actuary and the Mentor to the Appointed Actuary of our Company as at March 31, 2017 and June 30, 2017.

During the financial year 2016, we have made the provision based on the report from an external consulting actuary.

Investments

a) Investments maturing within twelve months from the balance sheet date are classified as short term investments. Investments other than short-term investments are classified as long term investments.

b) Investments are carried at cost on weighted average basis. Cost includes brokerage, securities transactions tax, stamp duty and other charges incidental to transactions.

c) Investment in debt securities is shown in the balance sheet at historical cost subject to amortisation/accretion of the premium/discount over the maturity period based on constant yield to maturity method.

d) Investment in equity shares as at the balance sheet date is stated at fair value and fair value is the last quoted closing price on the National Stock Exchange. However, in case of any stock not being listed in National Stock Exchange, then the last quoted closing price in Bombay Stock Exchange is taken as fair value. Unrealized gains/losses are credited /debited to fair value change account.

e) Investment in units of mutual funds is stated at the latest available Net Asset Value ("**NAV**") at the time of valuation on the balance sheet date. Unrealized gains/losses are credited/ debited to fair value change account.

f) In accordance with the regulations, unrealized gain/loss arising due to changes in fair value of listed equity shares is taken to the fair value change account. This balance in the fair value change account is not available for distribution, pending crystallizations.

Impairment of Investments

We assess at each balance sheet date whether there is any indication that any investment in equity or units of mutual funds is impaired. If any such indication exists, the carrying value of such investment is reduced to its recoverable amount and the impairment loss is recognized in the revenue or profit and loss account. If at the balance sheet date there is any indication that a previously assessed impairment loss no longer exists, then such loss is reversed and investment is restated to that extent.

Fixed Assets & Depreciation/Amortization

a) Fixed assets are stated at cost less accumulated depreciation.

b) Depreciation on fixed assets is provided on useful life basis at the rates and the manner provided in Schedule II of the Companies Act, 2013 except for points d. and e. mentioned below.

c) Lease Hold Improvements, is amortized over the primary period of lease.

d) Capital work-in-progress includes assets not ready for intended use and is carried at cost, comprising direct cost and related incidental expenses.

e) Assets purchased for value not exceeding ₹ 5,000 is fully depreciated in the year of purchase.

Tangible and Intangible assets are stated at cost of acquisition less accumulated depreciation/amortization.

Tangible Assets:

Description	**Useful Life**
Furniture & Fixtures	10 Years
Information Technology Equipment	2-3 Years
Information Technology Equipment (Server)	6 Years
Vehicles	8 Years
Office Equipment (Camera and Mobile)*	2 Years
Office Equipment (Others)	5 Years
Plant & Machinery	5 Years

*Based on technical advice

Intangible Assets:

Description	Useful Life
Intangible Asset (Computer Software)	4 Years

Taxation

We provide for income tax in accordance with the provisions of the Income Tax Act, 1961. Provision for income tax is made on the basis of estimated taxable income for the year at current rates. Tax expenses comprises of both current tax and deferred tax at the applicable enacted or substantively enacted rates. Current tax represents the amounts of income tax payable/recoverable in respect of the taxable income or loss for the reporting period.

Deferred Tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future, however, where there is unabsorbed depreciation and carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty backed by the convincing evidence of realization of such assets. Deferred tax assets are reviewed at each balance sheet date and are appropriately adjusted to reflect the amount that is reasonably or virtually certain to be realized.

In accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India and in accordance with the provisions of the Income tax Act, 1961, Minimum Alternative Tax ("**MAT**") credit is recognized as an asset to the extent there is convincing evidence that we will pay normal income tax in future by way of credit to the profit and loss account and it will be shown as MAT credit entitlement.

Allocation of Expenses

We have a board approved policy for allocation and apportionment of expenses of management amongst various business segments as required by IRDAI (Expenses of Management of Insurers transacting General or Health Insurance Business) Regulations, 2016.

Accordingly, operating expenses relating to insurance business are allocated to specific classes of business on the following basis:

a) Expenses, which are attributable and identifiable to the business segments, are directly charged to the relevant business segment. This is determined by the management, based on the nature of the expenses and their relationship with various business segments, wherever possible

b) Employee's remuneration and welfare expenses relating to underwriting and claims function, which are attributable and identified at health, motor and commercial lines of business, are directly charged to the respective lines of business and the same will further be allocated based on Net Written Premium of respective class of business

c) Other expenses, that are not identifiable at the segments, are allocated on the basis of net written premium in each business class

Expenses relating to investment activities and interest cost on borrowings are charged to profit and loss account.

Allocation of Investment Assets

Investments assets are bifurcated into policyholders and shareholders funds on a notional basis as per the IRDAI circular no. IRDA/F&A/CIR/CPM/056/03/2016 dated April 04, 2016 and IRDA/F&A/CIR/CPM/010/01/2017 dated January 12, 2017. Policyholders funds represent the amount equivalent to the sum of outstanding claims including IBNR and IBNER, Unexpired Risk Reserve ("**URR**"), Premium Deficiency, Catastrophe Reserve and Other Liabilities net off other assets as specified by the authority and the balance being disclosed as Shareholders Funds.

Allocation of Investment Income

Investment Income has been allocated between revenue accounts and profit and loss account in the ratio, an investment asset is bifurcated between policyholders and shareholders. Further, investment income between policyholder's is allocated on the basis of the ratio of average policyholder's funds comprising of reserves for unexpired risks, IBNR, IBNER and outstanding claims.

Revenue Accounts

We maintain a revenue account for our business which we use to derive our operating profit that is included in our profit and loss account.

The table below sets out our revenue accounts for the periods indicated:

(₹ in million)

Revenue	For the quarter ended June 30, 2017	Financial Year 2017	Financial Year 2016	Financial Year 2015
Premium Earned (Net)	6,567.23	20,890.56	19,994.52	19,420.20
Income from Investments	1,222.95	5,111.00	4,491.49	4,252.12
Other Income	1.46	5.52	13.68	14.51
Total (A)	**7,791.64**	**26,007.09**	**24,499.69**	**23,686.83**
Claims Incurred (Net)	5,206.29	19,267.19	17,875.14	18,043.04
Commission Paid (Net)	(91.06)	(1,690.84)	(250.37)	(207.20)
Operating expenses related to insurance business	2,425.18	7,941.04	6,543.22	5,382.42
Total (B)	**7,540.41**	**25,517.39**	**24,167.99**	**23,218.26**
Operating Profit / (Loss) C=(A-B)	**251.23**	**489.69**	**331.70**	**468.57**

Profit and Loss Accounts

The table below sets out our profit and loss accounts for the periods indicated:

(₹ in million)

Profit and Loss Account	For the quarter ended June 30, 2017	Financial Year 2017	Financial Year 2016	Financial Year 2015
Operating Profit / (Loss)	251.23	489.69	331.70	468.57
Income from Investment	272.60	992.49	743.42	797.19
Other Income	4.07	9.62	6.64	44.34
Total (A)	**527.90**	**1,491.80**	**1,081.76**	**1,310.10**
Provisions (Other than Taxation)	22.58	18.77	19.40	76.45
Other Expenses	62.81	194.30	44.47	51.67
Total (B)	**85.39**	**213.07**	**63.87**	**128.12**
Profit before Tax	**442.51**	**1,278.73**	**1,017.89**	**1,181.98**
Provision for Taxation	0.00	(8.55)	9.36	125.11
Profit after Tax	**442.51**	**1,287.28**	**1,008.53**	**1,056.87**

Premium Earned (Net)

The table below sets out our premium earned (net) ("**NEP**") for the periods indicated:

(₹ in million)

Premium Earned (Net) (NEP)	For the quarter ended June 30, 2017	Financial Year 2017	Financial Year 2016	Financial Year 2015
Premium from direct business written-net of service tax (GDPI)	12,687.52	39,353.51	27,916.55	27,354.36
Premium on reinsurance accepted	91.37	717.43	764.18	372.12
Gross Written Premium (GWP)	**12,778.89**	**40,070.94**	**28,680.73**	**27,726.48**
Less: Premium on reinsurance ceded	3,360.30	17,757.47	8,469.47	8,493.09
Net Written Premium (NWP)	**9,418.59**	**22,313.47**	**20,211.26**	**19,233.39**
Less: Adjustment for change in reserve for unexpired risks (URR)	2,851.36	1,422.91	216.74	(186.81)
Premium Earned (Net) (NEP)	**6,567.23**	**20,890.56**	**19,994.52**	**19,420.20**

The table below sets out our segmental NEP for the periods indicated:

(₹ in million)

Segment	**For the quarter ended June 30, 2017**	**Financial Year 2017**	**Financial Year 2016**	**Financial Year 2015**
Fire	165.54	632.68	560.43	486.80
Marine Cargo	13.77	176.62	266.90	218.02
Marine Hull	0.00	1.65	0.99	1.06
Marine Total	13.77	178.27	267.89	219.08
Motor Own Damage	1,931.53	6,911.85	6,060.36	6,662.16
Motor Third Party	2,031.06	7,592.92	6,902.12	6,793.10
Motor Total	3,962.59	14,504.77	12,962.48	13,455.26
Employer's Liability	21.61	89.57	86.01	72.59
Public Liability	17.82	73.46	52.32	35.61
Engineering	44.20	187.25	167.04	153.00
Aviation	0.32	1.11	0.98	0.84
Personal Accident	63.05	333.69	355.91	236.73
Health	1,207.40	2,999.42	5,139.85	4,398.33
Weather and Crop Insurance	1,008.20	1,682.81	232.97	198.02
Other Miscellaneous	62.73	207.53	168.64	163.94
Total	**6,567.23**	**20,890.56**	**19,994.52**	**19,420.20**

Explanation of Certain Line Items

Premium Earned (Net)

Premium from direct business written-net of prevailing tax ("**GDPI**") is the total premium received by us before taking into account reinsurance assumed and ceded. This is calculated net of prevailing tax on such premiums.

Premium on Reinsurance Accepted

Premium on reinsurance accepted is the premium received by us in respect of reinsurance policies we underwrite.

Premium on Reinsurance Ceded

Premium on reinsurance ceded is the premium in respect of the risks that we cede to reinsurance counterparties by purchasing reinsurance. In the case of non-proportional reinsurance, like risk, excess-of-loss or catastrophic excess-of-loss, this amount is the premium that we pay to our reinsurers. In the case of proportional reinsurance, this amount is calculated based on the premium we receive for insuring a particular risk and the proportion of such risk ceded to our reinsurers.

Adjustment for Change in Reserve for Unexpired Risks

Adjustment for change in reserve for unexpired risks ("**URR**") represents the change in our provisions to account for the portion of the premiums on policies written during a financial year, which have not yet been earned since the policy covers a period extending beyond the given financial year.

Income from Investments (Revenue Account)

Income from investments (revenue account) consists of net profit on sale and redemption of investments and gross interest, dividend and rent received from our investment assets. Total income from investments is allocated between revenue and profit and loss account in the ratio of policyholders fund to shareholder fund. Income from investments on policyholders fund is credited to revenue account

Other Income (Revenue Account)

Other income (revenue account) consists of foreign exchange gain or loss on reinsurance transactions and miscellaneous income, which is directly attributable to revenue account.

Claims Incurred (Net)

Claims incurred (net) are the total claims incurred by us during a given period, paid and outstanding, net of claims recovered from reinsurance ceded. Under guidance issued by the IRDAI, incurred but not reported ("**IBNR**") and reported but not settled ("**IBNER**") reserves, which constitute claims outstanding, are not discounted.

Commission on Reinsurance Ceded

Commission on reinsurance ceded refers to the commissions received by us from reinsurers in respect of the policies originated by us that they reinsure. This commission is generally computed as a percentage of the premium on reinsurance ceded. In the case of certain proportional reinsurance contracts where the premium rates are defined, the difference between the premium we receive for insuring a particular risk and the premium rate so defined in the reinsurance contract is considered as commission on reinsurance ceded.

Income from Investments (Profit and Loss Account)

Income from investments (profit and loss account) consists of interest, dividend and rent, and net profit on the sale and redemption of investments.

Other Income (Profit and Loss Account)

Other income (profit and loss account) consists of profit on sale or discard of fixed assets, recovery of bad debts written off and miscellaneous income.

Quarter ended June 30, 2017

Our results of operations and financial condition for the quarter ended June 30, 2017, were primarily affected by the following factors:

- we were awarded the tender for Rashtriya Swasthya Bima Yojana ("**RSBY**") scheme for the state of Kerala; and

- there was an annual review and revision of premium rates for third-party motor insurance by IRDAI resulting in an increase in our GDPI.

GDPI

Our total GDPI for the quarter ended June 30, 2017 was ₹ 12,687.52 million. Of this, motor GDPI accounted for ₹ 5,991.07 million, or 47.2% of overall GDPI, and health GDPI accounted for ₹ 3,172.28 million, or 25.0% of overall GDPI.

Premium on reinsurance ceded

Premium on reinsurance ceded for quarter ended June 30, 2017 was ₹ 3,360.30 million, which constituted 26.3% of our overall gross written premium.

NEP

Our NEP for the quarter ended June 30, 2017 was ₹ 6,567.23 million, primarily comprising NEP from our motor, health and weather and crop insurance business.

Income from Investment (Revenue Account)

Our income from investment (revenue account) for quarter ended June 30, 2017 was ₹ 1,222.95 million, which included profit/(loss) on sale/redemption of investments (net) of ₹ 149.38 million and interest, dividend and rent – gross of ₹ 1,073.57 million.

Income from Other Investment (Revenue Account)

Our income from other investment (revenue account) for the quarter ended June 30, 2017 was ₹ 1.46 million, which included exchange gain/(loss) and miscellaneous income.

Claim Incurred (Net)

Our claim incurred (net) for the quarter ended June 30, 2017 was ₹ 5,206.29 million.

Commission Paid (Net)

Our commission paid (net) for the quarter ended June 30, 2017 was ₹ (91.06) million.

Our Operating Expenses Related to Insurance Business

Our operating expenses related to insurance business for the quarter ended June 30, 2017 was ₹ 2,425.18 million and comprised 25.8% of net written premium.

Operating Profit

Our operating profit for the quarter ended June 30, 2017 was ₹ 251.23 million.

Income from Investments (Profit and Loss Account)

Our income from investments (profit and loss account) for the quarter ended June 30, 2017 was ₹ 272.60 million.

Income from Other Income (Profit and Loss Account)

Income from other income (profit and loss account) for the quarter ended June 30, 2017 was ₹ 4.07 million on account of profit from sale of fixed asset and recovery from reinsurer towards doubtful debt.

Other Expenses

Our other expenses for the quarter ended June 30, 2017 were ₹ 62.81 million.

Profit Before Tax

Our profit before tax for the quarter ended June 30, 2017 was ₹ 442.51 million.

Our Provision for Taxation

Our provision for taxation for the quarter ended June 30, 2017 was ₹ 91.70 million.

Profit After Tax

Our profit after tax for the quarter ended June 30, 2017 was ₹ 442.51 million.

Financial Year 2017 compared to Financial Year 2016

GDPI

Our GDPI increased by 41.0% from ₹ 27,916.55 million for the financial year 2016 to ₹ 39,353.51 million for the financial year 2017. This was primarily as a result of an increase in our weather and crop GDPI from ₹ 1,126.25 million for the financial year 2016 to ₹ 10,894.35 million for the financial year 2017, as a result our participation in the Pradhan Mantri Fasal Bima Yojana ("**PMFBY**") program under which weather and crop insurance policies are subsidized by the Government of India.

Our overall GDPI increase in this period was also driven by an increase in our motor GDPI by 18.2% from ₹ 16,605.25 million for the financial year 2016 to ₹ 19,626.52 million for the financial year 2017. This increase was on account of (i) an increase in average ticket size of premiums written and (ii) an increase in GDPI for third party insurance policies as a result of an annual review and revision of premium rates by IRDAI for third-party motor insurance.

Increases in our GDPI in weather and crop and motor third party off-set a decrease of 35.9% in our health GDPI from to ₹ 3,443.30 million for the financial year 2017 from ₹ 5,371.85 million for the financial year 2016. This decrease was primarily as a result of us not being awarded the tender for the RSBY scheme for the state of Kerala, which we had been awarded in the previous financial year.

Premium on reinsurance ceded

Premium on reinsurance ceded increased from ₹ 8,469.47 million for the financial year 2016 to ₹ 17,757.47 million for the financial year 2017, primarily as a result of the increased in overall GDPI in sectors for which proportionally higher levels of reinsurance are typically obtained by us, such as weather and crop insurance.

NEP

Our NEP increased by 4.5% from ₹ 19,994.52 million for the financial year 2016 to ₹ 20,890.56 million for the financial year 2017, due to an increase in NEP from motor and weather and crop segments. The overall increase in NEP was not as large as the corresponding increase in GDPI, since the weather and crop insurance segment had a higher level of reinsurance and consequently had a less pronounced effect on NEP.

Income from Investments (Revenue Account)

(₹ in million)

Income from Investments (Revenue Account)	Financial Year 2017	Financial Year 2016
Net Profit on sale and redemption of investments	1,144.87	772.30
Interest, Dividend and Rent – Gross	3,966.13	3,719.19
Income from Investments (Revenue Account)	**5,111.00**	**4,491.49**

Income from investments (revenue account) increased by ₹ 619.51 million from ₹ 4,491.49 million for the financial year 2016 to ₹ 5,111.00 million for the financial year 2017. This was primarily on account of a 48.2% increase in the net profit recorded on sale and redemption of investments that was driven by increasing the duration of the debt portfolio in a falling interest rate scenario. Profit on redemption of mutual funds increased by 3.4% from ₹ 270.85 million for the financial year 2016 to ₹ 280.01 million for the financial year 2017. An increase in our portfolio size from the previous year resulted in a 6.6% increase in the gross interest, dividend and rent recorded, which saw an increase of ₹ 246.95 million from ₹ 3,719.19 million for the financial year 2016 to ₹ 3,966.13 million for the financial year 2017.

Investment income between revenue account and profit and loss account is allocated in the ratio of policyholders fund to shareholders fund. Investment income allocated to policyholders fund and shareholders fund was 83.7% and 16.3%, respectively, for the financial year 2017 and 85.8% and 14.2% respectively, for the financial year 2016.

Other Income (Revenue Account)

(₹ in million)

Other Income (Revenue Account)	Financial Year 2017	Financial Year 2016
Foreign exchange Gain / (Loss)	(0.77)	(0.61)
Miscellaneous income	6.29	14.29
Other Income (Revenue Account)	**5.52**	**13.68**

Other income (revenue account) decreased by 59.6% to ₹ 5.52 million for the financial year 2017 from ₹ 13.68 million for the financial year 2016, primarily due to a decrease in miscellaneous income.

Claims Incurred (Net)

(₹ in million)

Claim Incurred (Net)	**Financial Year 2017**	**Financial Year 2016**
Claims Paid – Direct	22,303.26	20,294.38
Claims Paid on reinsurance Accepted	101.79	170.10
Gross Claim Paid	**22,405.05**	**20,464.48**
Less: Claims Recovered on reinsurance ceded	10,103.99	5,374.80
Net Claim Paid	**12,301.06**	**15,089.68**
Increase / (Decrease) in claims outstanding	6,966.13	2,785.46
Claim Incurred (Net)	**19,267.19**	**17,875.14**

Claims incurred (net) increased by 7.8% from ₹ 17,875.14 million for the financial year 2016 to ₹ 19,267.19 million for the financial year 2017, primarily as a result of an increase in claims outstanding reserves related to motor third party policies, required as a result of a panel actuary report. During the financial year 2017, IRDAI required us to employ the services of a panel actuary for liability assessment as on March 31, 2016, since we were in the process of hiring an appointed actuary. Based on the review conducted by the panel actuary, we strengthened our reserves by ₹ 1,713.93 million.

The impact of the aforementioned strengthening of reserves (6.2% of the total claims outstanding as at March 31, 2016) was recorded in the financial year 2017.

Commission Paid (Net)

(₹ in million)

Commission (Net)	**Financial Year 2017**	**Financial Year 2016**
Commission paid – Direct	1,185.27	1,115.64
Commission paid on reinsurance accepted	20.57	31.84
Gross Commission paid	**1,205.84**	**1,147.48**
Less: Commission received from reinsurance ceded	2,896.68	1,397.85
Commission paid (Net)	**(1,690.84)**	**(250.37)**

Commission received (net) increased from ₹ 250.37 million for the financial year 2016 to ₹ 1,690.84 million for the financial year 2017, primarily as a result of an increase in commission received from reinsurance ceded. This increase was primarily due to the increase in GDPI derived from our weather and crop segments, which typically have higher levels of reinsurance.

Operating Expenses Related to Insurance Business

Operating expenses related to insurance business increased by 21.4% from ₹ 6,543.22 million for the financial year 2016 to ₹ 7,941.04 million for the financial year 2017, primarily due to an increase in employee's remuneration and welfare benefits, advertisement and publicity expenses, miscellaneous expenses and service tax expenses in line with the increase in business volumes and inflation.

Our employee's remuneration and welfare benefits increased from ₹ 2,026.82 million for the financial year 2016 to ₹ 2,293.83 million for the financial year 2017, primarily due to an increase in our employee base by 7.7% during the year due to growth in our business volume and annual increments given to employees.

Our advertisement and publicity expenses increased from ₹ 2,585.26 million for the financial year 2016 to ₹ 3,504.40 million for the financial year 2017, primarily due to an increase in outdoor marketing campaigns to increase customer awareness for our retail lines of businesses.

Our miscellaneous expenses increased from ₹ 40.81 million for the financial year 2016 to ₹ 213.36 million for the financial year 2017, primarily due to higher business volumes in our crop and weather business where we pay bank charges to nodal banks for collection of farmer's share of premium.

Our service tax expenses increased from ₹ 81.82 million for the financial year 2016 to ₹ 103.02 million for the financial year 2017, primarily due to taxes, which were not available as an input credit due to an increase in exempt premium under crop and weather line of business.

Operating Profit

Our operating profit increased from ₹ 331.70 million for the financial year 2016 to ₹ 489.69 million for the financial year 2017.

Income from Investments (Profit and Loss Account)

(₹ in million)

Income from Investments (Profit and Loss Account)	Financial Year 2017	Financial Year 2016
Net Profit on sale and redemption of investments	222.32	127.83
Interest, Dividend and Rent – Gross	770.17	615.59
Income from Investments (Profit and Loss Account)	**992.49**	**743.42**

Income from investments (profit and loss account) increased by ₹ 249.07 million, from ₹ 743.42 million for the financial year 2016 to ₹ 992.49 million for the financial year 2017. This was primarily on account of a 73.9% increase in the net profit recorded on sale and redemption of investments that was driven by increasing the duration of the debt portfolio in a falling interest rate scenario. Profit on redemption of mutual funds increased by 21.3% from ₹ 44.83 million for the financial year 2016 to ₹ 54.38 million for the financial year 2017. An increase in our portfolio size from the previous year resulted in a 25.1% increase in the gross interest, dividend and rent recorded.

Investment income between revenue account and profit and loss account is allocated in the ratio of policyholders fund to shareholders fund. Investment income allocated to policyholders fund and shareholders fund was 83.7% and 16.3%, respectively, for the financial year 2017 and 85.8% and 14.2% respectively, for the financial year 2016.

Other Income (Profit and Loss Account)

Other income (profit and loss account) increased by 45.1% from ₹ 6.64 million for the financial year 2016 to ₹ 9.62 million for the financial year 2017, on account of excess provisions written back of ₹ 4.48 million.

Other Expenses

Other expenses increased from ₹44.47 million for the financial year 2016 to ₹ 194.30 million for the financial year 2017, primarily on account of interest expense of ₹ 131.43 million relating to debentures issued by us during the financial year 2017.

Profit Before Tax

Our profit before tax increased by 25.6% from ₹ 1,017.89 million for the financial year 2016 to ₹ 1,278.73 million for the financial year 2017.

Provision for Taxation

Provision for current tax increased by 26.6% from ₹ 207.17 million for the financial year 2016 to ₹ 262.19 million for the financial year 2017, due to an increase in profit before tax. We had unabsorbed depreciation and accumulated brought forward losses from previous years and had to provide for Minimum Alternate Tax ("**MAT**") in accordance with applicable laws.

Our provision for current tax was set-off by a MAT credit entitlement, in accordance with the recommendations contained in guidance note issued by the ICAI, and in accordance with the provision of Income Tax Act, 1961. MAT credit is recognized as an asset to the extent there is convincing evidence that we will pay normal income tax in future by way of a credit to the profit and loss account and shown as MAT credit entitlement.

Our provision for deferred tax decreased from ₹ 9.36 million in the financial year 2016 to a credit of ₹ 8.55 million in the financial year 2017, due to timing differences arising from periodic restated profit before tax.

Profit After Tax

Our profit after tax increased by 27.6% from ₹ 1,008.53 million for the financial year 2016 to ₹ 1,287.28 million for the financial year 2017.

Financial Year 2016 compared to Financial Year 2015

GDPI

Our GDPI increased by 2.1% from ₹ 27,354.36 million for the financial year 2015 to ₹ 27,916.55 million for the financial year 2016. This growth was primarily driven by an increase in our GDPI from our fire business of 36.8% from ₹ 1,893.18 million for the financial year 2015 to ₹ 2,590.77 million for the financial year 2016, and an increase of 7.1% in our GDPI from our health business from ₹ 5,016.94 million for the financial year 2015 to ₹ 5,371.85 million for the financial year 2016. Such increases were partially off-set by a decrease in GDPI from motor third party business of 2.1% from ₹ 8,843.91 million for the financial year 2015 to ₹ 8,657.53 million for the financial year 2016.

The increase in GDPI from our fire business was primarily due to increase in our customer base and an increase in share from coinsurance. The increase in our health business GDPI was primarily driven by our participation in the RSBY scheme in Kerala, and an increase in demand for our corporate health products. The decrease in motor GDPI was a reflection of our strategy of decreasing our exposure to this sector.

Premium on Reinsurance Accepted

Premium on reinsurance accepted increased by 105.4% from ₹ 372.12 million for the financial year 2015 to ₹ 764.18 million for the financial year 2016, primarily due to the increase in fire reinsurance premium accepted from ₹ 296.83 million in the financial year 2015 to ₹ 604.13 million in the financial year 2016 since there was a revision in premium rates and an increase in our corporate client base and an increase in marine reinsurance premium accepted from ₹ 1.09 million for the financial year 2015 to ₹ 18.87 million for the financial year 2016.

NEP

Our NEP increased by 3.0% from ₹ 19,420.20 million for the financial year 2015 to ₹ 19,994.52 million for the financial year 2016, primarily due to an increase in NEP from our fire and health business, which was partially off-set by a decrease in NEP from our motor business.

Income from Investments (Revenue Account)

(₹ in million)

Income from Investments (Revenue Account)	Financial Year 2016	Financial Year 2015
Net Profit on sale and redemption of investments	772.30	766.36
Interest, Dividend and Rent – Gross	3,719.19	3,485.76
Income from Investments (Revenue Account)	**4,491.49**	**4,252.12**

Income from investments (revenue account) increased by 5.6% from ₹ 4,491.49 million for the financial year 2015 to ₹ 4,252.12 million for the financial year 2016. The increase was due to an increase by 6.7% in the income from gross interest, dividend and rent that increased from ₹ 3,485.76 million for the financial year 2015 to ₹ 3,719.19 million for the financial year 2016 driven by an increase in bond yields. Profit on redemption of mutual funds increased by 70.4% from ₹ 158.93 million for the financial year 2015 to ₹ 270.85 million for the financial year 2016.

Investment income between revenue account and profit and loss account is allocated in the ratio of policyholders fund to shareholders fund. Investment income allocated to policyholders fund and shareholders fund was 85.8% and 14.2%, respectively, for the financial year 2016 and 84.2% and 15.8% respectively, for the financial year 2015.

Other Income (Revenue Account)

(₹ in million)

Other Income (Revenue Account)	Financial Year 2016	Financial Year 2015
Foreign exchange Gain / (Loss)	(0.61)	7.62
Miscellaneous income	14.29	6.89
Other Income (Revenue Account)	**13.68**	**14.51**

Other income (revenue account) decreased by 5.7% to ₹ 13.68 million for the financial year 2016 from ₹ 14.51 million for the financial year 2015.

Claims Incurred (Net)

(₹ in million)

Claim Incurred (Net)	Financial Year 2016	Financial Year 2015
Claims Paid – Direct	20,294.38	17,403.35
Claims Paid on reinsurance Accepted	170.10	183.35
Gross Claim Paid	**20,464.48**	**17,586.70**
Less: Claims Recovered on reinsurance ceded	5,374.80	3,608.61
Net Claim Paid	**15,089.68**	**13,978.09**
Increase / (Decrease) in claims outstanding	2,785.46	4,064.95
Claim Incurred (Net)	**17,875.14**	**18,043.04**

Claims incurred (net) decreased by 0.9% from ₹ 18,043.04 million for the financial year 2015 to ₹ 17,875.14 million for the financial year 2016.

Commission Paid (Net)

(₹ in million)

Commission (Net)	Financial Year 2016	Financial Year 2015
Commission paid – Direct	1,115.64	1,089.72
Commission paid on reinsurance accepted	31.84	19.68
Gross Commission paid	**1,147.48**	**1,109.40**
Less: Commission received from reinsurance ceded	1,397.85	1,316.60
Commission paid (Net)	**(250.37)**	**(207.20)**

Commission paid (net) increased by 20.8% from ₹ 207.20 million for the financial year 2015 to ₹ 250.37 million for the financial year 2016.

Operating Expenses Related to Insurance Business

Operating expenses related to insurance business increased by 21.6% from ₹ 5,382.42 million for the financial year 2015 to ₹ 6,543.22 million for the financial year 2016, primarily due to an increase in employee's remuneration and welfare benefits, advertisement and publicity expenses and expenses incurred towards rents, rates and taxes.

Our employee's remuneration and welfare benefits increased from ₹ 1,671.27 million for the financial year 2015 to ₹ 2,026.82 million for the financial year 2016, primarily due to an increase in our employee base by 2.2% during the year due to growth in business and annual increments given to our employees.

Our advertisement and publicity expenses increased from ₹ 1,905.38 million for the financial year 2015 to ₹ 2,585.26 million for the financial year 2016, primarily due to an increase in outdoor marketing campaigns to increase customer awareness for our retail lines of businesses.

Expenses incurred towards rent, rates and taxes increased from ₹ 189.04 million for the financial year 2015 to ₹ 240.25 million for the financial year 2016, primarily due to an increase in monthly rentals of our office premises.

Operating Profit

Our operating profit decreased from ₹ 468.57 million for the financial year 2015 to ₹ 331.70 million for the financial year 2016.

Income from Investments (Profit and Loss Account)

(₹ in million)

Income from Investments (Profit and Loss Account)	Financial Year 2016	Financial Year 2015
Net Profit on sale and redemption of investments	127.83	143.68
Interest, Dividend and Rent – Gross	615.59	653.51
Income from Investments (Profit and Loss Account)	**743.42**	**797.19**

Income from investments (profit and loss account) reduced by 6.7% from ₹ 797.19 million for the financial year 2015 to ₹ 743.42 million for the financial year 2016. The reduction was primarily on account of a reduction in the funds allocated to the shareholders fund which reduced from 15.8% for the financial year 2015 to 14.2% for the financial year 2016. Profit on redemption of mutual funds increased by 50.5% from ₹ 29.80 million for the financial year 2015 to ₹ 44.83 million for the financial year 2016.

Other Income (Profit and Loss Account)

Other income (profit and loss account) decreased by 85.0% from ₹ 44.34 million for the financial year 2015 to ₹ 6.63 million for the financial year 2016. During the financial year 2015, we were able to recover certain debts that had previously been written down.

Provisions (Other Than Taxation)

Provisions (other than taxation) decreased by 74.6% to ₹19.40 million for the financial year 2016 from ₹ 76.45 million for the financial year 2015, on account of provisions created for certain doubtful receivables during the financial year 2015.

Other Expenses

Other expenses decreased by 13.9% to ₹ 44.47 million for the financial year 2016 from ₹ 51.67 million for the financial year 2015. This decrease was primarily due to a one-time interest payment along with premium refund to policyholders for ₹ 21.67 million that was paid in the previous financial year.

Profit Before Tax

Our profit before tax decreased by 13.9% to ₹ 1,017.89 million for the financial year 2016 from ₹ 1,181.98 million for the financial year 2015.

Provision for Taxation

Our provision for current tax increased 154.5% from ₹ 81.42 million for the financial year 2015 to ₹ 207.17 million for the financial year 2016, due to an increase in profit before tax. We had unabsorbed depreciation and accumulated brought forward losses from previous years and had to provide for MAT in accordance with applicable laws.

Our provision for current tax was set-off exactly by the MAT credit entitlement, in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, and in accordance with the provision of Income tax Act, 1961. MAT credit is recognized as an asset to the extent there is convincing evidence that we will pay normal income tax in future by way of a credit to the profit and loss account and shown as MAT credit entitlement.

Our provision for deferred tax reduced from ₹ 125.11 million for the financial year 2015 to ₹ 9.36 million for the financial year 2016, due to timing differences arising from periodic restated profit before tax.

Profit After Tax

Our profit after tax decreased by 4.6% to ₹ 1,056.87 million for the financial year 2015 from ₹ 1,008.53 million for the financial year 2016.

Financial Position

The following table shows our balance sheet on the following dates:

(₹ in million)

Particulars	As at June 30, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
Share Capital	1,257.75	1,257.75	1,227.75	1,227.75
Reserves and Surplus	11,585.88	11,219.06	9,061.78	16,242.88
Share Application Money Pending Allotment	0.00	0.00	900.00	900.00
Total Equity	**12,843.63**	**12,476.81**	**11,189.53**	**18,370.63**
Current Liabilities	50,003.00	51,184.39	42,648.57	37,428.20
Provisions	13,682.83	10,696.56	9,249.92	9,052.23
Fair Value Change Account-Shareholder	20.28	15.00	(19.81)	2.33
Fair Value Change Account-Policyholder	90.96	77.31	(119.73)	12.35
Borrowings	2,300.00	2,300.00	0.00	0.00
Total Liabilities	**66,097.07**	**64,273.26**	**51,758.95**	**46,495.01**
Total Equity & Liabilities	**78,940.69**	**76,750.07**	**62,948.48**	**64,865.74**
Total Investments	68,878.53	67,242.66	53,813.73	50,483.26
Fixed Assets (Net Block)	335.75	321.74	339.18	349.27
Deferred Tax Assets	372.74	372.74	364.18	373.53
Cash and Bank Balances	1,576.72	1,738.57	1,013.02	785.88
Advances and Other Assets	7,776.96	7,074.36	7,418.37	4,684.17
Debit Balance in Profit & Loss Account	0.00	0.00	0.00	8,189.63
Total Assets	**78,940.69**	**76,750.07**	**62,948.48**	**64,865.74**

Our total assets increased by 21.9% from ₹ 62,948.48 million as at March 31, 2016 to ₹ 76,750.07 million as at March 31, 2017, primarily due to an increase in total investments from ₹ 67,242.66 million during the financial year 2017, as a result of an increase in premium outstanding from central and state governments under the PMFBY, which is recorded under advances and other assets.

Our total liabilities increased by 24.2% from ₹ 51,758.95 million as at March 31, 2016 to ₹ 64,273.26 million as at March 31, 2017, primarily due to an increase in the claims outstanding.

Liquidity and Capital Resources

The following table sets forth, for the periods indicated, a summary of cash flows from our restated summary statement of receipts and payments account.

(₹ in million)

Particulars	For the quarter ended June 30, 2017	Financial Year 2017	Financial Year 2016	Financial Year 2015
Net Cash flow generated from/(used in) operating activities	(1,571.64)	6,392.35	(332.92)	6,779.97
Net Cash flow generated from/(used in) investing activities	1,299.79	(7,501.80)	122.85	(7,590.98)
Net Cash flow generated from financing activities	-	2,270.01	-	900.00

Cash flows from operating activities

Net cash flows generated from/(used in) operating activities was ₹ (1,571.64) million for the quarter ended June 30, 2017. This includes inflow from direct premiums received, which was primarily offset by direct claims paid, deposits, advances and staff loans and payment of other operating expenses.

Net cash flows generated from/(used in) operating activities was ₹ (332.92) million in the financial year 2016 as compared to ₹ 6,392.35 million in the financial year 2017. This change was primarily due to an increase in premiums received from policyholders due to increase in GDPI, partially offset by an increase in the payment of operating expenses and payment to reinsures, net of commissions and claims.

Net cash flows generated from/(used in) operating activities was ₹ (332.92) million in the financial year 2016 as compared to ₹ 6,779.97 million in the financial year 2015. This change was primarily due to an increase in payment of claims and operating expenses, partially offset by a payment to reinsurers net of commissions and claims and an increase in GDPI inflow.

Cash flows from investing activities

Net cash flows generated from/(used in) investing activities was ₹ 1,299.79 million for the quarter ended June 30, 2017. This includes cash flows from the purchase and sale of investments in equity and fixed income investments, money market instruments and liquid mutual funds, mainly from funds generated from operating activities and receipts of rent, dividend and interests.

Net cash flows generated from/(used in) investing activities was ₹ 122.85 million for the financial year 2016 as compared to ₹ (7,501.80) million for the financial year 2017. This change was primarily due to an increase in net purchase of equity and fixed income investments and an increase in net investments in money market instruments and liquid mutual funds, mainly from funds generated from operating activities.

Net cash flows generated from/(used in) investing activities was ₹ (7,590.98) million for the financial year 2015 as compared to ₹ 122.85 million for financial year 2016. This change was primarily due to an increase in sale of equity and fixed income investments.

Cash flows from financing activities

Net cash flows (used in)/from financing activities was nil for the quarter ended June 30, 2017, since there were no additional funds infused in our Company during such period.

Net cash flows from/(used in) financing activities increased from nil in the financial year 2016 to ₹ 2,270.01 million for the financial year 2017. This increase was primarily the result of the issue of the debentures by us during the financial year 2017 amounting to ₹ 2,300.00 million towards Tier 2 capital.

Net cash flows from/(used in) financing activities in the financial year 2015 was ₹ 900.00 million. This was primarily the result of receipt of share application money towards which shares were allotted during the financial year 2017.

Key Performance Indicators

In evaluating our business, we consider and use non-GAAP financial measures and key performance indicators that are presented below, as supplemental measures to review and assess our operating performance. The presentation of these non-GAAP financial measures and key performance indicators is not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with Indian GAAP. We present these non-GAAP financial measures and key performance indicators because they are used by our management to evaluate our operating performance and formulate our business strategy.

These non-GAAP financial measures are not defined under Indian GAAP and are not presented in accordance with Indian GAAP. The non-GAAP financial measures and key performance indicators have limitations as analytical tools. Further, these non-GAAP financial measures and key performance indicators may differ from the similar information used by other companies, including peer companies, and therefore their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to profit before tax, surplus before tax, net earned premiums, gross earned premiums or any other measure of performance or as an indicator of our operating performance, liquidity or profitability or results of operations.

The following table sets forth our key performance indicators for the periods indicated:

Particulars	Quarter Ended June 30, 2017	Financial Year 2017	Financial Year 2016	Financial Year 2015
GDPI (*₹ in million)*	12,687.52	39,353.51	27,916.55	27,354.36
GDPI growth rate	43.3%	41.0%	2.1%	14.5%
GWP (*₹ in million)*	12,778.89	40,070.94	28,680.73	27,726.48
Total Investment Income *(₹ in million)*	1,495.55	6,103.49	5,234.90	5,049.32
Investment Leverage (1) (2)	5.14	5.17	4.87	4.95
Loss Ratio	79.3%	92.2%	89.4%	92.9%
Net Expense Ratio	24.8%	28.0%	31.1%	26.9%
Combined Ratio	104.1%	120.2%	120.5%	119.8%
Solvency Ratio (2)	1.70	1.68	1.55	1.53
Return on Equity	3.4%	10.2%	9.1%	10.4%

(1) Investment leverage is computed net of borrowings.
(2) As measured at the end of the respective periods.
(3) Return on Equity Ratio for the quarter ended June 30, 2017 is not annualized.

Loss ratio

Loss ratio is the ratio of the claims incurred (net) to NEP. Our loss ratio increased from 89.4% for the financial year 2016 to 92.2% for the financial year 2017. This increase was primarily due to an increase in loss ratio of fire insurance and the increase in the IBNR reserve in respect of motor third party insurance, following the recommendation of the approved panel actuary. Our loss ratio decreased from 92.9% for the financial year 2015 to 89.4% for the financial year 2016. This decrease was primarily due to a decrease in the loss ratio of the fire, motor and health sector.

The segmental breakdown of our loss ratio is set forth in the table below.

Segment	% Contribution to NEP in the financial year 2017	Quarter Ended June 30, 2017	Financial Year 2017	Financial Year 2016	Financial Year 2015
Fire	3.0%	102.8%	107.0%	64.7%	75.0%
Marine Cargo	0.8%	163.0%	104.4%	117.5%	85.3%
Marine Hull	0.0%	-45,311.8%	-22.4%	63.7%	8.1%
Marine Total	0.9%	173.4%	103.2%	117.3%	84.9%
Motor:					
Motor OD	33.1%	58.1%	55.0%	57.1%	54.5%
Motor TP	36.3%	98.0%	124.5%	113.8%	125.1%
Motor Total	69.4%	78.6%	91.4%	87.3%	90.1%
Employer's Liability	0.4%	55.4%	112.0%	46.5%	44.1%
Public Liability	0.4%	63.1%	67.0%	36.5%	62.9%
Engineering	0.9%	61.7%	34.9%	62.2%	95.1%
Aviation	0.0%	-22.5%	9.4%	42.6%	77.5%
Personal Accident	1.6%	37.2%	164.1%	98.9%	130.7%
Health	14.4%	108.0%	91.2%	95.6%	102.8%
Weather and Crop Insurance	8.1%	51.0%	94.1%	155.8%	119.6%
Other Misc.	1.0%	11.4%	32.9%	52.3%	59.0%
Total	100.0%	79.3%	92.2%	89.4%	92.9%

Liabilities towards outstanding claims can be categorised into the short tail and long tail. For general insurance companies, motor third party liabilities are generally long tail in nature as claims are settled through the Motor Accident Claims Tribunal and the average settlement period is quite long. In our case, motor third party liabilities constitute 84.5% of the total claims liabilities as on March 31, 2017. Considering the long tail nature of settlement, we earn interest for a longer duration on the policyholders' funds. As per accounting regulations, interest paid on third party claims are accounted under incurred claims, however average investment income earned on these funds are part of the total investment income of the company and ignored for incurred claim ratio computation. Had the income earned on funds pertaining to motor third party outstanding claims considered for claims or combined ratio computation, our adjusted claims ratio and combined ratio would have been lower.

Loss ratio for the quarter ended June 30, 2017 was 79.3%.

Our loss ratio for weather and crop insurance increased from 119.6% for the financial year 2015 to 155.8% for the financial year 2016, primarily due to adverse weather conditions during the financial year 2016 and incurrence of certain Rabi season losses from the first quarter or the calendar year 2016, in our results for the financial year 2016. That loss ratio improved from 155.8% for the financial year 2016 to 94.1% for the financial year 2017, primarily since we spread our risk over different states and due to favorable weather conditions.

Our loss ratio for fire insurance increased from 64.7% for the financial year 2016 to 107.0% for the financial year 2017. Increases in our fire loss ratio were due to certain major claims in our fire sector, which had a severe impact on loss ratio.

As a result of the floods in the city of Chennai during the months of November and December in 2015, we incurred net losses (including the payment of reinstatement premiums) of ₹ 489.99 million during the financial year 2016, which had a 2.5% impact on our overall loss ratio during the financial year 2016.

Net expense ratio

Net expense ratio is the ratio of the sum of operating expenses related to insurance business and commission paid (net) to the NWP. The net expense ratio is a measure of an insurance company's operational efficiency.

Our net expense ratio improved from 31.1% for the financial year 2016 to 28.0% for the financial year 2017. This decrease was primarily due to the increase in commission received from reinsurance ceded in relation to the crop insurance business, which typically has lower retention rates and higher commission received from reinsurance.

Our net expenses ratio for the quarter ended June 30, 2017 was 24.8%.

Our net expense ratio increased from 26.9% for the financial year 2015 to 31.1% for the financial year 2016. This increase was primarily due to the increase in operating expenses during the financial year 2016.

Combined ratio

Combined ratio is the sum of loss ratio and net expense ratio. The combined ratio is a measure of the profitability of an insurance company's underwriting business. A ratio below 100% usually indicates that the insurance company generates a margin in its insurance operations, while a ratio above 100% usually indicates that insurance company is paying out more money in claims and operating expenses than it is receiving from premiums.

Particulars	For the quarter ended June 30, 2017	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015
Combined Ratio as per financial statements	104.1%	120.2%	120.5%	119.8%

Solvency Ratio

Solvency ratio is a regulatory measure of capital adequacy, calculated by dividing available solvency margin by required solvency margin, each as calculated in accordance with the guidelines of the IRDAI. The IRDAI has set a solvency ratio control limit of 1.50x.

Our solvency ratio for the quarter ended June 30, 2017 was 1.70x.

Our solvency ratio increased from 1.55x as of March 31, 2016 to 1.68x as of March 31, 2017, primarily due to the growth in our profit after tax from ₹1,008.53 million to ₹1,287.28 million during the same period and since our Company raised ₹ 2,300 million through the issue of the debentures during the financial year 2017.

Our solvency ratio increased from 1.53x as at March 31, 2015 to 1.55x as of March 31, 2016, primarily due to the growth in our profit after tax from ₹ 1,056.87 million to ₹ 1,088.53 million during the same period.

Return on equity

Return on equity is the ratio of profit after tax to the net worth of a company. It is a measure of the ability of a company to generate profits on its shareholders' investments.

Our return on equity increased from 9.1% for the financial year 2016 to 10.2% for the financial year 2017. This increase was primarily due to the growth in our profit after tax from ₹ 1,008.53 million to ₹ 1,287.28 million during the same period.

Our return on equity decreased from 10.4% for the financial year 2015 to 9.1% for the financial year 2016. This increase was primarily due to the growth in our profit after tax from ₹ 1,056.87 million to ₹ 1,088.53 million during the same period.

Contingent Liabilities

From time to time we may be contingently liable with respect to litigation and claims that arise in the normal course of operations as reported in the "Financial Information—Financial Statements—Summary of Significant accounting policies and Notes to Accounts—Notes to accounts—Statutory disclosures as required by IRDAI—Contingent Liabilities".

As of June 30, 2017, we have the following contingent liabilities:

Particulars	As on June 30, 2017 (₹ million)
Statutory demands/liabilities in dispute, not provided for	7.28
Claims, other than those under policies, not acknowledged as debt	43.24
Guarantees given by or on behalf of our Company	1.07
Others	13.93
Total	**65.52**

Borrowings

As of June 30, 2017, we have long-term borrowings of ₹ 2,300.00 million, total net worth of ₹ 12,954.87 million and a total debt to net worth ratio of 17.8%.

During the financial year 2017, we raised ₹ 2,300 million through an issue of the debentures, which qualifies as "other forms of capital" under the Insurance Regulatory and Development Authority of India (Other Forms of Capital) Regulations, 2015.

Seasonality

The insurance sector is subject to seasonal fluctuations in operating results and cash flow. Most Indian corporations purchase general insurance in the beginning of the fiscal year, and consequently, we see an increase in premiums received from our corporate customers in April of every year. In addition, certain individual insurance purchases are concentrated around the third and fourth quarters of the fiscal year due to increase in sales of motor vehicles in the festive season and due to certain tax benefits related to the purchase of health or motor insurance, respectively. Weather and crop insurance purchases are concentrated around the two most-common sowing seasons, Kharif and Rabi, that take place in the second and third quarters of the year.

As a result of these factors, we may be subject to seasonal fluctuations in operating results and cash flows during any interim financial period, and consequently, such results cannot be used as an indication of our annual results, and cannot be relied upon as an indicator of our future performance.

Material Contractual Obligations

As of March 31, 2017, we did not have any material contractual obligations or commercial commitments, including long-term debt, rental commitments, operating lease commitments, purchase obligations or other capital commitments, other than contractual obligations under insurance and investment contracts we enter into in our ordinary course of business and other than those as set forth in "*Financial Information—Financial Statements—Summary of Significant accounting policies and Notes to Accounts—Notes to accounts—Statutory disclosures as required by IRDAI—Commitments*" and summarized below:

In respect of fixed assets (net of advances), we had an estimated ₹ 43.84 million, ₹ 28.57 million, ₹ 91.62 million and ₹ 11.43 million in obligations on contracts remaining to be executed as at June 30, 2017 and March 31, 2017, 2016 and 2015, respectively.

Off-Balance Sheet Arrangements

As of the date of this Draft Red Herring Prospectus, we had no off-balance sheet arrangements.

Known Trends or Uncertainties

Our business has been impacted, and we expect will continue to be impacted, by the trends identified above in "—*Significant Factors Affecting our Results of Operations*" on page 344 and the uncertainties described in "*Risk Factors*" on page 15.

Suppliers or Customer Concentration

We do not have any material dependence on a single or few suppliers or customers.

Future Relationship Between Cost and Revenue

Other than as described in "*Risk Factors*" and this section, there are no known factors that might affect the future relationship between cost and revenue.

Unusual or Infrequent Events or Transactions

To our knowledge, except as disclosed in this Draft Red Herring Prospectus, there are no events or transactions relating to us which, in our judgment, would be considered unusual or infrequent.

New Products or Business Segments

Except as disclosed in "*Our Business*" on page 138 of this Draft Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new products or business segments.

Competitive Conditions

We expect competition in our industry from existing and potential competitors to intensify. For details, please refer to the discussions of our competition in the sections "*Risk Factors*" and "*Our Business*" on pages 15 and 138, respectively, of this Draft Red Herring Prospectus.

Significant Economic Changes that Materially Affected or are Likely to Affect Income from Continuing Operations

See "*Risk Factors - Internal Risk Factors - We are exposed to significant market risk, including changes in interest* *rates that could impair the value of our investment portfolio, which could lead to an adverse effect on our results of operations and financial condition*." on page 28.

Significant Developments after June 30, 2017

According to our Directors, other than as disclosed in this Draft Red Herring Prospectus, there have not arisen any circumstances since June 30, 2017, which materially and adversely affect or are likely to affect the trading of our Equity Shares, our profitability, the value of its assets, or our ability to pay our liabilities within the next twelve months.

Recent Accounting Pronouncements

As of the date of this Draft Red Herring Prospectus, there are no recent accounting pronouncements, which would have a material effect on our financial condition or results of operations.

FINANCIAL INDEBTEDNESS

As on the date of this Draft Red Herring Prospectus, our Company has issued listed, rated, unsecured and redeemable non-convertible debentures for an amount aggregating up to ₹ 2,300 million, and has availed of certain bank guarantee facilities from HDFC Bank Limited and the Hongkong and Shanghai Banking Corporation Limited, amounting in aggregate to ₹ 1.02 million, in favour of (i) various state excise and taxation officers and commercial taxation officers for securing the payment of taxes by our Company; and (ii) the Principal District Judge Cum Motor Accidents Claims Tribunal, Raipur, for securing claims.

Set forth below is a brief summary of our aggregate borrowings as on August 31, 2017:

Category of borrowing	Outstanding amount (in ₹ million)
Non-convertible debentures	2,300.00
Bank guarantees	1.02
Total outstanding amount	**2,301.02**

For details of the outstanding loan obligations of our Company for the last five Fiscals, please see the "*Financial Statements*" on page 220.

Principal terms of the non-convertible debenture availed by our Company:

The details provided below are indicative and there may be additional terms, conditions and requirements under the non-convertible debentures issued by us ("**NCDs**"):

1. ***Interest:*** The interest rate for the NCDs is 9.10% per annum.

2. ***Redemption date:*** The maturity date for the NCDs is on August 17, 2026.

3. ***Security:*** The non-convertible debentures issued by our Company are unsecured.

4. ***Coupon payment and maturity dates****:* The coupon amount is payable annually on August 16/17 of each year starting with August 16, 2017.

5. ***Default:*** Events of default in relation to the NCDs are, *inter alia*:

(a) default in payment of the principal amount of the debentures on the redemption date, or default in payment of any interest on the NCDs on the due date;

(b) if our Company ceases or threatens to cease to carry on its business or gives notice of its intention to do so;

(c) if our Company is unable to pay its debts within the meaning of Section 434 of the Companies Act, 2013;

(d) if our Company enters into any amalgamation, reorganisation or reconstruction without the prior consent of the debenture trustee; and

(e) our Company taking or suffering any action for reorganization of our capital, without the prior written consent of the debenture trustee.

In case of default in payment of interest and/or principal redemption on the redemption date, our Company will be liable for an additional interest of at least 2% per annum over the coupon rate for the defaulting period. The debenture trustee in relation to the NCDs also has the power to appoint a nominee director on the Board of our Company in case of occurrence of any event of default.

6. **Restrictive Covenants**

In terms of the NCDs, certain corporate actions by our Company are bound by certain restrictive covenants under the terms of the issuance of the NCDs. These include, *inter alia*:

(d) obtaining prior consent of the debenture trustee in case our Company proposes to enter into any amalgamation, reorganisation or reconstruction;

(e) providing prior intimation to the debenture trustee before declaring or paying any dividend to its shareholders during any financial year, unless our Company has paid the instalment of the principal amount and the coupon then due and payable on the NCDs, and with prior intimation to the debenture trustee or had made provision satisfactory to the debenture trustee for making such payment; and

(f) prior intimation to the debenture trustee before permitting to cause to be doing of any act or thing whereby its right to transact business could be terminated or whereby the payment of any principal amount or coupon of the NCDs may be hindered or delayed.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below there are no outstanding (i) criminal proceedings involving our Company, Directors, Promoter or Group Companies; (ii) actions taken by statutory or regulatory authorities involving our Company, Directors, Promoter or Group Companies; (iii) claims related to direct or indirect tax involving our Company, Directors, Promoter or Group Companies (disclosed in a consolidated manner giving the total number of claims and total amounts involved); or (iv) other pending litigations involving our Company, Directors, Promoter, Group Companies, as determined to be material by our Board of Directors, in accordance with the SEBI ICDR Regulations.

Further, except as stated in this section, there are no (i) outstanding proceedings initiated against our Company for economic offences; (ii) pending defaults or non-payment of statutory dues by our Company; (iii) acts of material fraud committed against our Company in the last five years immediately preceding the date of this Draft Red Herring Prospectus; (iv) inquiry, inspection or investigation initiated or conducted under the Companies Act against our Company during the last five years immediately preceding the year of filing of this Draft Red Herring Prospectus; (v) prosecutions filed against (whether pending or not); fines imposed against; or compounding of offences under the Companies Act done by our Company in the last five years immediately preceding the year of filing of this Draft Red Herring Prospectus; (vi) litigation or legal action, pending or taken against our Promoter by any ministry or Government department or statutory authority during the last five years immediately preceding the date of this Draft Red Herring Prospectus; (vii) outstanding dues to creditors of our Company as determined to be material by our Board of Directors as per the Materiality Policy, in accordance with the SEBI ICDR Regulations; and (viii) outstanding dues to small scale undertaking and other creditors; (ix) overdues or defaults to banks or financial institutions by our Company; (x) litigation involving any other person whose outcome could have material adverse effect on the position of our Company.

Our Board, in its meeting held on September 8, 2017 has adopted the Materiality Policy for the purposes of disclosure in the DRHP, the RHP and the Prospectus in accordance with the SEBI ICDR Regulations. In terms of the Materiality Policy, all pending litigation involving our Company, Directors, Promoter and Group Companies, other than criminal proceedings, statutory or regulatory actions and taxation matters (which would be disclosed in consolidated manner in accordance with the SEBI ICDR Regulations), would be considered 'material' for the purposes of disclosure in this Draft Red Herring Prospectus if: (i) the monetary amount of claim by or against the entity or person in any such pending proceeding exceeds 5% of the profit after tax or 1% of the gross written premium of our Company, whichever is lower, as per our Restated Financial Information for the Fiscal Year 2017 or (ii) such pending proceedings involving the abovementioned persons which are 'material' from the perspective of our Company's business, operations, financial results, prospects or reputation, irrespective of the amount involved in such litigation.

Further, in terms of the Materiality Policy, our Company considers creditors to whom the amount due exceeds 5% of the trade payables of our Company as per our Restated Financial Information for the Fiscal Year 2017, as 'material' creditors for the purpose of disclosures in this Draft Red Herring Prospectus.

It is clarified that for the purposes of the above, pre-litigation notices received (other than those issued by governmental, statutory or regulatory authority) by our Company, Directors, Promoter or Group Companies shall, unless otherwise decided by the Board, not be considered as litigation until such time that our Company or any of its Directors, Promoter or Group Companies, as the case may be, is made a party to proceedings initiated before any court, tribunal or governmental authority or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

All terms defined in a particular litigation pertain to that litigation only. Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.

I. Litigation involving our Company

A. Outstanding criminal proceedings involving our Company

Criminal proceedings initiated against our Company

1. Paramjeet Dahiya filed a complaint dated April 6, 2015 before the Prashant Vihar Police Station against our Company, Rakesh Jain and others for alleged non-payment of dues for services provided by him to our Company for the period 2009 to 2013 ("**Complaint**"). In this regard, our Company received a letter from the Prashant Vihar Police Station enquiring on the Complaint. Thereafter, Paramjeet Dahiya approached the Metropolitan Magistrate, Rohini Courts, Delhi under Section 156(3) of the Criminal Procedure Code, who through an order dated April 10, 2017 directed the police to register a FIR in the matter. Subsequently, a FIR dated April 21, 2017 was registered against our Company. The matter is currently pending.

   Our Company has also filed a complaint before the Okhla Police Station dated August 30, 2016, against Paramjeet Dahiya for, *inter alia*, (i) trespassing into our Company office; (ii) threatening our Company officials and using defamatory language; and (iii) damaging the office property of our Company. The matter is currently pending.

2. Rajendra Agarwal ("**Complainant**") filed a criminal complaint dated October 22, 2013 before the Judicial Magistrate First Class, Indore against our Company and others for allegedly tampering with the period of his insurance policy and alleged misuse of the cheque provided by the Complainant. In addition to the criminal charges the Complainant sought compensation from our Company for the loss caused. The matter is currently pending.

Criminal proceedings initiated by our Company

1. Our Company filed a criminal complaint dated August 30, 2016 ("**Complaint**") against Paramjeet Dahiya before the Okhla Police Station. For further details, see "*Outstanding Litigation and Material Developments – Litigation involving our Company – Outstanding criminal proceedings involving our Company – Criminal proceedings initiated against our Company*" above.

2. Our Company has filed 62 FIRs against various persons including agents, employees, insured and third parties under various sections of the IPC in relation to *inter alia* siphoning of premium of our Company and commission of act(s) of cheating, and forgery for purpose of cheating by such persons. The matters are currently pending.

B. Action by statutory or regulatory authorities against our Company

Except as disclosed below, there are no outstanding actions by any statutory or regulatory authorities against our Company.

1. Our Company received a show-cause notice, dated August 9, 2017 (the **"Notice"**), from the IRDAI pursuant to onsite inspection carried out IRDAI in October 2012 (the **"Inspection"**) for alleged violations of the provisions of the General Regulation-8 of All India Motor Tariff, 2002 and the File and Use guidelines issued by IRDAI. Our Company filed a reply, dated August 28, 2017, stating that the Notice had been issued by IRDAI pursuant to the Inspection for data/information of the Fiscal Years 2010 and 2011, which had been earlier provided by our Company and covered by IRDAI in its detailed inspection conducted in 2010 (the **"Prior Inspection"**). Our Company, stating that our Company had complied with the directions issued pursuant to the Prior Inspection, challenged the Notice citing that the Notice amounted to review of IRDAI's earlier directions. Our Company further received a letter dated September 19, 2017 from the IRDAI stating that the Notice cannot be considered to be a review of IRDAI's earlier directions and advised our Company to submit a reply to the Notice. Our Company filed a reply dated October 4, 2017 requesting IRDAI to drop the proceedings against us. In the alternative, our Company also requested an opportunity for personal hearing should IRDAI decide to continue with the proceedings. We have not received any further communication in this regard.

2. Our Company received a show-cause notice, dated May 23, 2017, from the IRDAI for alleged violation of Regulation (7)(1)(a) of the IRDAI (Protection of Policyholders Interests) Regulations and for alleged non-compliance with the directions of the IRDAI while furnishing information and failure to capture the complete address of the policyholder in the policy contract. Our Company filed an interim reply, dated July 11, 2017, requesting IRDAI to drop the proceedings and citing *inter alia* that the subject matter of the notice was covered in the order dated July 23, 2009 issued by IRDAI, the terms of which had been complied with by our Company. Further, our Company *inter alia* challenged the claim made in the Notice that we had provided wrong information and stated that we had identified policyholders' data on a best effort basis, in spite of the fact that there was no regulatory framework for KYC at the relevant point of time. The matter is currently pending.

Further, except as disclosed below, there are no actions by the Insurance Regulatory and Development Authority of India in the last five years involving our Company:

1. Our Company received a penalty order dated September 11, 2013 from the IRDAI for failure to fulfil the mandatory obligations in respect of declined risk pool for the year 2012-13. IRDAI, under section 102 of the Insurance Act, 1938, imposed a penalty of ₹ 0.5 million on our Company. Our Company paid the penalty amount and the matter was closed.

2. Our Company received a show cause notice dated December 3, 2014 (**the "SCN"**) from the IRDAI for violation of Regulations 10, 11 and 15 of the IRDAI (Health Insurance) Regulations, 2013, Regulation 9(6) of the IRDAI (Protection of Policy Holders' Interests) Regulations, 2002 and the Guidelines of Standardization in health insurance. Our company filed a reply dated December 24, 2014 with a request for personal hearing. A personal hearing was held on March 26, 2015 pursuant to which the IRDAI through an order dated April 9, 2015 dropped two charges but also imposed a penalty of ₹ 0.5 million on the Company for violation of Regulation 11 of the IRDAI (Health Insurance) Regulations, 2013. Our Company paid the penalty amount and the matter was closed.

3. Our Company received a show cause notice dated September 24, 2014 (**the "SCN"**) from the IRDAI for violation of Regulation 2(g)(i) of the IRDAI (Registration of Indian Insurance Companies) Regulations, 2000 **("IRDAI Regulations")**. Our company filed a reply dated November 6, 2014 claiming that the Company was not in violation of the IRDAI regulations. Our Company further received a letter dated May 8, 2015 from the IRDAI asking the Company to furnish certain documents in relation to the SCN. Our Company through a letter dated May 30, 2015 replied to the IRDAI and submitted the requisitioned documents. The IRDAI through an order dated September 10, 2015 imposed a penalty of ₹ 0.5 million on our Company for violation of the IRDAI Regulations. Our Company through a letter dated October 23, 2015 challenged the imposition of the penalty and requested the IRDAI to set aside the order dated September 10, 2015. Our Company has paid the penalty. There have been no further proceedings in this matter.

C. Tax proceedings against our Company

Disclosed below are claims relating to direct and indirect taxes involving our Company, in a consolidated manner, giving details of the number of cases and liability involved in such claims:

Nature of tax involved	Number of cases outstanding	Amount involved in such proceedings (in ₹ million)*
Direct tax		
Income Tax	3	1.24**
Sub-total (A)	3	1.24
Indirect tax		
Service Tax	17	2,396.49

Nature of tax involved	Number of cases outstanding	Amount involved in such proceedings (in ₹ million)*
Sub-total (B)	17	2,396.49
Total (A+B)	20	2,397.73

* *Excluding interest and penalty to the extent unquantified*

*****Including two disallowance cases in which the claim amount was Nil.***

D. Material outstanding litigation involving our Company

Material civil litigation initiated against our Company

1. Our Company participated in the Bihar Government (**"Government"**) sponsored Weather Based Crop Insurance Scheme (**"WBCIS"**) for the crop season of kharif-2013 and all the claims were settled based on the data collected from the automated weather stations installed by certain service providers on behalf of our Company. Our Company received a letter dated February 5, 2014 from the deputy secretary of Co-operative Department, Government of Bihar alleging mis-calculation in the claim settlement by our Company and that the data collected by our Company was inaccurate. Our Company, through a letter dated February 17, 2014, refuted the allegation raised by the Government. However, on February 24, 2016 our Company received a notice from the Certificate Officer cum Additional Collector, Patna under Section 7 of the Bihar & Orissa Public Demand Recovery Act, 1914 for recovery of dues amounting to ₹ 247.54 million. Our Company filed a writ application in the Patna High Court (**"Court"**) being C.W.J.C. No. 12434/16 (**"Writ Application"**) based on which the Court through order dated October 25, 2016 stayed the recovery proceedings against our Company as the recovery proceedings were wrongly initiated. The matter is currently pending. However, our Company was forbidden from taking part in the bid for Pradhan Mantri Fasal Bima Yojana (**"PMFBY"**) for kharif-2016 and kharif-2017 citing pendency in the Writ Application and that claims are due to be paid to the farmers. Our Company filed a writ application in the Patna High Court being C.W.J.C. No. 8296/17 for a writ of mandamus directing the Government to allow our Company to participate in the bidding for PMFBY for kharif-2017 and restraining the respondents under such writ petition from awarding the contracts for districts in Bihar for crop insurance under the PMFBY. The Patna High Court through an order dated July 5, 2017 allowed our Company to participate in the bidding for PMFBY for kharif-2017.

2. The Tripura High Court (**"High Court"**) took *suo moto* cognizance by way of a writ petition of the fact that a few insurance companies were carrying on their business of insurance in the state of Tripura without having any office within the territory of the state because of which the Motor Accident Claims Tribunals were facing difficulties in serving notices to the insurance companies or in realizing awards passed by them. As a result of this our Company received a summons from the High Court dated April 12, 2017. Our Company replied to the writ petition and submitted to the High Court that we were in compliance with applicable insurance laws and striven to ensure proper redressal of grievances and quick disbursal of insurance claims wherever legally tenable. The matter is currently pending.

3. Sai Rayalaseema Paper Mills Limited (**"Claimant"**) claimed payment from our Company under the policy obtained by the Claimant from our Company pursuant to alleged heavy loss due to unprecedented floods in October, 2009. The Claimants being aggrieved with the surveyor report invoked arbitration against our Company claiming an aggregate amount of ₹ 257.92 million with interest from date of claim. The arbitral tribunal through award dated February 24, 2015 (**"Award"**) allowed a claim of ₹ 120.47 million in favour of the Claimant. Our Company filed an application dated May 2, 2015, under Section 34 of the Arbitration and Conciliation Act in the City Civil Court, Hyderabad praying that the award be set aside with costs. The Claimant filed an execution petition dated December 1, 2015 in the City Civil Court, Hyderabad for the execution of the award, claiming an amount ₹ 178.41 million against our Company. Our Company has filed a reply to the execution petition in the City Civil Court, Hyderabad praying that the execution petition be rejected with costs. The matter is currently pending.

4. An application, dated January 28, 2010 was filed against our Company and another before the Motor Accident Claims Tribunal, Bangalore (**"MACT"**) for compensation of ₹ 100 million under Sections 166 of the Motor Vehicles Act. The application was filed by Susmita Susarla and others (the **"Applicants"**) on account of death of Tenneti Sasikanth who had met with an accident on June 11, 2009. The MACT through order dated February 22, 2014 dismissed the claim petition stating that it had no territorial jurisdiction in the matter. The Applicants went to the Karnataka High Court (**"High Court"**) in appeal against the order of the MACT. However, the High Court through its judgment dated February 29, 2016 disposed the appeal with permission to present the claim before the jurisdictional tribunal. The Applicants, through application dated March 28, 2016 have filed a review petition before the High Court for review of the order dated February 29, 2016. The matter is currently pending.

5. An application, dated April 3, 2010 was filed against our Company and others (**"Respondents"**) before the Motor Accident Claims Tribunal, Gurgaon (**"MACT, Gurgaon"**) for compensation of ₹ 100 million under Sections 140 and 166 of the Motor Vehicles Act. The application was filed by Neelam Nagpal and others (the **"Applicants"**) on account of death of Rakesh Kumar Nagpal who had met with a fatal accident on July 11, 2009. Our Company had filed a written statement contesting the compensation claimed and praying for the application to be dismissed with costs. Through an order dated December 8, 2012 (**"Order"**) the Applicants were awarded a compensation of ₹ 4.93 million together with interest. Our Company as well as the Applicants have filed appeals to the Punjab and Haryana High Court against the Order, through appeals dated March 8, 2013 and March 7, 2013 respectively. The matter is currently pending.

6. An application, dated July 18, 2013 was filed against our Company and others (**"Respondents"**) before the Additional Small Causes Judge and The Motor Accident Claims Tribunal, Bangalore City (**"MACT, Bangalore"**) for compensation of ₹ 100 million under Section 166 of the Motor Vehicles Act. The application was brought by Rajani A. Padiyar and others (the **"Applicants"**) on account of death of Aravind Padiyar U who had met with a fatal accident on June 4, 2013. Our Company had filed a written statement dated February 5, 2014 contesting the compensation claimed against our Company and praying for the application to be dismissed with costs. Through an order dated August 11, 2015 (**"Order"**) the Applicants were awarded a compensation of ₹ 41.09 million together with interest. Our Company filed an appeal to the Karnataka High Court against the Order, praying that the Order be set aside. The Applicants have also filed an appeal to the Karnataka High Court against the Order, seeking enhanced compensation of ₹ 100 million with cost and interest. The matter is currently pending.

7. A consumer complaint dated December 3, 2009 was filed against our Company, under Section 19 of the Consumer Protection Act, before the National Consumer Disputes Redressal Commission, New Delhi by Khaitan Electricals Limited (**"Complainant"**). The complainant alleged deficiency in service due to our Company not settling the insurance claim of the Complainant amounting to ₹ 90.20 million after there was an alleged fire at the Complainant's manufacturing unit. The Complainant claimed an amount of ₹ 5.00 million in damages, in addition to the claim amount of ₹ 90.20 million together with interest. The matter is currently pending.

8. A consumer complaint dated April 25, 2008 was filed against our Company, under Section 21 of the Consumer Protection Act, before the National Consumer Disputes Redressal Commission, New Delhi by National Aluminium Company Limited (**"Complainant"**). The complainant alleged deficiency in the service provided by our Company due to our Company not settling the insurance claim of the Complainant amounting to ₹ 66.95 million after there was an alleged fire in the Complainant's plant. The Complainant claimed interest and cost, in addition to the claim amount of ₹ 66.95 million together with interest. The matter is currently pending.

9. An application was filed against the Company and others (**"Respondents"**) before the Motor Accident Claims Tribunal, Saket Courts, New Delhi (**"MACT"**) for compensation of ₹ 73.49 million under Sections 140 and 166 of the Motor Vehicles Act. The application was brought by

Sonia Sood and others (the **"Applicants"**) on account of death of Rajesh Sood who had met with a fatal accident on February 4, 2011. Our Company had filed a reply contesting any liability to pay compensation as claimed by the Applicant. Through an order dated February 24, 2016 (**"Order"**) the Applicants were awarded a compensation of ` 23.59 million. Our Company as well as the Applicants have filed appeals to the Delhi High Court against the Order. The matter is currently pending."

Material civil litigation initiated by our Company

1. Our Company issued an insurance policy to the Indian railways (the **"Policy"**) and entered into a contract for reinsurance with Colonial Life Insurance Company (Trinidad) Limited (**"Defendant no. 1"**). However, Defendant no. 1 failed to indemnify our Company in connection with payments made by our Company pursuant to the Policy and was in breach of the reinsurance contract. Our Company filed a suit dated March 14, 2013 before the Bombay High Court against Defendant no. 1 and another (collectively, the **"Defendants"**) praying for grant of a money decree for ₹ 372.19 million in favour of our Company and against the Defendants, being the amounts paid by our Company towards claims under the policy together with an additional ₹ 10 million towards legal costs and interest. However, on August 30, 2016 the suit was converted into a commercial suit as the present suit was pertaining to a "commercial dispute" under Section 2(1)(c) of the Commercial Courts, Commercial Division and Commercial Appellate Division of High Courts Act, 2015. The matter is currently pending.

2. Our Company had entered into a reinsurance agreement (**"Agreement"**) with Best Re (L) Limited (**"Respondent"**) and another. Our Company served a legal notice dated June 22, 2015 to the Respondent invoking arbitration under clause 17 of the Agreement alleging failure of the Respondent to clear its dues amounting to ₹ 86.25 million. Subsequently, our Company filed an arbitration application dated May 23, 2016 in the Supreme Court of India (**"Court"**) for appointment of an arbitrator in the matter on behalf of the Respondent. The matter is currently pending.

3. Our Company issued a Group Personal Accident Policy and entered into a reinsurance agreement with AG Dore (Lloyd's Syndicate 2526), Starr Underwriting Agents Limited and others (**"Defendants"**). Our Company filed a commercial suit dated October 27, 2016 in the Bombay High Court (**"Court"**) alleging failure on part of the Defendants to make payments under the reinsurance agreement and *inter alia* claiming an amount of ₹ 64.80 million against AG Dore (Lloyd's Syndicate 2526) and ₹ 22.19 million against Starr Underwriting Agents Limited. The matter is currently pending.

E. Proceedings initiated against our Company for economic offences

As on the date of this Draft Red Herring Prospectus, there are no outstanding proceedings initiated against our Company for any economic offences. Further, our Company has not been found guilty of economic offences in the past.

F. Default and non – payment of statutory dues

There have been no instances of default or non-payment of statutory dues by our Company.

G. Material frauds against our Company

No acts of material frauds have been committed against our Company during the past five years.

H. Details of any inquiry, inspection or investigation initiated or conducted, prosecutions filed (whether pending or not), fines imposed or compounding of offences done under the Companies Act, 2013 or the Companies Act, 1956

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or the Companies Act, 1956 against our Company, nor have any prosecutions been filed, fines imposed, or compounding of offences done by our Company under the Companies Act, 2013 or the Companies Act, 1956 in the last five years immediately preceding the year of filing of this Draft Red Herring Prospectus.

I. Outstanding litigation against any other persons whose outcome could have an adverse effect on our Company.

There are no outstanding litigation, suits, criminal or civil proceedings, statutory or legal proceedings including those for economic offences, tax liabilities, prosecution under any enactment in respect of Schedule V of the Companies Act, 2013, show cause notices or legal notices against any other person or company whose outcome could affect the operation or finances of our Company or have a material adverse effect on the position of our Company.

J. Outstanding dues to small scale undertakings or any other creditors

In terms of the Materiality Policy, as of June 30, 2017, our Company did not have any material creditors.

Further, based on available information regarding status of the creditor as defined under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as of June 30, 2017, our Company did not owe any dues to any small scale undertakings. With respect to other creditors, as of June 30, 2017, our Company owed outstanding dues of ₹ 1,684.85 million to a total of 2,869 creditors.

The details pertaining to amounts due towards such creditors are available on the website of our Company at the following link: https://www.reliancegeneral.co.in/PublicDisclosure/OutstandingDuestoCreditors.pdf.

II. Litigation involving our Directors

A. Outstanding criminal proceedings involving our Directors

Criminal proceedings against our Directors

1. Paramjeet Dahiya filed a complaint dated April 6, 2015 before the Prashant Vihar Police Station against our Company, Rakesh Jain and others for alleged non-payment of dues for services provided by him to our Company for the period 2009 to 2013. For further details, see "*Legal and other information - Outstanding Litigation and Material Developments – Litigation involving our Company – Outstanding criminal proceedings involving our Company-Criminal proceedings initiated against our Company*" on page 373.

Criminal proceedings initiated by our Directors

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Directors.

B. Pending action by statutory or regulatory authorities against our Directors

As on the date of this Draft Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities against our Directors.

C. Tax proceedings against our Directors

As on date of this Draft Red Herring Prospectus, there are no tax proceedings pending against our Directors.

D. Material outstanding litigation involving our Directors

Material civil litigations initiated against our Directors

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated against our Directors.

Material civil litigations initiated by our Directors

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated by our Directors.

III. Litigation involving our Promoter

A. Outstanding criminal proceedings involving our Promoter

Criminal proceedings against our Promoter

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings against our Promoter.

Criminal proceedings initiated by our Promoter

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Promoter.

B. Pending action by statutory or regulatory authorities against our Promoter

As on the date of this Draft Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities against our Promoter.

C. Tax proceedings against our Promoter

Reliance Capital

Nature of tax involved	Number of cases outstanding	Amount involved in such proceedings (in ₹ million)
Direct tax		
Income Tax	11	163.70
Sub-total (A)	**11**	**163.70**
Indirect tax		
Service Tax & VAT	13	291.30
Sub-total (B)	13	**291.30**
Total (A+B)	**24**	455

D. Material outstanding litigation involving our Promoter

Material civil litigations against our Promoter

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations against our Promoter.

Material civil litigations initiated by our Promoter

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated by our Promoter.

E. ***Litigation or legal action by the Government of India or any statutory authority involving our Promoter in last five years***

1. In relation to Reliance Capital Limited (**"RCL"**), SEBI had issued an administrative warning letter dated March 21, 2014 with respect to its findings in relation to the inspection of books and records of Reliance Securities Limited (DP transferred from RCL) carried out in August 2012. No further communication has been received from SEBI in this regard. In furtherance of the warning letter dated March 21, 2014, SEBI issued a show-cause notice dated June 12, 2014 to RCL and initiated adjudication proceedings against RCL (**"Adjudication Proceeding"**). RCL filed an appeal before the Securities Appellate Tribunal (**"SAT"**), in relation to the Adjudication Proceeding. Subsequently, the show cause-notice was withdrawn by the SEBI, and accordingly, RCL also withdrew its appeal, pursuant to order dated February 9, 2015 passed by SAT. RCL has not received any further communication from SEBI in relation to the Adjudication Proceeding and no fresh show cause notice has been issued in this regard.

2. SEBI had issued a letter dated July 1, 2010 in respect of certain irregularities / deficiencies in depository operations. Reliance Capital Limited had submitted its reply vide letter dated July 20, 2010 confirming the corrective steps taken to regularize the aforesaid irregularities / deficiencies. No further action has been taken by SEBI in this regard.

IV. Litigation involving our Group Companies

1. Reliance Nippon Life Insurance Company Limited (formerly Reliance Life Insurance Company Limited)

A. Outstanding criminal proceedings involving Reliance Nippon Life Insurance Company Limited

Criminal proceedings initiated against Reliance Nippon Life Insurance Company Limited

i) A criminal petition dated June 12, 2014 was filed before the Judicial Magistrate, Tinsukia by Bimla Devi Agarwal (**"Petitioner"**) against Reliance Nippon Life Insurance Company Limited (**"RNLIC"**) and others. The petition was filed under sections 406, 420, 120-B and 34 of the Indian Penal Code, 1860. The petitioner alleged mis-selling of policies by RNLIC. Thereafter, RNLIC filed a petition under section 482 of the Criminal Procedure Code for quashing of the above complaint before the Guwahati High Court. The Guwahati High Court through order dated January 27, 2015 dismissed the petition. RNLIC has filed a special leave petition before the Supreme Court against the order passed by Guwahati High Court, wherein the Supreme Court has granted a stay *vide* its order dated April 17, 2015, subject to deposit of ₹ 0.38 million.

ii) A criminal petition, dated December 4, 2015, was filed by Chanda Sharma Agarwal (**"Complainant"**) before the Judicial Magistrate First Class, Alipore against Reliance Nippon Life Insurance Company Limited (**"RNLIC"**) & others under Section 417, 420, 406, 427 and 468 of the Indian Penal Code, 1860. A petition was also filed against RNLIC & others before Additional Chief Judicial Magistrate-II, Alipurdaur alleging fraudulent sale. The Additional Chief Judicial Magistrate-II, Alipurdaur through order dated November 18, 2015(**"Order"**) issued summons against RNLIC. RNLIC has filed a revision petition before the Sessions Court challenging the Order. The Sessions Court through order dated March 18, 2016 granted a stay to the effect and operation of the Order. The Complainant appeared before the Court and sought time for reply. The matter is currently pending.

iii) A criminal petition, dated July 25, 2016, was filed by Balram Maurya (**"Complainant"**) before the Special District Judge, Lucknow against Reliance Nippon Life Insurance Company Limited (**"RNLIC"**) under section 156(3) of the Indian Penal Code, alleging cheating and fraud in the sale of the policies. The criminal petition was dismissed by the court. The Complainant has preferred a revision petition against the dismissal and the matter is currently pending.

Criminal proceedings initiated by Reliance Nippon Life Insurance Company Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by Reliance Nippon Life Insurance Company Limited.

B. Pending action by statutory or regulatory authorities against Reliance Nippon Life Insurance Company Limited

(i) IRDAI imposed a monetary penalty of ₹ 8.5 million in exercise of the power under Section 102 (b) of the Insurance Act, 1938, pursuant to the onsite inspection of Reliance Nippon Life Insurance Company Limited (**"RNLIC**") on outsourcing activities in the month of May 2014. An appeal has been filed by RNLIC in the Securities Appellate Tribunal against the regulatory penalty levied. The matter is currently pending.

C. Tax proceedings against Reliance Nippon Life Insurance Company Limited

As on the date of this Draft Red Herring Prospectus, there are no tax proceedings pending against Reliance Nippon Life Insurance Company Limited.

D. Material outstanding litigation involving Reliance Nippon Life Insurance Company Limited

Material civil litigations initiated against Reliance Nippon Life Insurance Company Limited

(i) Syntel Global Services Private Limited (**"Syntel"**) issued a legal notice dated June 23, 2009 to Reliance Nippon Life Insurance Company (**"RNLIC"**) under section 433 and 434 of the Companies Act demanding the alleged claim amount of ₹ 93.10 million towards the invoice raised by them, in lieu of the services obtained by RNLIC from Syntel. The Bombay High Court *vide* its order dated March 18, 2010 referred the said matter to arbitration. Syntel claimed that RNLIC has failed to make payments towards the invoice raised by them, in lieu of the services obtained by RNLIC. Arbitration proceedings were commenced by Syntel by filing a statement of claims. RNLIC had filed their reply and evidence was commenced. The matter will be listed on November 13, 2017 for cross examination. The matter is currently pending.

Material civil litigations initiated by Reliance Nippon Life Insurance Company Limited

(i) Reliance Nippon Life Insurance Company (**"RNLIC"**) filed a summary suit dated February 20, 2009 before the Mumbai High Court against Dawnay Day AV Financial Services Private Limited (**"Dawnay Day"**) for recovery of advance payment amounting to ₹ 74.94 million made by RNLIC for availing strategic business research skills and facilities and other services which they said Dawnay Day had failed to provide. Dawnay Day acknowledged the receipt of ₹ 15.00 million and denied having received any amounts over and above ₹15.00 million and asked for proof as to the payment demanded by RNLIC. The matter is currently pending.

2. Reliance Capital Limited

For litigation involving Reliance Capital Limited, see "*Outstanding Litigation and Material Developments – Litigation involving our Promoter"* on page 379.

3. Reliance Commercial Finance Limited (formerly Reliance Gilts Limited)

A. Outstanding criminal proceedings involving Reliance Commercial Finance Limited

Criminal proceedings initiated against Reliance Commercial Finance Limited

(i) Joydip Banerjee filed a complaint dated September 10, 2009, before the 5th Judicial Magistrate, Alipore, Kolkata against Reliance Capital under sections 506, 120B and 34 of Indian Penal Code, alleging criminal intimidation by the agents of Reliance Commercial Finance Limited. The matter is currently pending.

(ii) Rintu Sen filed a complaint dated September 9, 2014 before the Additional Chief Judicial Magistrate, Chandannagar, West Bengal against Santanu Bhattacharjee and others under sections 420, 406, 384, 323, 504 and 506 of Indian Penal Code, and under sections 25 and 27 of the Arms Act alleging *inter alia* assault and threatening behaviour by the agents of Reliance Commercial Finance Limited. The matter is currently pending.

(iii) Jayanta Hazra filed a complaint dated May 7, 2014 before the Learned 6th Judicial Magistrate, Howrah, West Bengal against Palash Ghosh and others under sections 448, 323, 354, 506 and 34 of the Indian Penal Code, alleging misbehaviour and threatening behaviour by the agents of Reliance Commercial Finance Limited. The matter is currently pending.

Criminal proceedings initiated by Reliance Commercial Finance Limited

(i) Reliance Commercial Finance Limited filed a criminal revision petition dated June 23, 2017 before the Sessions Court Mumbai against Abhijeet Roads Limited and others under Section 156(3) of the Criminal Procedure Code. The petition is against the order passed by the lower court rejecting the application under Section 156(3) of Criminal Procedure Code. The matter is currently pending.

(ii) Reliance Commercial Finance Limited filed a criminal revision petition dated June 23, 2017 before the Sessions Court Mumbai against Abhijeet Power Ltd and others under Section 156(3) of the Criminal Procedure Code. The petition is against the order passed by the lower court rejecting the application under Section 156(3) of Criminal Procedure Code. The matter is currently pending.

(iii) Reliance Commercial Finance Limited filed a criminal revision petition, dated August 3, 2011, before the Sessions Court, Pune against Jaynata Desai and others (**"Accused"**) under Section 420, 406, 403 read with Section 34 of the Indian Penal Code. The petition was for alleged cheating in collusion with the dealer. Non bailable warrants have been issued against the Accused. The matter in currently pending.

(iv) Prior to demerger of Reliance Commercial Finance Limited from Reliance Capital Limited, Reliance Capital Limited filed a case against Ravinder Singh Thakur **("Defendant")** before the District Judge, Ludhiana, under section 397 of the Criminal Procedure Code. An appeal was filed by the Defendant against his conviction under section 138 of the Negotiable Instruments Act. There are two matters filed against Ravinder Singh Thakur. The matter is currently pending.

(v) Prior to demerger of Reliance Commercial Finance Limited from Reliance Capital Limited , Reliance Capital Limited, filed a case against Ranjit Singh Oberoi **("Defendant")** before the Additional Sessions Judge, Tis Hazari Courts, under section 397 of the Criminal Procedure Code. An appeal was filed by the Defendant against his conviction under section 138 of the Negotiable Instruments Act. The matter is currently pending.

(vi) Reliance Commercial Finance Limited has filed 12, 940 cases under Section 138 of the Negotiable Instruments Act, involving an amount of ₹ 4,614.70 million

B. Pending action by statutory or regulatory authorities against Reliance Commercial Finance Limited

As on the date of this Draft Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities against Reliance Commercial Finance Limited.

C. Tax proceedings against Reliance Commercial Finance Limited

As on the date of this Draft Red Herring Prospectus, there are no tax proceedings pending against Reliance Commercial Finance Limited.

D. Material outstanding litigation involving Reliance Commercial Finance Limited

Material civil litigations initiated against Reliance Commercial Finance Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated against Reliance Commercial Finance Limited.

Material civil litigations initiated by Reliance Commercial Finance Limited

(i) Reliance Commercial Finance Limited filed a Section 9 petition dated March 20, 2017 before the Bombay High Court against Abhijeet Roads Limited and others (**"Borrowers"**) under Section 9 of the Arbitration & Conciliation Act 1996, for interim relief against the Borrowers to secure the interest on a loan amount of ₹ 2.18 million of Reliance Commercial Finance Limited towards the repayment. The matter in currently pending.

(ii) Reliance Commercial Finance Limited initiated arbitration proceedings dated May 5, 2017 against Abhijeet Roads Limited & Abhijeet Power Limited and others (**"Borrowers"**) under Arbitration & Conciliation Act 1996, for the dispute regarding the repayment of the loan amount availed by the Borrowers of ₹ 217.10 million and ₹ 114 million. The matter is currently pending.

(iii) Reliance Commercial Finance Limited initiated arbitration proceedings dated May 2, 2017 against the Maharashtra Vidhyut Nigam Limited and others (**"Borrowers"**) under Arbitration & Conciliation Act 1996, for the dispute regarding the repayment of the loan amount of ₹ 17.00 million availed by the Borrowers. Arbitration proceedings are kept in abeyance as Reliance Commercial Finance Limited filed a Section 7 application in National Company Law Tribunal, Mumbai under the Insolvency & Bankruptcy Code 2016 which was admitted on July 5, 2017 and therefore there is a moratorium of 180 days on all the civil proceedings.

(iv) Reliance Commercial Finance Limited (**"RCFL"**) initiated arbitration proceedings dated June 28, 2017 before NCLT Mumbai against Maharashtra Vidhyut Nigam Ltd and others (**"Borrowers"**) under the Insolvency & Bankruptcy Code, 2016 for the dispute regarding the repayment of the loan amount of ₹ 170 million availed by Borrowers. RCFL filed an application under Section 7 before NCLT Mumbai under Insolvency & Bankruptcy Code 2016 and the application was admitted on July 5, 2017. The matter in currently pending.

(v) Reliance Commercial Finance Limited initiated arbitration proceedings under Section 17 of the Arbitration Act against Gupta Corporation Limited, Padmesh Gupta and Anuradha Gupta, for a claim of ₹ 70.56 million. Gupta Corporation Limited (**"Borrower"**) had availed a loan facility of ₹ 500.00 million from Reliance Capital Limited. The Borrower defaulted in loan repayment and because of the default Reliance Capital Limited moved application under Section 9 of Arbitration Act before Delhi High Court and accordingly arbitration was initiated. Arbitration proceedings have been kept in abeyance for 180 days because of moratorium as the Borrower has filed an insolvency application before the National Company Law Tribunal, Mumbai. The matter is currently pending.

4. Reliance Home Finance Limited

A. Outstanding criminal proceedings involving Reliance Home Finance Limited

Criminal proceedings initiated against Reliance Home Finance Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings against Reliance Home Finance Limited.

Criminal proceedings initiated by Reliance Home Finance Limited

Reliance Home Finance Limited has filed 1,023 cases under Section 138 of the Negotiable Instruments Act, 1881, involving an amount of ₹ 522.10 million.

B. Pending action by statutory or regulatory authorities against Reliance Home Finance Limited

As on the date of this Draft Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities against Reliance Home Finance Limited.

C. Tax proceedings against Reliance Home Finance Limited

As on the date of this Draft Red Herring Prospectus, there are no tax proceedings pending against Reliance Home Finance Limited.

D. Material outstanding litigation involving Reliance Home Finance Limited

Material civil litigations initiated against Reliance Home Finance Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated against Reliance Home Finance Limited.

Material civil litigations initiated by Reliance Home Finance Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated by Reliance Home Finance Limited.

5. Reliance Money Precious Metals Private Limited

A. Outstanding criminal proceedings involving Reliance Money Precious Metals Private Limited

Criminal proceedings initiated against Reliance Money Precious Metals Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings against Reliance Money Precious Metals Private Limited.

Criminal proceedings initiated by Reliance Money Precious Metals Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by Reliance Money Precious Metals Private Limited.

B. Pending action by statutory or regulatory authorities against Reliance Money Precious Metals Private Limited

As on the date of this Draft Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities against Reliance Money Precious Metals Private Limited.

C. Tax proceedings against Reliance Money Precious Metals Private Limited

As on the date of this Draft Red Herring Prospectus, there are no tax proceedings pending against Reliance Money Precious Metals Private Limited.

D. Material outstanding litigation involving Reliance Money Precious Metals Private Limited

Material civil litigations initiated against Reliance Money Precious Metals Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated against Reliance Money Precious Metals Private Limited.

Material civil litigations initiated by Reliance Money Precious Metals Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated by Reliance Money Precious Metals Private Limited.

6. Reliance Money Solutions Private Limited

A. Outstanding criminal proceedings involving Reliance Money Solutions Private Limited

Criminal proceedings initiated against Reliance Money Solutions Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings against Reliance Money Solutions Private Limited.

Criminal proceedings initiated by Reliance Money Solutions Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by Reliance Money Solutions Private Limited.

B. Pending action by statutory or regulatory authorities against Reliance Money Solutions Private Limited

As on the date of this Draft Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities against Reliance Money Solutions Private Limited.

C. Tax proceedings against Reliance Money Solutions Private Limited

As on the date of this Draft Red Herring Prospectus, there are no tax proceedings pending against Reliance Money Solutions Private Limited.

D. Material outstanding litigation involving Reliance Money Solutions Private Limited

Material civil litigations initiated against Reliance Money Solutions Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated against Reliance Money Solutions Private Limited.

Material civil litigations initiated by Reliance Money Solutions Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated by Reliance Money Solutions Private Limited.

7. Reliance Securities Limited

A. Outstanding criminal proceedings involving Reliance Securities Limited

Criminal proceedings initiated against Reliance Securities Limited

1. Agasti Dabke registered a complaint against Reliance Securities Limited (**"RSL"**) and some of its officials at the Boriwali (W) Branch of RSL with regards to certain trades allegedly done from his trading account without his consent. The matter is currently pending.

2. Shambhunath Shukla (the **"Complainant")** registered a complaint against Reliance Securities Limited (**"RSL"**) and unknown employees of RSL at the Allahabad branch for *inter alia* cheating, forgery, breach of trust and causing loss of approximately ₹ 1.9 million as around 6000 shares lying in Complainant's account were illegally transferred out of his account/ sold off without his instructions and consent. After initial due diligence, RSL settled the matter with the Complainant and executed settlement agreement recording the settlement of the claim. After the initial due diligence, RSL filed an application in the police station seeking action against Vikram Gupta, a former employee. The matter is currently pending.

Criminal proceedings initiated by Reliance Securities Limited

1. An FIR dated August 8, 2013 was filed by Reliance Securities Limited (**"RSL"**) against Priyanka Gandhi with the Udaipur police station for un-authorized trading in clients' account, cheating, forgery and criminal breach of trust under section 406 and 420 of the IPC. The matter is currently pending.

2. A criminal complaint was registered by Reliance Securities Limited (**"RSL"**) against Manish Thakkar and others with the Vanrai police station under sections 419, 420, 464, 465, 468, 469, 500 and 34 of the IPC also sections 65 and 66 of the Information Technology Act, 2000 for allegedly forging company's documents. The matter is currently pending.

3. A criminal complaint was filed by Reliance Securities Limited (**"RSL"**) against Kartikesh Mishra at the Chief Judicial Magistrate Court, Ranchi for criminal breach of trust, mischief, cheating, fraud and misappropriation. The matter is currently pending.

4. An FIR was registered by Reliance Securities Limited (**"RSL"**) a**gains**t Asha Rawat at Udaipur Police Station, for the offences of criminal misappropriation, cheating, breach of trust, mischief, making false statement on oath, giving false evidence and offences against public justice, in violation of Sections 403, 406, 418, 420, 423, 426, 199 and 209 of the I.P.C. The matter is currently pending.

5. An FIR was registered by Reliance Securities Limited (**"RSL"**) against Vikram Gupta (the **"Defendant"**), a former employee of Allahabad Branch at Civil Lines Police Station, Allahabad for the offences of criminal misappropriation, cheating, breach of trust and mischief under sections 419, 420,467, 468 and 471 of the IPC. The Defendant was alleged to have committed fraud in the trading account of GMP Chaudhary. RSL suffered a loss of ₹ 1.6 million in compensating GMP Chaudhary. RSL had also filed an application under section 156(3) of Cr.P.C in the Court of the Chief Metropolitan Magistrate, Allahabad (the **"Court"**), in which *vide* order dated March 10, 2017 the Court directed the Police to file an FIR and investigate the matter further. The matter is currently pending.

6. An FIR was registered by Reliance Securities Limited (**"RSL"**) against Vikram Gupta (the **"Defendant"**), a former employee of Allahabad Branch at Civil Lines Police Station, Allahabad for the offences of criminal misappropriation, cheating, breach of trust and mischief under sections 419, 420,467, 468 and 471 of the IPC. The defendant was alleged to have committed fraud in the trading account of Shambu Shukla. RSL suffered a loss of approximately ₹ 1.9 million in compensating Shambu Shukla. RSL had also filed an application under section 156(3) of Cr.P.C which was rejected by the court *vide* order dated May 5, 2016 (the **"Order"**). RSL filed a criminal revision against the Order in Allahabad High Court (the **"Court"**) and the Court through order dated June 28, 2016 directed the Police to thoroughly investigate the matter.

7. Reliance Securities Limited (**"RSL"**) and Reliance Money Express Limited (**"RMXL"**) (prior to the amalgamation of RMXL with RSL), initiated 5 recovery proceedings against various parties, for the dishonour of cheques under Section 138 of the Negotiable Instruments Act, 1881. These proceedings are pending before various courts. The aggregate amount involved in these proceedings is ₹ 2.20 million.

8. A criminal complaint was filed by Reliance Money Express Limited (**"RMXL"**) (prior to the amalgamation of RMXL with RSL) at Vanrai Police Station against Globe Explorer (the **"Accused"**) for cheating, forgery and misappropriation of funds under Sections 420 and 408 of the I.P.C. Anticipatory bail has been granted to the Accused and the matter is currently pending.

9. A criminal complaint was filed by Reliance Money Express Limited (**"RMXL"**) (prior to the amalgamation of RMXL with RSL) against Cee & Cee Gold and Forex Private Limited and P. K. Kuriakose before the Judicial Magistrate Court, Ernakulam, for the offences of criminal breach of trust and various other offences of I.P.C. After submission of a closure report by the police, the Magistrate passed an order directing the police to carry out proper re-investigations pursuant to which the police have started reinvestigations and RMXL has again given statements and documents to police in support of its case. The matter is currently pending.

10. A criminal complaint was filed by Reliance Money Express Limited (**"RMXL"**) (prior to the amalgamation of RMXL with RSL) against Jahangir Shaikh and others before the Judicial Magistrate First Class, Murshidabad for cheating, fraud and misappropriation of fund and various other offences of I.P.C. The case got subsequently transferred to the 24 North Parganas Court as per an order of the Kolkata High Court. The matter is currently pending.

11. A criminal complaint was filed by Reliance Money Express Limited (**"RMXL"**) (prior to the amalgamation of RMXL with RSL) before the Judicial Magistrate Court, Goa against unknown persons for theft of around 163 gold coins and cash of ₹ 0.10 million, under Section 378 of the I.P.C. The matter is currently pending.

12. A F.I.R. was filed by Reliance Money Express Limited (**"RMXL"**) (prior to the amalgamation of RMXL with RSL) before the Gantagar Police Station, Baharaich, Uttar Pradesh against unknown persons for theft of ₹ 0.20 million. The matter is currently pending.

B. Pending action by statutory or regulatory authorities against Reliance Securities Limited

1. A show cause notice dated July 23, 2012 was received by Reliance Money Express Limited (**"RMXL"**) from Directorate of Enforcement, Lucknow alleging contravention by RMXL of the provisions of Sections 3(a), 4 and 10(4) read with Section 42 of the Foreign Exchange Management Act, 1999. A detailed reply dated was submitted by the Company on October 30, 2012. Further submissions were also submitted from time to time. Joint Director –Enforcement Directorate, passed an order against RMXL imposing a penalty/fine of ₹ 12.50 million. RMXL filed an appeal before the FEMA, Tribunal Delhi, who stayed the order and directed us to deposit 10% of penalty amount and give security for balance 90%. The matter is currently pending.

2. A search was conducted on July 31, 2009 by the officers of Delhi Zonal Office of Directorate of Enforcement (**"DoE"**) on an employee of the Surat/Ahmedabad Branch of Reliance Money Express Limited (**"RMXL"**) who had left with foreign currencies of RMXL worth about ₹ 33.30 million, for its inter branch transfer to the Delhi Hub and the foreign currencies were seized upon suspicion that, it was not inter branch transfer but inter branch sale. The investigations by the DoE concluded that the seized amount was indeed inter branch transfer, which is permitted under the RBI Guidelines. Subsequently, a major amount of seized foreign currencies was released on February 5, 2010. Assorted foreign currencies worth about ₹ 1.66 million were retained back by the DoE for verification with the sellers of the same to RMXL. RMXL had submitted requisite documents to the DoE on February 8, 2010 and there have been no adverse findings from the DoE till date. However, the matter remains pending.

C. Tax proceedings against Reliance Securities Limited

Nature of tax involved	Number of cases outstanding	Amount involved in such proceedings (in ₹ million)
Direct tax		
Income Tax	1	96.84
Sub-total (A)	**1**	**96.84**
Indirect tax		
Service Tax	9	475.00
Sub-total (B)	**9**	**475.00**
Total (A+B)	**10**	**571.84**

D. Material outstanding litigation involving Reliance Securities Limited

Material civil litigations initiated against Reliance Securities Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated against Reliance Securities Limited.

Material civil litigations initiated by Reliance Securities Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated by Reliance Securities Limited.

8. Reliance Exchangenext Limited

A. Outstanding criminal proceedings involving Reliance Exchangenext Limited

Criminal proceedings initiated against Reliance Exchangenext Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings against Reliance Exchangenext Limited.

Criminal proceedings initiated by Reliance Exchangenext Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by Reliance Exchangenext Limited.

B. Pending action by statutory or regulatory authorities against Reliance Exchangenext Limited

As on the date of this Draft Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities against Reliance Exchangenext Limited.

C. Tax proceedings against Reliance Exchangenext Limited

As on the date of this Draft Red Herring Prospectus, there are no tax proceedings pending against Reliance Exchangenext Limited.

D. Material outstanding litigation involving Reliance Exchangenext Limited

Material civil litigations initiated against Reliance Exchangenext Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated against Reliance Exchangenext Limited.

Material civil litigations initiated by Reliance Exchangenext Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated by Reliance Exchangenext Limited.

9. Reliance Wealth Management Limited

A. Outstanding criminal proceedings involving Reliance Wealth Management Limited

Criminal proceedings initiated against Reliance Wealth Management Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings against Reliance Wealth Management Limited.

Criminal proceedings initiated by Reliance Wealth Management Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by Reliance Wealth Management Limited.

B. Pending action by statutory or regulatory authorities against Reliance Wealth Management Limited

As on the date of this Draft Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities against Reliance Wealth Management Limited.

C. Tax proceedings against Reliance Wealth Management Limited

As on the date of this Draft Red Herring Prospectus, there are no tax proceedings pending against Reliance Wealth Management Limited.

D. Material outstanding litigation involving Reliance Wealth Management Limited

Material civil litigations initiated against Reliance Wealth Management Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated against Reliance Wealth Management Limited.

Material civil litigations initiated by Reliance Wealth Management Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated by Reliance Wealth Management Limited.

10. Reliance Financial Limited

A. Outstanding criminal proceedings involving Reliance Financial Limited

Criminal proceedings initiated against Reliance Financial Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings against Reliance Financial Limited.

Criminal proceedings initiated by Reliance Financial Limited

Reliance Financial Limited filed a criminal complaint against Shyamsunder Jangid under section 138 of the Negotiable Instruments Act, 1881, for dishonour of cheque amounting to ₹ 1.19 million. The matter is currently pending.

B. Pending action by statutory or regulatory authorities against Reliance Financial Limited

As on the date of this Draft Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities against Reliance Financial Limited.

C. Tax proceedings against Reliance Financial Limited

As on the date of this Draft Red Herring Prospectus, there are no tax proceedings pending against Reliance Financial Limited.

D. Material outstanding litigation involving Reliance Financial Limited

Material civil litigations initiated against Reliance Financial Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated against Reliance Financial Limited.

Material civil litigations initiated by Reliance Financial Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated by Reliance Financial Limited.

11. Reliance Commodities Limited

A. Outstanding criminal proceedings involving Reliance Commodities Limited

Criminal proceedings initiated against Reliance Commodities Limited

Bhaveshkumar Rameshbhai Patel & others (**"Respondents")** filed an FIR under Section 405, 420, 457, 458, 491, 120(B) of the Indian Penal Code against the officials of Reliance Commodities Limited. Reliance Commodities Limited filed a petition under Article 226 of the Constitution of India read with Section 482 of the Code of Criminal Procedure for quashing and setting aside FIR filed by the Respondents. The matter is currently pending.

Criminal proceedings initiated by Reliance Commodities Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by Reliance Commodities Limited.

B. Pending action by statutory or regulatory authorities against Reliance Commodities Limited

As on the date of this Draft Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities against Reliance Commodities Limited.

C. Tax proceedings against Reliance Commodities Limited

As on the date of this Draft Red Herring Prospectus, there are no tax proceedings pending against Reliance Commodities Limited.

D. Material outstanding litigation involving Reliance Commodities Limited

Material civil litigations initiated against Reliance Commodities Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated against Reliance Commodities Limited.

Material civil litigations initiated by Reliance Commodities Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated by Reliance Commodities Limited.

12. Quant Broking Private Limited

A. Outstanding criminal proceedings involving Quant Broking Private Limited

Criminal proceedings initiated against Quant Broking Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings against Quant Broking Private Limited.

Criminal proceedings initiated by Quant Broking Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by Quant Broking Private Limited.

B. Pending action by statutory or regulatory authorities against Quant Broking Private Limited

As on the date of this Draft Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities against Quant Broking Private Limited.

C. Tax proceedings against Quant Broking Private Limited

Nature of tax involved	Number of cases outstanding	Amount involved in such proceedings (in ₹ million)
Direct tax		
Income Tax	3	68.53
Sub-total (A)	3	68.53
Indirect tax		
Service Tax	2	112.00
Sub-total (B)	2	112.00
Total (A+B)	5	180.53

D. Material outstanding litigation involving Quant Broking Private Limited

Material civil litigations initiated against Quant Broking Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated against Quant Broking Private Limited.

Material civil litigations initiated by Quant Broking Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated by Quant Broking Private Limited.

13. Quant Capital Private Limited

A. Outstanding criminal proceedings involving Quant Capital Private Limited

Criminal proceedings initiated against Quant Capital Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings against Quant Capital Private Limited.

Criminal proceedings initiated by Quant Capital Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by Quant Capital Private Limited.

B. Pending action by statutory or regulatory authorities against Quant Capital Private Limited

As on the date of this Draft Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities against Quant Capital Private Limited.

C. Tax proceedings against Quant Capital Private Limited

Nature of tax involved	**Number of cases outstanding**	**Amount involved in such proceedings (in ₹ million)**
Direct tax		
Income Tax	2	3.84
Sub-total (A)	2	3.84
Indirect tax		
Service Tax	0	0
Sub-total (B)	0	0
Total (A+B)	2	3.84

D. Material outstanding litigation involving Quant Capital Private Limited

Material civil litigations initiated against Quant Capital Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated against Quant Capital Private Limited.

Material civil litigations initiated by Quant Capital Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated by Quant Capital Private Limited.

14. Reliance Capital Pension Fund Limited

A. Outstanding criminal proceedings involving Reliance Capital Pension Fund Limited

Criminal proceedings initiated against Reliance Capital Pension Fund Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings against Reliance Capital Pension Fund Limited.

Criminal proceedings initiated by Reliance Capital Pension Fund Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by Reliance Capital Pension Fund Limited.

B. Pending action by statutory or regulatory authorities against Reliance Capital Pension Fund Limited

As on the date of this Draft Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities against Reliance Capital Pension Fund Limited.

C. Tax proceedings against Reliance Capital Pension Fund Limited

As on the date of this Draft Red Herring Prospectus, there are no tax proceedings pending against Reliance Capital Pension Fund Limited.

D. Material outstanding litigation involving Reliance Capital Pension Fund Limited

Material civil litigations initiated against Reliance Capital Pension Fund Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated against Reliance Capital Pension Fund Limited.

Material civil litigations initiated by Reliance Capital Pension Fund Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated by Reliance Capital Pension Fund Limited.

15. Reliance Capital Trustee Company Limited

A. Outstanding criminal proceedings involving Reliance Capital Trustee Company Limited

Criminal proceedings initiated against Reliance Capital Trustee Company Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings against Reliance Capital Trustee Company Limited.

Criminal proceedings initiated by Reliance Capital Trustee Company Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by Reliance Capital Trustee Company Limited.

B. Pending action by statutory or regulatory authorities against Reliance Capital Trustee Company Limited

As on the date of this Draft Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities against Reliance Capital Trustee Company Limited.

C. Tax proceedings against Reliance Capital Trustee Company Limited

As on the date of this Draft Red Herring Prospectus, there are no tax proceedings pending against Reliance Capital Trustee Company Limited.

D. Material outstanding litigation involving Reliance Capital Trustee Company Limited

Material civil litigations initiated against Reliance Capital Trustee Company Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated against Reliance Capital Trustee Company Limited.

Material civil litigations initiated by Reliance Capital Trustee Company Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated by Reliance Capital Trustee Company Limited.

16. Reliance Capital AIF Trustee Company Private Limited

A. Outstanding criminal proceedings involving Reliance Capital AIF Trustee Company Private Limited

Criminal proceedings initiated against Reliance Capital AIF Trustee Company Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings against Reliance Capital AIF Trustee Company Private Limited.

Criminal proceedings initiated by Reliance Capital AIF Trustee Company Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by Reliance Capital AIF Trustee Company Private Limited.

B. Pending action by statutory or regulatory authorities against Reliance Capital AIF Trustee Company Private Limited

As on the date of this Draft Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities against Reliance Capital AIF Trustee Company Private Limited.

C. Tax proceedings against Reliance Capital AIF Trustee Company Private Limited

As on the date of this Draft Red Herring Prospectus, there are no tax proceedings pending against Reliance Capital AIF Trustee Company Private Limited.

D. Material outstanding litigation involving Reliance Capital AIF Trustee Company Private Limited

Material civil litigations initiated against Reliance Capital AIF Trustee Company Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated against Reliance Capital AIF Trustee Company Private Limited.

Material civil litigations initiated by Reliance Capital AIF Trustee Company Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated by Reliance Capital AIF Trustee Company Private Limited.

17. Reliance Corporate Advisory Services Limited (formerly Reliance Spot Exchange Infrastructure Limited)

A. Outstanding criminal proceedings involving Reliance Corporate Advisory Services Limited

Criminal proceedings initiated against Reliance Corporate Advisory Services Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings against Reliance Corporate Advisory Services Limited.

Criminal proceedings initiated by Reliance Corporate Advisory Services Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by Reliance Corporate Advisory Services Limited.

B. Pending action by statutory or regulatory authorities against Reliance Corporate Advisory Services Limited

As on the date of this Draft Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities against Reliance Corporate Advisory Services Limited.

C. Tax proceedings against Reliance Corporate Advisory Services Limited

As on the date of this Draft Red Herring Prospectus, there are no tax proceedings pending against Reliance Corporate Advisory Services Limited.

D. Material outstanding litigation involving Reliance Corporate Advisory Services Limited

Material civil litigations initiated against Reliance Corporate Advisory Services Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated against Reliance Corporate Advisory Services Limited.

Material civil litigations initiated by Reliance Corporate Advisory Services Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated by Reliance Corporate Advisory Services Limited.

18. Quant Investment Services Private Limited

A. Outstanding criminal proceedings involving Quant Investment Services Private Limited

Criminal proceedings initiated against Quant Investment Services Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings against Quant Investment Services Private Limited.

Criminal proceedings initiated by Quant Investment Services Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by Quant Investment Services Private Limited.

B. Pending action by statutory or regulatory authorities against Quant Investment Services Private Limited

As on the date of this Draft Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities against Quant Investment Services Private Limited.

C. Tax proceedings against Quant Investment Services Private Limited

As on the date of this Draft Red Herring Prospectus, there are no tax proceedings pending against Quant Investment Services Private Limited.

D. Material outstanding litigation involving Quant Investment Services Private Limited

Material civil litigations initiated against Quant Investment Services Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated against Quant Investment Services Private Limited.

Material civil litigations initiated by Quant Investment Services Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated by Quant Investment Services Private Limited.

19. Quant Securities Private Limited

A. Outstanding criminal proceedings involving Quant Securities Private Limited

Criminal proceedings initiated against Quant Securities Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings against Quant Securities Private Limited.

Criminal proceedings initiated by Quant Securities Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by Quant Securities Private Limited.

B. Pending action by statutory or regulatory authorities against Quant Securities Private Limited

As on the date of this Draft Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities against Quant Securities Private Limited.

C. Tax proceedings against Quant Securities Private Limited

Nature of tax involved	Number of cases outstanding	Amount involved in such proceedings (in ₹ million)
Direct tax		
Income Tax	2	18.62
Sub-total (A)	2	18.62
Indirect tax		
Service Tax	0	0
Sub-total (B)	0	0
Total (A+B)	2	18.62

D. Material outstanding litigation involving Quant Securities Private Limited

Material civil litigations initiated against Quant Securities Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated against Quant Securities Private Limited.

Material civil litigations initiated by Quant Securities Private Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated by Quant Securities Private Limited.

20. Reliance Health Insurance Limited

A. Outstanding criminal proceedings involving Reliance Health Insurance Limited

Criminal proceedings initiated against Reliance Health Insurance Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings against Reliance Health Insurance Limited.

Criminal proceedings initiated by Reliance Health Insurance Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by Reliance Health Insurance Limited.

B. Pending action by statutory or regulatory authorities against Reliance Health Insurance Limited

As on the date of this Draft Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities against Reliance Health Insurance Limited.

C. Tax proceedings against Reliance Health Insurance Limited

As on the date of this Draft Red Herring Prospectus, there are no tax proceedings pending against Reliance Health Insurance Limited.

D. Material outstanding litigation involving Reliance Health Insurance Limited

Material civil litigations initiated against Reliance Health Insurance Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated against Reliance Health Insurance Limited.

Material civil litigations initiated by Reliance Health Insurance Limited

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigations initiated by Reliance Health Insurance Limited.

V. Material developments since the last balance sheet date

Except as stated in "*Management's Discussion and Analysis of Financial Condition and Results of Operation – Significant Developments after June 30, 2017*" on page 369, there have been no developments subsequent to June 30, 2017 that we believe are expected to have a material impact on the reserves, profits, earnings per share and book value of our Company.

GOVERNMENT AND OTHER APPROVALS

In view of the approvals listed below, our Company can undertake this Offer and can undertake our current business activities. Except as mentioned below, no further material approvals from any governmental or regulatory authority are required by our Company to undertake this Offer or to continue such business activities. Unless otherwise stated, these approvals are all valid as of date of this Draft Red Herring Prospectus. For further details in connection with the regulatory and legal framework within which we operate, see "*Regulations and Policies*" on page 166. For incorporation details of our Company, see "*History and Certain Corporate Matters*" on page 179.

A. Approvals relating to the Offer

1. Our Board and Shareholders have authorised the Offer pursuant to their resolutions dated September 8, 2017 and September 11, 2017, respectively.

2. In-principle approval from the BSE dated [●];

3. In-principle approval from the NSE dated [●].

4. For authorisation and consent in relation to the Offer for Sale, see "*The Offer*" on page 71.

5. Our Board and our IPO Committee have approved this Draft Red Herring Prospectus pursuant to resolutions dated October 6, 2017 and October 9, 2017, respectively.

6. In-principle approval to the Offer from the IRDAI under the IRDAI Capital Issuance Regulations through letter dated September 4, 2017. For further details, see "*Other Regulatory and Statutory Disclosures*" on page 400.

7. Final approval to the Offer from the IRDAI under the IRDAI Capital Issuance Regulations through letter dated [●].

B. Approvals relating to our Company's business and operations

I. Corporate and Taxation Related Approvals

1. Initial certificate of incorporation dated August 17, 2000, issued by the RoC to our Company in the name of 'Reliance General Insurance Limited'.

2. Fresh certificate of incorporation dated October 12, 2000, issued by the RoC, pursuant to change of name of our Company to 'Reliance General Insurance Company Limited'.

3. Certificate of commencement of business dated November 17, 2000, issued by the RoC.

4. Permanent account number of our Company, issued by the Income Tax Department, Government of India: AABCR6747B.

5. Tax deduction account number of our Company, issued by the Income Tax Department, Government of India: MUMR10380G.

6. Our Company has obtained registration in relation to the Goods and Services Tax in 24 states and one Union Territory.

7. Registration number MH/46163 issued by the Employees' Provident Fund Organisation under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952.

II. Business Approvals

1. *Product related approvals*

As of June 30, 2017, we have offered more than 125 products (including add-ons) across various segments which include fire insurance, motor insurance, crop insurance and health insurance. Our Company has received IRDAI registrations for all such products.

2. *Branch office related approvals*

As on June 30, 2017, our Company has 129 branch offices in India, which have been approved by the IRDAI. Our top 10 branch offices have been identified based on the aggregate premium collected by the top 10 branches in the 15 month period ending June 30, 2017 exceeding over 50% of the total premium collected across all the branch offices ("**Material Branches**"). Following are the material approvals applicable to our branch offices:

(a) IRDAI approval for our branch offices.

(b) Certificate of registration issued under the relevant shops and establishment legislations of the respective states in which our branch offices are located.

(c) Certificate of registration for our branch offices under the Contract Labour (Regulation and Abolition) Act, 1970.

(d) Trade licenses issued by the local municipal corporations of the states in which our branch offices are located, as applicable.

Our Company has obtained these material approvals, in the normal course of business, for its branch offices located across various states. Certain approvals may have lapsed in their normal course and our Company has either made an application to the appropriate authorities for renewal of such approval or is in the process of making such applications. For details in relation to pending approvals for the top 10 branch offices see "*Government and Other Approvals – Pending Approvals*" on page 399.

3. *Other approvals*

Certificate of registration number 103 issued by IRDAI on October 23, 2000.

C. Intellectual Property related approvals

Trademarks

Our Company has applied for and obtained registrations in respect of the intellectual property of our Company during the course of its business. As on the date of this Draft Red Herring Prospectus, our Company has made six applications for registration of marks, including 'Wellness Carnival' and 'Health o Pedia'. Three trademarks applications filed by us have been objected to by the Registrar of Trademarks.

For details of licensing agreements entered into by our Company for use of trademarks held by other entities, please see "*Our Business*" on page 138.

D. Pending Approvals

Approvals expired and renewal application made or to be applied for in respect of our Material Branches:

1. Pending application dated August 25, 2017, for renewal of the trade license, to be issued by the local municipal corporation for our Company's office in Bhubaneshwar, Orissa.

2. Shops and establishments license and trade license for one of our Company's office in Kolkata.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for this Offer

Our Board and Shareholders have authorised the Offer, pursuant to their resolutions dated September 8, 2017 and September 11, 2017, respectively. The Offer for Sale of up to 50,309,984 Equity Shares has been authorised by Reliance Capital pursuant to a resolution of its board of directors dated October 9, 2017 and its consent letter dated October 9, 2017.

The IRDAI has granted its in-principle approval to the Offer under the IRDAI Capital Regulations by its letter dated September 4, 2017. This approval is subject to, *inter-alia*, the following conditions:

(a) our Company to provide prescribed confirmations from concurrent auditor, appointed actuary and custodian: *Noted for compliance;*

(b) maximum subscription that may be allotted to any class of foreign investors shall be in accordance with, the Foreign Investment Rules, guidelines on Indian Owned and Controlled and any other statutory/ regulatory stipulations, as may be applicable and prescribed by any other regulator in this regard - *Noted for compliance*;

(c) the Equity Shares subject to any prior directions on lock-in period issued by the IRDAI shall not be divested - *Noted for compliance*;

(d) the disclosures in this Draft Red Herring Prospectus, the Red Herring Prospectus and Prospectus shall be in compliance with the requirements as indicated in Schedule 1 of the IRDAI Capital Regulations, in addition to the requirements prescribed under the SEBI ICDR Regulations – *Complied with and noted for compliance*;

(e) the Articles of Association shall be amended so as to explicitly provide that no transfer beyond the limits prescribed in Section 6A of the Insurance Act shall be registered without the prior approval of the IRDAI and any directions, issued by IRDAI in this regard – *Complied with*; and

(f) Our Company is required to ensure compliance with Insurance Act and other applicable circulars, directions and regulations issued thereunder, particularly the IRDA (Protection of Policyholders' Interests) Regulations, 2017 – *Noted for compliance.*

For further details of the regulatory approvals relating to the Offer, see "*Government and other Approvals*" on page 398.

This Draft Red Herring Prospectus has been approved by our Board and our IPO Committee pursuant to their resolutions dated October 6, 2017 and October 9, 2017, respectively. Our Company has received in-principle approvals from the BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by SEBI or other Authorities

Our Company, Promoter, members of the Promoter Group, Directors, Group Companies, natural persons in control of our Promoter and Selling Shareholder have not been prohibited from accessing the capital markets by SEBI or any other authority.

None of our Directors are associated with the securities market. There are no violations of securities laws committed by any of our Directors in the past or are pending against them.

Eligibility for the Offer

Our Company is an unlisted company, eligible for the Offer under Regulation 26(1) of the SEBI ICDR Regulations as set forth below:

- Our Company has net tangible assets of at least ₹ 30 million in each of the preceding three full years (of 12 months each), of which not more than 50% are held in monetary assets;
- Our Company has a minimum average pre-tax operating profit of ₹ 150 million, calculated on a restated basis, during the three most profitable years out of the immediately preceding five years;
- Our Company has a net worth of at least ₹ 10 million in each of the three preceding full years (of 12 months each);
- The aggregate size of the proposed Offer and all previous issues made in the same Fiscal Year in terms of Offer size is not expected to exceed five times the pre-Offer net worth of our Company as per the audited balance sheet of the preceding Fiscal Year; and
- Our Company has not changed its name in the last one year.

Our Company's net tangible assets, pre-tax operating profit and net worth derived from the Restated Financial Information included in this Draft Red Herring Prospectus as at and for the last five Fiscal Years are set forth below:

(₹ in million)

Particulars	**Fiscal Year**				
	2017	**2016**	**2015**	**2014**	**2013**
Net tangible assets, as restated*	12,297.03	10,117.86	9,099.69	8,106.38	7,246.45
Monetary assets, as restated **	1,738.57	1,013.02	785.88	644.13	545.78
Monetary assets as a % of net tangible assets	14.14%	10.01%	8.64%	7.95%	7.53%
Pre-tax operating profit, as restated***	1,400.53	1,011.26	1,137.64	964.40	(133.91)
Net worth, as restated****	12,476.81	10,289.53	9,281.00	8,224.13	7,318.91

* *Restated net tangible assets are defined as the sum of total assets excluding intangible assets as defined in Accounting Standard 26 issued by the Institute of Chartered Accountants of India, deferred tax asset and intangible assets under development, deducted by total non-current liabilities and current liabilities excluding deferred tax liabilities and short-term borrowings, each on a restated basis.*

** *Monetary assets comprise of cash on hand, cheques in hand, balance with banks (including the deposits under lien with bank and interest accrued thereon) and other assets to be received in fixed or determinable amounts of money.*

*** *Restated pre-tax operating profit has been calculated as restated net profit before tax excluding other income and finance costs, each on a restated basis.*

**** *Restated net worth has been defined as the aggregate of share capital and reserves and surplus, each on a restated basis.*

The average pre-tax operating profit calculated on a restated basis, during the three most profitable years being Fiscal Years 2017, 2016 and 2015 out of the immediately preceding five years is ₹ 1,183.14 million.

Further, our Company and the Selling Shareholder shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000 in compliance with Regulation 26(4) of the SEBI ICDR Regulations failing which the entire application money shall be refunded/ unblocked in the respective ASBA Accounts of the ASBA Bidders, as applicable. In case of delay, if any, in refund/ unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws. The Selling Shareholder shall provide all required information, support and cooperation to our Company in this respect.

Our Company is in compliance with the following conditions specified under Regulations 4(2) and 4(5)(a) of the SEBI ICDR Regulations:

(i) Our Company and our Promoter (including the persons in control of our Company), who is also the Selling Shareholder, the members of our Promoter Group, and our Directors are not debarred from accessing the capital markets;

(ii) The companies with which our Promoter (including the persons in control of our Company), and our Directors are or were involved as promoter, or director or as persons in control are not debarred from accessing capital markets under any order or direction passed by SEBI;

(iii) Our Company has applied to the BSE and the NSE for obtaining their in-principle approvals for listing of the Equity Shares under this Offer and has received the in-principle approvals from the BSE and the NSE pursuant to their letters dated [●] and [●], respectively. For the purposes of this Offer, pursuant to a resolution of our Board/ IPO Committee dated [●], the [●] shall be the Designated Stock Exchange;

(iv) Our Company along with the Registrar to the Offer has entered into tripartite agreements dated March 19, 2001 and September 8, 2017 with the NSDL and CDSL, respectively, for dematerialisation of the Equity Shares;

(v) The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus; and

(vi) None of our Company, our Promoter and Directors is a Wilful Defaulter (as defined in the SEBI ICDR Regulations).

Further, the entire requirement of funds towards objects of the Fresh Issue, other than working capital requirements, will be met from the Net Proceeds. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue.

Prohibition with respect to Wilful Defaulter

None of our Company, the Selling Shareholder, our Promoter, our Directors, and Group Companies has been identified as a Wilful Defaulter (as defined under the SEBI ICDR Regulations).

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE GCBRLMs AND BRLMS, BEING MOTILAL OSWAL INVESTMENT ADVISORS LIMITED, CREDIT SUISSE SECURITIES (INDIA) PRIVATE LIMITED, EDELWEISS FINANCIAL SERVICES LIMITED, HAITONG SECURITIES INDIA PRIVATE LIMITED, IDBI CAPITAL MARKETS & SECURITIES LIMITED AND UBS SECURITIES INDIA PRIVATE LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY AND THE SELLING SHAREHOLDER ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE GCBRLMs AND BRLMS, BEING MOTILAL OSWAL INVESTMENT ADVISORS LIMITED, CREDIT SUISSE SECURITIES (INDIA) PRIVATE LIMITED, EDELWEISS FINANCIAL SERVICES LIMITED, HAITONG SECURITIES INDIA PRIVATE LIMITED, IDBI CAPITAL MARKETS & SECURITIES LIMITED AND UBS SECURITIES INDIA PRIVATE LIMITED ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHARHEOLDER DISCHARGE THEIR RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE GCBRLMs AND BRLMS, BEING MOTILAL OSWAL INVESTMENT ADVISORS LIMITED, CREDIT SUISSE SECURITIES (INDIA) PRIVATE LIMITED, EDELWEISS FINANCIAL SERVICES LIMITED, HAITONG SECURITIES INDIA PRIVATE LIMITED, IDBI CAPITAL MARKETS & SECURITIES LIMITED AND UBS SECURITIES INDIA PRIVATE LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED OCTOBER 9, 2017, WHICH READS AS FOLLOWS:

WE, THE GCBRLMs AND BRLMs TO THE ABOVE MENTIONED FORTHCOMING OFFER, STATE AND CONFIRM AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL DOCUMENTS IN CONNECTION WITH THE FINALIZATION OF THE DRAFT RED HERRING PROSPECTUS DATED OCTOBER 9, 2017 ("DRHP") PERTAINING TO THE SAID OFFER;**

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE OFFER, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY AND THE SELLING SHAREHOLDER, WE CONFIRM THAT:**
   - **(a) THE DRHP FILED WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE OFFER;**

   - **(b) ALL THE LEGAL REQUIREMENTS RELATING TO THE OFFER AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**

   - **(c) THE DISCLOSURES MADE IN THE DRHP ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED OFFER AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956 AND THE COMPANIES ACT, 2013, AS APPLICABLE, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED (THE "SEBI REGULATIONS"), AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3. **WE CONFIRM THAT BESIDES OURSELVES ALL THE INTERMEDIARIES NAMED IN THE DRHP ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATIONS ARE VALID – <u>COMPLIED WITH AND NOTED FOR COMPLIANCE</u>.**

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS – <u>NOTED FOR COMPLIANCE</u>.**

5. **WE CERTIFY THAT WRITTEN CONSENT FROM THE PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN, SHALL NOT BE DISPOSED/SOLD/TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRHP WITH SEBI TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRHP – <u>COMPLIED WITH AND NOTED FOR COMPLIANCE</u>.**

6. **WE CERTIFY THAT REGULATION 33 OF THE SEBI REGULATIONS, WHICH RELATES TO EQUITY SHARES INELIGIBLE FOR COMPUTATION OF PROMOTER'S CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRHP – <u>COMPLIED WITH AND NOTED FOR COMPLIANCE</u>**

7. **WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SEBI REGULATIONS SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE OFFER. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC OFFER – <u>NOT APPLICABLE</u>.**

8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT OFFER FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION – <u>COMPLIED WITH</u>.**

9. **WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE OFFER ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 73 OF THE COMPANIES ACT, 1956 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT TO BE ENTERED INTO BETWEEN THE BANKERS TO THE OFFER, THE COMPANY AND THE SELLING SHAREHOLDER SPECIFICALLY CONTAINS THIS CONDITION – <u>NOTED FOR COMPLIANCE. ALL MONIES RECEIVED FROM THE OFFER SHALL BE CREDITED/TRANSFERRED TO A SEPARATE BANK ACCOUNT AS REFERRED TO IN SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013.</u>**

10. **WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRHP THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE – <u>NOT APPLICABLE. IN ACCORDANCE WITH SECTION 29 OF THE COMPANIES ACT, 2013, EQUITY SHARES IN THE OFFER WILL BE ISSUED IN DEMATERIALISED FORM ONLY</u>.**

11. **WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SEBI REGULATIONS HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.**

12. **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRHP: <u>COMPLIED WITH</u>**

(a) **AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY; AND**

(b) **AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY SEBI FROM TIME TO TIME.**

13. **WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SEBI REGULATIONS WHILE MAKING THE OFFER – <u>NOTED FOR COMPLIANCE.</u>**

14. **WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN**

EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTER'S EXPERIENCE, ETC.

15. **WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SEBI REGULATIONS CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRHP WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY**

16. **WE ENCLOSE A STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY THE GCBRLMs AND BRLMS (WHO ARE RESPONSIBLE FOR PRICING THE OFFER)', AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR – COMPLIED WITH.**

17. **WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS - COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD 18 IN THE FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE DRAFT RED HERRING PROSPECTUS, AS CERTIFIED BY UTTAM ABUWALA & CO., CHARTERED ACCOUNTANTS, PURSUANT TO ITS CERTIFICATE DATED OCTOBER 9, 2017.**

18. **WE CERTIFY THAT THE ENTITY IS ELIGIBLE UNDER 106Y(1)(A) OR (B) (AS THE CASE MAY BE) TO LIST ON THE INSTITUTIONAL TRADING PLATFORM, UNDER CHAPTER XC OF THE SEBI REGULATIONS (IF APPLICABLE) – NOT APPLICABLE.**

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE ANY PERSON WHO HAS AUTHORISED THE ISSUE OF THIS DRAFT RED HERRING PROSPECTUS FROM ANY LIABILITIES UNDER SECTION 34 OR SECTION 36 OF COMPANIES ACT, 2013, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVE THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE GCBRLMs and BRLMs, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Offer will be complied with at the time of registration of the Prospectus with the RoC in terms of Sections 26, 30, 32, 33(1) and 33(2) of the Companies Act, 2013.

Price information of past issues handled by the GCBRLMs and BRLMs

A. Motilal Oswal

1. Price information of past issues handled by Motilal Oswal:

Sr. No.	Issue Name	Issue Size (Rs. million)	Issue Price (Rs.)	Listing Date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Dixon Technologies (India) Limited	5,992.79	1766.00	18-Sep-17	2,725.00	NA	NA	NA
2.	AU Small Finance Bank Limited	19,125.14	358.00	10-July-17	530.00	53.60% [+1.40%]	NA	NA
3.	GTPL Hathway Limited	4,848.00	170.00	4-July-17	170.00	-13.32% [+4.16%]	NA	NA
4.	PSP Projects Limited	2,116.80	210.00	29-May-17	190.00	21.67% [-1.18%]	68.37% [+2.63%]	NA
5.	Avenue Supermarts Limited	18,700.00	299.00	21-Mar-17	600.00	152.94% [+0.16%]	166.35% [+5.88%]	263.80% [+10.57%]
6.	BSE Limited	12,434.32	806.00	3-Feb-17	1,085.00	10.51% [+1.79%]	24.21% [+7.08%]	32.41% [+15.34%]
7.	S.P. Apparels Limited	2,391.20	268.00	12-Aug-16	275.00	27.33% [+2.24%]	17.09% [-0.54%]	51.94% [+1.11%]
8.	Parag Milk Foods Limited	7,505.37	215.00	19-May-16	217.50	17.07% [+4.97%]	48.67% [+11.04%]	38.93% [+6.59%]
9.	Pennar Engineered Building Systems Limited	1,561.87	178.00	10-Sep-15	177.95	-5.93% [+5.16%]	-11.26% [-1.11%]	-16.71% [-3.89%]
10.	Power Mech Projects Limited	2,732.20	640.00	26-Aug-15	600.00	-9.36% [+ 0.98%]	-4.63% [+0.74%]	-10.65% [- 7.15%]

Source: www.nseindia.com
Notes:

i. *The S&P CNX NIFTY is considered as the Benchmark Index.*
ii. *Price on NSE is considered for all of the above calculations.*
iii. *In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered.*
iv. *In Parag Milk Foods Limited, the issue price to retail individual investor and employees was ₹ 203 per equity share after a discount of ₹ 12 per equity share. The Anchor Investor Issue price was ₹ 227 per equity share.*

2. Summary statement of price information of past issues handled by Motilal Oswal:

Financial Year	Total no. of IPOs	Total funds raised (Rs. million)	Nos. of IPOs trading at discount as on 30th calendar day from listing date			Nos. of IPOs trading at premium as on 30th calendar day from listing date			Nos. of IPOs trading at discount as on 180th calendar day from listing date			Nos. of IPOs trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2017 – date*	4	32,082.73	NA	NA	1	1	NA	1	NA	NA	NA	NA	NA	NA
2016-2017	4	41,000.89	NA	NA	NA	1	1	2	NA	NA	NA	2	2	NA
2015-2016	2	4,294.07	NA	NA	2	NA	NA	NA	NA	NA	2	NA	NA	NA

Source: www.nseindia.com
** The information is as on the date of the document*
The information for each of the financial years is based on issues listed during such financial year.

B. Credit Suisse

1. Price information of past issues handled by Credit Suisse:

Sr. No.	Issue name	Issue size (in ₹ million)	Issue price (in ₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Syngene International Limited	5,500.00	250.00	August 11, 2015	295.00	36.00%, [-7.61%]	44.90%, [-6.47%]	57.20%, [-12.70%]
2	TeamLease Services Limited	4,236.77	850.00	February 12, 2016	860.00	15.34%, [7.99%]	5.38%, [12.43%]	35.35%, [24.31%]
3	S Chand and Company Limited	7,285.57	670.00	May 09, 2017	700.00	-18.10%, [3.72%]	-26.91%, [7.95%]	NA
4	IRB InvIT Fund	50,328.84	102.00	May 18, 2017	102.00	-2.61%, [1.68%]	-5.49%, [4.96%]	NA
5	Eris Lifesciences Limited	17,411.63	603.00	June 29, 2017	611.00	1.12%, [5.37%]	-5.45%, [3.87%]	NA

Source: www.nseindia.com for the price information and prospectus for issue details
Notes:
a) 30th , 90th , 180th calendar days from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th , 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the next trading date
b)Price information and benchmark index values have been shown only for the designated stock exchange in the above table
c) NSE is the designated stock exchange for the issue listed in the above table. NIFTY has been used as the benchmark index
d) Since the listing date of S Chand and Company Limited. was May 9, 2017, information relating to closing prices and benchmark index as on 180th calendar day from listing date is not available
e) Since the listing date of IRB InvIT Fund Limited. was May18, 2017, information relating to closing prices and benchmark index as on 180th calendar day from listing date is not available
f) Since the listing date of Eris Lifesciences Limited was June 29, 2017, information relating to closing prices and benchmark index as on 90th/180th calendar day from listing date is not available

2. Summary statement of price information of past issues handled by Credit Suisse:

Financial Year	Total no. of IPOs	Total funds Raised (in ₹ million)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2015-2016	2	9,736.80	-	-	-	-	1	1	-	-	-	1	1	-
2016-2017	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2017-2018	3	75,026.04	-	-	2	-	-	1	-	-	-	-	-	-

a) *Since the listing date of S Chand and Company Limited. was May09, 2017, information relating to closing prices and benchmark index as on 180th calendar day from listing date is not available*
b) Since the listing date of IRB InvIT Fund Limited. was May18, 2017, information relating to closing prices and benchmark index as on 180th calendar day from listing date is not available
c) Since the listing date of Eris Lifesciences Limited. was June29, 2017, information relating to closing prices and benchmark index as on 180th calendar day from listing date is not available

C. Edelweiss

1. Price information of past issues handled by Edelweiss:

S. No.	Issue Name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening Price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Prataap Snacks Limited	4,815.98	938.00^	October 5, 2017	1,270.00	Not applicable	Not applicable	Not applicable
2	ICICI Lombard General Insurance Company Limited	57,009.39	661.00	September 27, 2017	651.10	Not applicable	Not applicable	Not applicable
3	Cochin Shipyard Limited	14,429.30	432.00^	August 11, 2017	440.15	30.14% [3.04%]	Not applicable	Not applicable
4	Central Depository Services (India) Limited	5,239.91	149.00	June 30, 2017	250.00	127.92%; [5.84%]	128.86% [2.26%]	Not applicable
5	Tejas Networks Limited	7,766.88	257.00	June 27, 2017	257.00	28.04%; [5.35%]	17.82% [3.80%]	Not applicable
6	Avenue Supermarts Limited	18,700.00	299.00	March 21, 2017	600.00	145.08%; [-0.20%]	166.35% [5.88%]	264.38% [11.31%]
7	BSE Limited	12,434.32	806.00	February 3, 2017	1,085.00	17.52%; [2.55%]	24.41%; [6.53%]	34.43% [15.72%]
8	Sheela Foam Limited	5,100.00	730.00	December 9,	860.00	30.23%; [-0.31%]	48.39% [8.02%]	86.65% [16.65%]

S. No.	Issue Name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening Price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
				2016				
9	ICICI Prudential Life Insurance Company Limited	60,567.91	334.00	September 29, 2016	330.00	-7.60%; [0.54%]	-11.54%;[-6.50%]	12.31%; [5.28%]
10	Thyrocare Technologies Limited	4,792.14	446.00	May 9, 2016	665.00	36.85%; [5.09%]	22.57%;[10.75%]	39.09%;[7.22%]

Source: www.nseindia.com

^Prataap Snacks Limited - Employee Discount of ₹ 90 per Equity Share to the Issue Price was offered to the Eligible Employees Bidding in the Employee Reservation Portion. All calculations are based on the issue price of Rs. 938 per equity share

^ Cochin Shipyard Limited - Discount of Rs.21 per equity share was offered to retail bidders & eligible employees. All calculations are based on the offer price of Rs. 432 per equity share

Notes

1. *Based on date of listing.*
2. *% of change in closing price on 30th / 90th / 180th calendar day from listing day is calculated vs Issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30th/ 90th / 180th calendar day from listing day.*
3. *Wherever 30th/ 90th / 180th calendar day from listing day is a holiday, the closing data of the next trading day has been considered.*
4. *The Nifty 50 index is considered as the Benchmark Index*
5. *Not Applicable. – Period not completed*
6. *Disclosure in Table-1 restricted to 10 issues.*

2. Summary statement of price information of past issues handled by Edelweiss :

Fiscal Year	Total no. of IPOs	Total amount of funds raised (₹ Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2017-18*	5	89,261.47	-	-	-	1	2	-	-	-	-	-	-	-
2016 - 17	6	123,361.22	-	-	1	1	3	1	-	-	-	3	2	1
2015 - 16	7	56,157.83	-	-	3	-	2	2	-	-	4	-	1	2

**The information is as on the date of the document*

1. *Based on date of listing.*

2. *Wherever 30th and 180th calendar day from listing day is a holiday, the closing data of the next trading day has been considered.*
3. *The Nifty 50 index is considered as the Benchmark Index.*

For the financial year 2017-18 – 5 issues have been completed. However, 3 issues have completed 30 days and only 2 issues have completed 90 days yet.
For the financial year 2016-17 – total 6 issues were completed.
For the financial year 2015-16 total 7 issues were completed. However, disclosure under Table-1 is restricted to latest 10 issues.

D. UBS

1. Price information of past issues handled by UBS:

Sr. No.	Issue name	Issue size (in Rs. million)	Issue price (Rs.)	Listing date	Opening price on listing date (in Rs.)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/ % change in closing benchmark]- 180th calendar days from listing
1.	InterGlobe Aviation Limited	30,085.00	765	November 10, 2015	855.8	+32.4% [(-)3.8%]	+7.8% [(-)6.7%]	+40.8% [(-)0.6%]
2.	ICICI Prudential Life Insurance Company Limited	60,567.91	334	September 29, 2016	330.0	(-)7.6% [(-)1.2%]	(-)11.5% [(-)8.1%]	+12.3% [+3.4%]

Source: www.nseindia.com

Notes:
1. *Nifty 50 is considered as the benchmark index.*
2. *90th day for InterGlobe Aviation Limited is not a trading day, closing price of 91st day considered for calculations.*
3. *180th day for InterGlobe Aviation and ICICI Prudential Life Insurance Company Limited is not a trading day, closing price of 182nd day considered for calculations.*

2. Summary statement of price information of past issues handled by UBS:

Fiscal	Total no. of IPOs	Total amount of funds raised (₹ in millions)	No. of IPOs trading at discount as on 30th calendar day from listing date			No. of IPOs trading at premium as on 30th calendar day from listing date			No. of IPOs trading at discount as on 180th calendar day from listing date			No. of IPOs trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2018	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2017	1	60,567.91	-	-	1	-	-	-	-	-	-	-	-	1
2016	1	30,085.00	-	-	-	-	1	-	-	-	-	-	1	-

E. Haitong

3. Price information of past issues handled by Haitong

S. No.	Issue Name	Issue Size (INR million)	Issue price (INR)	Listing Date	Opening Price on Listing Date (INR)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Central Depository Services (India) Limited	5,239.91	149.00	June 30, 2017	250.00	+127.92%/ +5.84%	+128.86%/ +2.26%	Not applicable

Source: www.nseindia.com

Notes

7. *Based on date of listing.*
8. *% of change in closing price on 30th / 90th / 180th calendar day from listing day is calculated vs Issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30th/ 90th / 180th calendar day from listing day.*
9. *Wherever 30th/ 90th / 180th calendar day from listing day is a holiday, the closing data of the next trading day has been considered.*
10. *The Nifty 50 index is considered as the Benchmark Index*
11. *Not Applicable. – Period not completed.*

4. Summary statement of price information of past issues handled by Haitong:

Fiscal Year	Total no. of IPOs	Total amount of funds raised (INR Mn)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2017-18^	1	5,239.91	-	-	-	1	-	-	-	-	-	-	-	-

^The information is as on the date of the document

4. *Based on date of listing.*
5. *Wherever 30th and 180th calendar day from listing day is a holiday, the closing data of the next trading day has been considered.*
6. *The Nifty 50 index is considered as the Benchmark Index.*

For the financial year 2017-18 – 1 issue have been completed.

F. IDBI Capital

1. Price information of past issues handled by IDBI Capital:

Sr. No.	Issue Name	Issue Size (in Rs. Million)	Issue Price (Rs.)	Listing Date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
1.	Security and Intelligence Services (India) Limited	7,795.30	815.00	August 10, 2017	879.00	-3.29% (+1.17%)	Not Applicable	Not Applicable
2.	Central Depository Services (India) Limited	5,239.91	149.00	June 30, 2017	250.00	+127.92% (+5.84%)	+128.86% (+2.26%)	Not Applicable
3.	Housing and Urban Development Corporation Limited	12,095.70	60.00	May 19, 2017	73.00	+13.17% (+2.44%)	+34.67% (+4.98%)	Not Applicable
4.	MEP Infrastructure Developers Limited	3,240.00	63.00	May 06, 2015	65.00	-15.71% (+0.42%)	-8.57% (+5.51%)	-13.49% (-0.57%)

Notes:

a. Source: www.nseindia.com for the price information

b. Wherever 30th/ 90th/ 180th calendar day from listing day is a holiday, the closing data of the next trading day has been considered.

c. The Nifty 50 index is considered as the benchmark index.

2. Summary statement of price information of past issues handled by IDBI Capital:

Fiscal Year	Total no. of IPOs	Total amount of funds raised (Rs. Million.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2017 - date of this date of DRHP*	3	25,130.91	-	-	1	1	-	1	-	-	-	-	-	-
2016-17	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2015-16	1	3,240.00	-	-	1	-	-	-	-	-	1	-	-	-

** The information is as on the date of the document*

The information for each of the financial years is based on issues listed during such financial year.

Track record of past issues handled by the GCBRLMs and BRLMs

For details regarding the track record of the GCBRLMs and BRLMs, as specified in circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the websites of the GCBRLMs and BRLMs, as set forth in the table below:

Sr. No	Name of the GCBRLM/BRLM	Website
1.	Motilal Oswal	www.motilaloswalgroup.com
2.	Credit Suisse	https://www.credit-suisse.com/in/en/investment-banking/regional-presence/asia-pacific/india/ipo.html
3.	UBS	www.ubs.com/indianoffers
4.	Edelweiss	www.edelweissfin.com
5.	Haitong	http://www.htisec.com/en-us/haitong-india
6.	IDBI Capital	http://www.idbicapital.com

Disclaimer from our Company, the Selling Shareholder, our Directors and the GCBRLMs and BRLMs

Our Company, the Selling Shareholder, our Directors, the GCBRLMs and BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance. Anyone placing reliance on any other source of information, including our Company's website www.reliancegeneral.co.in or the respective websites of any of our Promoter, Promoter Group, Group Companies or of any affiliate of our Company and the Selling Shareholder, would be doing so at his or her or their own risk. Unless required by law, the Selling Shareholder, and where applicable, its respective directors, affiliates, associates and officers accept no responsibility for any statements and undertakings, except such statements and undertakings made or confirmed by them in this Draft Red Herring Prospectus specifically in relation to itself, and the Offered Shares, are true and correct.

Caution

The GCBRLMs and BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance, and, save to the limited extent as provided in the Offer Agreement entered into between our Company, the Selling Shareholder, the GCBRLMs and BRLMs and the Underwriting Agreement to be entered into among the Underwriters, the Selling Shareholder and our Company.

All information shall be made available by our Company, the Selling Shareholder and the GCBRLMs and BRLMs to the public and investors at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

None among our Company, the Selling Shareholder or any of the Syndicate shall be liable for any failure in uploading the Bids due to faults in any software/ hardware system or otherwise.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholder, Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and that they shall not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholder, the Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

Each of the GCBRLMs and BRLMs and their respective associates and affiliates, in its capacity as principal or agent, is and may in the future be involved in a wide range of commercial banking and investment banking activities globally (including investment advisory, asset management, research, securities issuance, trading (customer and proprietary) and brokerage). Certain of the GCBRLMs and BRLMs and/or their respective associates and affiliates has engaged, and may in the future engage, in transactions with, and has performed, and may in the future perform, services for, our Company, the Selling Shareholder and their respective group companies, affiliates or associates or any third parties in the ordinary course of their commercial banking and investment banking activities, for which they have received, and may in the future receive, compensation. In addition, in the ordinary course of their commercial banking and investment banking activities, the GCBRLMs and BRLMs, and their respective associates and affiliates may at any time hold long or short positions, enter into asset swaps, credit derivatives or other derivative transactions relating to the Equity Shares, and may trade or otherwise effect transactions, for their own account or the accounts of their customers, in debt or equity securities (or related derivative instruments) or senior loans of our Company, the Selling Shareholder and/or any of their respective group companies, affiliates or associates or any third parties. As used herein, the term 'affiliate' means any person or entity that controls or is controlled by or is under common control with another person or entity.

Disclaimer in respect of Jurisdiction

This Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, as amended, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from RBI), NBFCs or trusts under applicable trust law and who are authorised under their respective constitutions to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, NBFC-SIs and permitted Non-Residents including FPIs and Eligible NRIs, AIFs, FVCIs, and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) at Mumbai, India only.

This Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any offer or sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company and the Selling Shareholder from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act, 1933 ("U.S. Securities Act") or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act), pursuant to the private placement exemption set out in Section 4(a) of the U.S. Securities Act.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to its filing with the RoC.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to its filing with the RoC.

Disclaimer Clause of IRDAI

The IRDAI does not undertake any responsibility for the financial soundness of our company or for the correctness of any of the statements made or opinions expressed in this connection.

Any approval by IRDAI under the IRDAI Capital Regulations shall not in any manner be deemed to be or serve as a validation of the representation by our Company in this Draft Red Herring Prospectus.

Filing

A copy of this Draft Red Herring Prospectus has been filed with SEBI at the Securities and Exchange Board of India, Plot No. C4-A, "G" Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, India.

A copy of the Red Herring Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 will be delivered for registration to the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 will be delivered for registration to the RoC at Registrar of Companies, Mumbai at 100, Everest, Marine Drive, Mumbai 400 002, Maharashtra, India.

Listing

The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on the BSE and the NSE. Applications will be made to the Stock Exchanges for permission to deal in and for an official quotation of the Equity Shares to be issued and sold in the Offer. The [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permissions to deal in, and for an official quotation of, the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company and the Selling Shareholder will forthwith repay, all monies received from the applicants in pursuance of the Red Herring Prospectus, in accordance with applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges are taken within six Working Days from the Bid/ Offer Closing Date or within such other period as may be prescribed.

If our Company does not Allot the Equity Shares within six Working Days from the Bid/ Offer Closing Date or within such timeline as prescribed by SEBI, all amounts received in the Public Offer Accounts will be transferred to the Refund Account and it shall be utilised to repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period.

The Selling Shareholder confirms that it shall extend complete co-operation required by our Company and the GCBRLMs and BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid/Offer Closing Date.

Consents

Consents in writing of (a) the Selling Shareholder, our Directors, our Company Secretary and Compliance Officer for the Offer, our Chief Financial Officer, the GCBRLMs and BRLMs, legal counsel, bankers to our Company, ICRA, our Joint Statutory Auditors and the Registrar to the Offer, in their respective capacities have been obtained; and consents in writing of (b) the Syndicate Members, the Escrow Collection Bank(s) and Refund Bank(s) to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under Sections 26 and 32 of the Companies Act, 2013. Further, consents received prior to filing of this Draft Red Herring Prospectus have not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus with SEBI.

Expert to the Offer

Except as stated herein, our Company has not obtained any expert opinions.

Our Company has received written consent from the Joint Statutory Auditors, namely, Price Waterhouse Chartered Accountants LLP, Chartered Accountants and Pathak H.D. & Associates, Chartered Accountants to include their names as experts under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus in relation to the reports of the Joint Statutory Auditors dated October 6, 2017, on the Restated Financial Information of our Company, included in this Draft Red Herring Prospectus and such consent has not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus. A written consent under the provisions of the Companies Act, 2013 is different from a consent filed with the U.S. Securities and Exchange Commission under Section 7 of the Securities Act which is applicable only to transactions involving securities registered under the Securities Act. As the Equity Shares are proposed to be offered as a part of an initial public offering in India and the Equity Shares have not been and will not be registered under the Securities Act, the Joint Statutory Auditors have not given consent under Section 7 of the Securities Act. In this regard, the Joint Statutory Auditors have given consent to be referred to as experts in this Draft Red Herring Prospectus in accordance with the requirements of the Companies Act, 2013. The term experts as used in this Draft Red Herring Prospectus is different from those defined under the Securities Act which is applicable only to transactions involving securities registered under the Securities Act. The reference to the Joint Statutory Auditors as experts in this Draft Red Herring Prospectus is not made in the context of the Securities Act but solely in the context of this initial public offering in India.

Our Company has received consent of Pathak H.D. & Associates, Chartered Accountants in relation to their report on statement of possible tax benefits dated October 6, 2017 available for our Company and its shareholders.

Such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus.

Offer related expenses

The expenses of the Offer include, among others, underwriting and management fees, selling commissions, printing and distribution expenses, legal fees, statutory advertisement expenses, registrar and depository fees and listing fees. For details of the Offer related expenses, see "*Objects of the Offer*" on page 96.

Subject to applicable law, our Company and the Selling Shareholder shall bear the Offer-related costs and expenses in such manner as may be mutually agreed among them.

Fees Payable to the Syndicate

The total fees payable to the Syndicate (including underwriting commission and selling commission and reimbursement of their out-of-pocket expenses) will be as per the Syndicate Agreement, a copy of which will be available for inspection at our Registered Office from 10.00 am to 4.00 pm on Working Days from the date of the Red Herring Prospectus until the Bid/Offer Closing Date. For details of the Offer expenses, see "*Objects of the Offer*" on page 96.

Fees Payable to the Registrar to the Offer

The fees payable to the Registrar to the Offer for processing of application, data entry, printing of Allotment Advice/ CAN, refund orders, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Registrar Agreement, a copy of which will be available for inspection at our Registered Office from 10.00 am to 4.00 pm on Working Days from the date of the Red Herring Prospectus until the Bid/Offer Closing Date.

The Registrar to the Offer shall be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided to the Registrar to the Offer to enable it to send refund orders or Allotment advice by registered post/speed post/ordinary post.

Commission payable to SCSBs, Registered Brokers, RTAs and CDPs

For details of the commission payable to SCSBs, Registered Brokers, RTAs and CDPs, see "*Objects of the Offer*" on page 96.

Public or rights issues by our Company during the last five years

Our Company has not made any public issue during the five years immediately preceding the date of this Draft Red Herring Prospectus. Further, during the five years immediately preceding the date of this Draft Red Herring Prospectus, our Company has made an allotment of 3,000,000 though a right issue, on July 18, 2016. For further details in relation to this allotment, see "*Capital Structure*" on page 83.

Previous issues of securities otherwise than for cash or bonus

Except as disclosed in the "*Capital Structure*" on page 83, our Company has not issued any specified securities for consideration otherwise than for cash or bonus.

Commission and brokerage paid on previous issues

Since this is an initial public offer of Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since our Company's incorporation.

Capital issue during the previous three years by listed Group Companies, subsidiaries and associates of our Company

Our Company does not have any subsidiaries or associates. Two of our Group Companies, namely Reliance Capital and Reliance Home Finance Limited are listed on the Stock Exchanges, though they have not made any public, rights or composite issue (each as defined under the SEBI ICDR Regulations) during the three years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Last three issues of our Company

Our Company has not undertaken any public issue since its incorporation, and except as disclosed in the "*Capital Structure*" on page 83, our Company has not undertaken any rights issue during the last 10 years preceding the date of this Draft Red Herring Prospectus.

All the objects mentioned in the offer documents of the rights issues by our Company during the period of 10 years immediately preceding the date of filing of this Draft Red Herring Prospectus with SEBI have been met.

Performance vis-à-vis objects – Last issue of Group Companies, Subsidiaries or Associates

Our Company does not have any subsidiaries or associates. Further, none of our Group Companies have undertaken any public or rights issue (as defined under the SEBI ICDR Regulations) in the 10 years preceding the date of this

Draft Red Herring Prospectus. Accordingly, the requirement to disclose performance vis-à-vis objects in respect of earlier offerings does not apply to our Group Companies.

Outstanding debentures, bonds, or other instruments

Other than outstanding stock options granted to our employees pursuant to RGICL ESOP 2017 as disclosed in the "*Capital Structure*" on page 91 and the outstanding NCDs as disclosed in the section "*Financial Indebtedness*" on page 370, our Company does not have any outstanding debentures, bonds, or other instruments as on the date of this Draft Red Herring Prospectus.

Outstanding Preference Shares

Our Company does not have any outstanding Preference Shares as on date of this Draft Red Herring Prospectus.

Partly Paid-up Shares

Our Company does not have any partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.

Stock Market Data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of at least three years from the date of commencement of trading of the Equity Shares on the Stock Exchanges, to enable the Bidders to approach the Registrar to the Offer for redressal of their grievances.

Bidders may contact the GCBRLMs and BRLMs for any complaints pertaining to the Offer. All grievances relating to the ASBA process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, ASBA Form number, Bidder DP ID, Client ID, PAN, date of the ASBA Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Bidder and the ASBA Account number in which the amount equivalent to the Bid Amount is blocked. Further, the Bidder shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

Our Company has not received investor complaints during the period of three years preceding the date of the Draft Red Herring Prospectus.

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

Our Company, the GCBRLMs and BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of the Designated Intermediaries including any defaults in complying with its obligations under the SEBI ICDR Regulations.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the SCSB in case of ASBA Bidders, for the redressal of routine investor grievances shall be 15 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has constituted a Stakeholders' Relationship Committee comprising Haris Ansari, Chhaya Virani, Lav Ramji Chaturvedi and Rakesh Jain as members. For details, see "*Our Management*" on page 183.

Our Company has appointed Mohan Khandekar as our Company Secretary and Compliance Officer for the Offer who may be contacted in case of any pre-Offer or post-Offer related grievances. His contact details are as follows:

Reliance Centre, South Wing, 4th Floor
Off. Western Express Highway, Santacruz (East)
Mumbai 400 055, Maharashtra, India
Tel: +91 22 3303 1000
Fax: +91 22 3303 4662
E-mail: rgicl.compsec@relianceada.com

The Selling Shareholder has authorised the Company Secretary and Compliance Officer of the Offer, and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

Investor grievance mechanism and investor complaints for the group listed companies (whose equity shares are listed on stock exchanges) and listed companies under the same management

Reliance Capital (our Promoter) and Reliance Home Finance Limited have arrangements and mechanisms in place for redressal of investor grievances. The board of directors of these companies have constituted their respective stakeholders' relationship committee in accordance with the SEBI Listing Regulations to look into the redressal of shareholder/investor complaints.

Reliance Capital received 136 investor complaints during the period of three years preceding the date of the Draft Red Herring Prospectus and these investor complaints were disposed of in that period. As on date of the Draft Red Herring Prospectus, no investor complaints are pending against Reliance Capital. Reliance Capital normally takes three days to dispose of investor grievances.

Reliance Home Finance Limited received 23 investor complaints during the period of three years preceding the date of the Draft Red Herring Prospectus and these investor complaints were disposed of in that period. As on date of the Draft Red Herring Prospectus, no investor complaints are pending against Reliance Home Finance Limited. Reliance Home Finance Limited normally takes two days to dispose of investor grievances.

Changes in Statutory Auditors

For the Fiscal Year 2018, M/s. Pathak H.D. & Associates, Chartered Accountants and M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants are our Statutory Auditors. Details of the statutory auditors of our Company during the last three years immediately preceding the date of this Draft Red Herring Prospectus are as follows:

Fiscal Year		
2015	**2016**	**2017**
M/s. Singhi & Co. Chartered Accountants	M/s. Singhi & Co. Chartered Accountant	M/s. Singhi & Co. Chartered Accountant (Quarter 1)
M/s. Pathak H.D. & Associates, Chartered Accountants	M/s. Pathak H.D. & Associates Chartered Accountants	M/s. Haribhakti & Co. LLP Chartered Accountant
-	-	M/s. Pathak H.D. & Associates Chartered Accountants

Capitalisation of Reserves or Profits

Our Company has not capitalised its reserves or profits at any time during the last five years preceding the date of this Draft Red Herring Prospectus.

Revaluation of Assets

Our Company has not revalued its assets at any time during the five years preceding the date of this Draft Red Herring Prospectus.

SECTION VII – OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered issued, and transferred pursuant to this Offer are subject to the provisions of the Companies Act, the SCRA, SCRR, SEBI ICDR Regulations, the SEBI Listing Regulations, the Insurance Act, our Memorandum and Articles of Association, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, CAN, the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents or certificates that may be executed in respect of this Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the offer of capital and listing and trading of securities offered from time to time by the SEBI, the GoI, the Stock Exchanges, the RoC, the RBI, and/or other authorities, as in force on the date of this Offer and to the extent applicable or such other conditions as may be prescribed by such governmental, regulatory or statutory authority while granting its approval for the Offer.

The Offer

The Offer consists of a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholder. The Offer-related expenses shall be shared between our Company and the Selling Shareholder in proportion of the size of the Fresh Issue and the Offer for Sale respectively. All Offer-related expenses shall initially be borne by the Selling Shareholder. Upon successful completion of the Offer, our Company shall reimburse the Selling Shareholder its proportionate share of the Offer-related expenses.

Ranking of the Equity Shares

The Equity Shares being issued, offered and transferred in the Offer shall be subject to the provisions of the Companies Act, 2013, Companies Act, 1956 (to the extent applicable), the Insurance Act, our Memorandum and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares including rights in respect of dividend and other corporate benefits if any, declared by our Company after the date of Allotment. For further details, see "*Main Provisions of the Articles of Association*" on page 482.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to shareholders of our Company as per the provisions of the Companies Act, 2013, our Memorandum and Articles, the SEBI Listing Regulations and other applicable law. All dividends, if any, declared by our Company after the date of Allotment, will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable law. For further details in relation to dividends, see *"Dividend Policy"* and *"Main Provisions of the Articles of Association"* on pages 219 and 482, respectively.

Face Value and Offer Price

The face value of the Equity Shares is ₹ 10. The Floor Price of Equity Shares is ₹ [●] per Equity Share and the Cap Price is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share. The Price Band and minimum Bid Lot for the Offer will be decided by our Company and the Selling Shareholder, in consultation with the GCBRLMs and BRLMs, and advertised in all editions of the English national daily newspaper [●], all editions of the Hindi national daily newspaper [●], and [●] edition of the Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra wherein our Registered Office is located), each with wide circulation, respectively, at least five Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available at the websites of the Stock Exchanges. The Offer Price shall be determined by our Company and the Selling Shareholder in consultation with the GCBRLMs and BRLMs, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time there shall be only one denomination for the Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the provisions of our Articles, the equity shareholders of our Company shall have the following rights:

- The right to receive dividend, if declared;
- The right to attend general meetings and exercise voting powers, unless prohibited by law;
- The right to vote on a poll either in person or by proxy or 'e-voting';
- The right to receive offers for rights shares and be allotted bonus shares, if announced;
- The right to receive any surplus on liquidation subject to any statutory and other preferential claims being satisfied;
- The right to freely transfer their Equity Shares, subject to foreign exchange regulations and other applicable laws; and
- Such other rights, as may be available to a shareholder of a listed public company under applicable law, including the Companies Act, 2013, the terms of the SEBI Listing Regulations, and our Memorandum and Articles.

For a detailed description of the main provisions of our Articles relating to voting rights, dividend, forfeiture and lien, transfer and transmission, and/ or consolidation/ splitting, see "*Main Provisions of the Articles of Association*" on page 482.

Option to receive Equity Shares in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares shall be Allotted only in dematerialised form. Hence, the Equity Shares offered through the Red Herring Prospectus can be applied for in the dematerialised form only.

Market Lot and Trading Lot

Further, the trading of our Equity Shares on the Stock Exchanges shall only be in dematerialised form, consequent to which, the tradable lot is one Equity Share. Allotment of Equity Shares will be only in electronic form in multiples of [●] Equity Shares, subject to a minimum Allotment of [●] Equity Shares. See *"Offer Procedure – Part B – General Information Document for Investing in Public Issues - Allotment Procedure and Basis of Allotment"* on page 470.

Joint Holders

Subject to provisions contained in our Articles, where two or more persons are registered as the holders of any Equity Share, they shall be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Jurisdiction

The courts of Mumbai, India will have exclusive jurisdiction in relation to this Offer.

Period of operation of subscription list

See "*Offer Structure – Bid/Offer Programme*" on page 428.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole or first Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of the death of the sole Bidder or in case of joint Bidders, the death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of death of the original holder(s), shall be entitled to the same advantages to which such person would be entitled if such person were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to the Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. A fresh nomination can be made only on the prescribed form, which is available on request at our Registered Office or with the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 as mentioned above, shall, upon the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividend, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment will be made only in dematerialised form, there shall be no requirement for a separate nomination with our Company. Nominations registered with the respective Depository Participant of the applicant will prevail. If investors wish to change their nomination, they are requested to inform their respective Depository Participant.

Minimum Subscription

In the event our Company does not receive (i) a minimum subscription of 90% of the Fresh Issue, and (ii) a subscription in the Offer equivalent to at least 10% post-Offer paid up equity share capital of our Company (the minimum number of securities as specified under Rule 19(2)(b)(iii) of the SCRR), including through devolvement of Underwriters, as applicable, within sixty (60) days from the date of Bid Closing Date, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and other applicable law. The Offer-related expenses shall be shared between our Company and the Selling Shareholder in proportion of the size of the Fresh Issue and the Offer for Sale respectively. All Offer-related expenses shall initially be borne by the Selling Shareholder. Upon successful completion of the Offer, our Company shall reimburse the Selling Shareholder its proportionate share of the Offer-related expenses.

In the event of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b)(iii) of the SCRR, Allotment will be first made towards the Fresh Issue from the valid Bids.

Further, in accordance with Regulation 26(4) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be Allotted will be not less than 1,000.

Arrangements for disposal of odd lots

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

Restriction on transfer and transmission of shares

Except for the lock-in of the pre-Offer Equity Shares, the minimum Promoter's contribution and Allotments made to Anchor Investors pursuant to the Offer, as detailed in "*Capital Structure*" on page 83 and except as provided in our Articles, there are no restrictions on transfers and transmission of Equity Shares or on their consolidation or splitting. See, "*Main Provisions of the Articles of Association*" at page 482.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act, 1933 ("U.S. Securities Act") or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act), pursuant to the private placement exemption set out in Section 4(a) of the U.S. Securities Act.

OFFER STRUCTURE

Initial public offering of up to 67,079,979 Equity Shares for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] million (the "Offer"). The Offer comprises of a Fresh Issue of up to 16,769,995 Equity Shares aggregating up to ₹ [●] million and an Offer for Sale of up to 50,309,984 Equity Shares aggregating up to ₹ [●] million. The Offer comprises of a Net Offer of up to 60,371,982 Equity Shares and Reliance Capital Shareholders' Reservation Portion of up to 6,707,997 Equity Shares. The Offer and the Net Offer shall constitute 25.00% and 22.50%, respectively of the post-offer paid-up equity share capital of our Company.

The Offer is being made through the Book Building Process.

Particulars	QIBs(1)	Non-Institutional Bidders	Retail Individual Bidders	Reliance Capital Shareholders' Reservation Portion
Number of Equity Shares available for Allotment / Allocation (2)	Not more than 30,185,990 Equity Shares.	Not less than 9,055,798 Equity Shares or Offer less allocation to QIB Bidders and Retail Individual Bidders shall be available for allocation.	Not less than 21,130,194 Equity Shares or Offer less allocation to QIB Bidders and Non-Institutional Bidders shall be available for allocation.	Up to 6,707,997 Equity Shares.
Percentage of Offer available for Allotment/allocation	Not more than 50% of the Net Offer shall be available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the 5% reservation in the Net QIB Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund reservation will be available for allocation to QIBs.	Not less than 15% of the Net Offer or the Net Offer less allocation to QIB Bidders and Retail Individual Bidders shall be available for allocation.	Not less than 35% of the Net Offer or the Net Offer less allocation to QIB Bidders and Non-Institutional Bidders shall be available for allocation.	10% of the size of the Offer
Basis of Allotment if respective category is oversubscribed(3)	Proportionate as follows (excluding the Anchor Investor Portion): (a) up to 603,719 Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds; and (b) 12,074,396 Equity Shares shall be Allotted on a	Proportionate.	Allotment to each Retail Individual Bidders shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. For further details, see "*Offer Procedure – Part B – General Information*	Proportionate.

Particulars	QIBs[1]	Non-Institutional Bidders	Retail Individual Bidders	Reliance Capital Shareholders' Reservation Portion
	proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above. Our Company and the Selling Shareholder in consultation with the GCBRLMs and BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price on a discretionary basis, out of which at least one-third will be available for allocation to Mutual Funds only.		*Document for Investing in Public Issues – Allotment Procedure and Basis of Allotment – Allotment to RIIs*" on page 470.	
Minimum Bid	Such number of Equity Shares so that the Bid Amount exceeds ₹ 200,000 and in multiples of [●] Equity Shares thereafter.	Such number of Equity Shares so that the Bid Amount exceeds ₹ 200,000 and in multiples of [●] Equity Shares thereafter.	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.	[●] Equity Shares.
Maximum Bid	Such number of Equity Shares not exceeding the size of the Offer, subject to applicable limits.	Such number of Equity Shares not exceeding the size of the Offer, subject to applicable limits.	Such number of Equity Shares whereby the Bid Amount does not exceed ₹ 200,000.	Such number of Equity Shares not exceeding the size of the Offer, subject to applicable limits.
Mode of Allotment	Compulsorily in dematerialised form.			
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.			
Allotment Lot	A minimum of [●] Equity Shares and thereafter in multiples of [●] Equity Share.			
Trading Lot	One Equity Share.			
Who can Apply[3]	Mutual Funds, Venture Capital Funds, AIFs, FVCIs, FPIs (other than Category III FPIs) public financial institution as defined in Section 2(72) of the Companies Act, 2013, a scheduled commercial bank, multilateral and bilateral development financial institution, state industrial development corporation, insurance company registered with the Insurance Regulatory and Development	Eligible NRIs, Resident Indian individuals, HUFs (in the name of the Karta), companies, corporate bodies, scientific institutions, societies and trusts, Category III FPIs.	Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs.	Individuals and HUFs who are the public equity shareholders of Reliance Capital, (excluding such other persons not eligible under applicable laws, rules, regulations and guidelines) as on the date of the Red Herring Prospectus.

Particulars	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders	Reliance Capital Shareholders' Reservation Portion
	Authority, provident fund with minimum corpus of ₹ 250 million, pension fund with minimum corpus of ₹ 250 million, National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India and NBFC-SI.			
Terms of Payment	The entire Bid Amount shall be payable at the time of submission of Anchor Investor Application Form by Anchor Investors. [(4)] In case of ASBA Bidders, the SCSB shall be authorised to block the Bid Amount mentioned in the ASBA Form at the time of submission of the form.			
Mode of Bidding	Only through the ASBA process (except for Anchor Investors).	Only through the ASBA process.	Only through the ASBA process.	Only through the ASBA process.

[(1)] *Our Company and the Selling Shareholder may, in consultation with the GCBRLMs and BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. For further details, see "Offer Procedure" on page 430.*

[(2)] *Subject to valid Bids being received at or above the Offer Price. The Offer is being made in terms of Rule 19(2)(b)(iii) of the SCRR read with Regulation 41 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process in accordance with Regulation 26(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers. Our Company and the Selling Shareholder may, in consultation with the GCBRLMs and BRLMs allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price, on a discretionary basis, out of which at least one-third will be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Such number of Equity Shares representing 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price.*

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company and the Selling Shareholder, in consultation with the GCBRLMs and BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. In the event of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b)(iii) of the SCRR read with Regulation 41 of the SEBI ICDR Regulations, Allotment will be first made towards the Fresh Issue from the valid Bids. For further details, please see "Terms of the Offer" on page 421.

[(3)] *In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Further, a Bidder Bidding in the Reliance Capital Shareholders' Reservation Portion (subject to the Payment Amount being up to ₹200,000) can also Bid under the Net Offer and such Bids will not be treated as multiple Bids. To clarify, a Reliance Capital Shareholder Bidding in the Reliance Capital Shareholders' Reservation Portion above ₹200,000 cannot Bid in the Net Offer as such Bids will be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.*

[(4)] *Anchor Investors shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid, provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned* *in the CAN. The unsubscribed portion if any, in the Reliance Capital Shareholders' Reservation Portion shall be added to the Net Offer. In case of under-subscription in the Net Offer, spill-over to the extent of under-subscription shall be permitted from the Reliance Capital Shareholders' Reservation Portion.*

Bid/Offer Programme

BID/ OFFER OPENS ON*	**[●]**
BID/ OFFER CLOSES ON**	**[●]**

**Our Company and the Selling Shareholder may, in consultation with the GCBRLMs and BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. Anchor Investors shall Bid on the Anchor Investor Bidding Date.*
***Our Company and the Selling Shareholder may, in consultation with the GCBRLMs and BRLMs, consider closing the Bid/Offer Period for QIBs one day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of refunds (if any, for Anchor Investors) / unblocking of funds from ASBA Account	[●]
Credit of the Equity Shares to depository accounts of Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchanges	[●]

The above timetable is indicative and does not constitute any obligation on our Company, the Selling Shareholder or the GCBRLMs and BRLMs. While our Company and Selling Shareholder shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/ Offer Closing Date or such period as may be prescribed, the timetable may change due to various factors, such as extension of the Bid/ Offer Period by our Company and the Selling Shareholder, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each Selling Shareholder confirms that it shall extend complete co-operation required by our Company and the GCBRLMs and BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid/Offer Closing Date.

Except in relation to the Bids received from the Anchor Investors, Bids and any revision in Bids shall be accepted **only between 10.00 a.m. and 5.00 p.m.** (Indian Standard Time ("**IST**")) during the Bid/Offer Period (except on the Bid/Offer Closing Date) at the Bidding Centres as mentioned on the Bid cum Application Form **except that:**

(i) on the QIB Bid/Offer Closing Date, in case of Bids by QIBs under the Net QIB Portion, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time) and uploaded until 4.00 p.m. (IST);

(ii) on the Bid/Offer Closing Date:

(a) in case of Bids by Non-Institutional Bidders, Reliance Capital Shareholders Bidding in the Reliance Capital Shareholders' Reservation Portion, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded until 4.00 p.m. (IST); and

(b) in case of Bids by Retail Individual Bidders, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded until 5.00 p.m. (IST), which may be extended up to such time as deemed fit by the Stock Exchanges after taking into account the total number of applications received up to the closure of timings and reported by GCBRLMs and BRLMs to the Stock Exchanges.

For the avoidance of doubt, it is clarified that Bids not uploaded on the electronic bidding system or in respect of which full Bid Amount is not blocked by SCSBs will be rejected.

Due to limitation of the time available for uploading the Bids on the Bid/Offer Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and, in any case, no later than 1.00 p.m. (Indian Standard Time) on the Bid/Offer Closing Date. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, as is typically experienced in public offerings in India, it may lead to some Bids not being uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded on the electronic bidding system will not be considered for allocation under this Offer. Bids will only be accepted on Working Days. Investors may please note that as per letter no. List/smd/sm/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the SCSBs in the electronic system to be provided by the Stock Exchanges. Neither our Company, nor the Selling Shareholder, nor any member of the Syndicate is liable for any failure in uploading or downloading the Bids due to faults in any software / hardware system or otherwise.

Our Company and the Selling Shareholder, in consultation with the GCBRLMs and BRLMs, reserve the right to revise the Price Band during the Bid/Offer Period in accordance with the SEBI ICDR Regulations. In such an event, the Cap Price shall not be more than 120% of the Floor Price. Subject to compliance with the immediately preceding sentence, the Floor Price can move up or down to the extent of 20% of the Floor Price, as advertised at least five Working Days before the Bid/Offer Opening Date.

In case of any revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the websites of the GCBRLMs and BRLMs and at the terminals of the Syndicate Member.

In case of discrepancy in the data entered in the electronic book *vis-à-vis* the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

OFFER PROCEDURE

*All Bidders should review the 'General Information Document for Investing in Public Issues' prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI and updated pursuant to among others the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016 notified by SEBI ("**General Information Document**") included below under sub-section titled "– Part B – General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document has been updated to reflect various enactments and regulations as well as amendments to existing regulations, to the extent applicable to the Offer. The General Information Document is also available on the websites of the Stock Exchanges and the GCBRLMs and BRLMs. Please refer to the relevant portions of the General Information Document which are applicable to this Offer.*

Our Company, the Selling Shareholder and the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document or for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.

PART A

Book Building Procedure

The Offer is being made through the Book Building Process in accordance with Regulation 26(1) of the SEBI ICDR Regulations, wherein 50% of the Net Offer shall be allocated on a proportionate basis to QIBs, provided that our Company and the Selling Shareholder, in consultation with the GCBRLMs and BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price, on a discretionary basis, out of which at least one-third will be reserved for domestic Mutual Funds subject to valid bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. The number of Equity Shares representing 5% of the Net QIB Portion (other than Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company and the Selling Shareholder in consultation with the GCBRLMs and BRLMs and the Designated Stock Exchange, on a proportionate basis, subject to applicable law. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. The unsubscribed portion if any, in the Reliance Capital Shareholders' Reservation Portion shall be added back to the Net Offer. In case of under-subscription in the Net Offer, spill-over to the extent of under-subscription shall be permitted from the Reliance Capital Shareholders' Reservation Portion. In accordance with Rule 19(2)(b)(iii) of the SCRR, the Offer will constitute at least 10% of the post Offer paid-up equity share capital of our Company.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Restrictions on shareholding in insurance companies

Requirements under applicable laws

The Insurance Act and regulations framed by the IRDAI contain a number of restrictions on shareholding in insurance companies, including the following:

(a) Under section 6A(4)(b)(ii) of the Insurance Act, an insurance company cannot register a transfer of its shares where, after the transfer, the total paid-up holding of the transferee in the shares of the company is likely to exceed five percent of its paid-up capital, unless previous approval of IRDAI has been obtained for the transfer;

(b) Under section 6A(4)(b)(iii) of the Insurance Act, an insurance company cannot register a transfer of its shares where, the nominal value of the shares intended to be transferred by any individual, firm, group, constituents of a group, or body corporate under the same management, jointly or severally exceeds one percent of the paid-up equity capital of the insurer, unless previous approval of IRDAI has been obtained for the transfer. Further, under the Listed Insurance Companies Guidelines, which are applicable for the allotment process pursuant to a public offering, a self certification of 'fit and proper' may be filed with the insurance company by such investor who intends to make any transfer or any arrangement or agreement to transfer one percent or more but less than five per cent of the paid up equity share capital of the concerned insurer, which would be deemed to be an approval from IRDAI for the purpose of section 6A(4)(b)(iii) of the Insurance Act;

(c) Under the Listed Insurance Companies Guidelines, where a person intends to acquire such number of equity shares which will or is likely to result in the aggregate holding of such person, his relatives, associate enterprises and persons acting in concert, increasing to five per cent or more of the paid up equity share capital of the insurance company or the total voting rights of the insurance company such person is required to obtain prior approval of the IRDAI.

Accordingly, prospective Bidders should note the following:

(a) in the event any Bidder places a Bid amounting to one percent or more, but less than five percent of the post-Offer paid-up share capital of our Company, such Bidders would be required to submit self certification of 'fit and proper criteria', in the manner provided below;

(b) in the event any Bidder places a Bid for such number of Equity Shares, as may result in the shareholding of such Bidder becoming five percent or more of the post-Offer paid-up share capital of our Company, such Bidders would be required to submit a copy of the prior approval obtained from the IRDAI, in the manner provided below.

Manner of submission of 'self certification' and prior approval of IRDAI

If any Bidder makes a Bid for Equity Shares representing one percent or more but less than five percent of the post-Offer paid up equity share capital of our Company, such Bidder will be required to attach a self certification with the Bid cum Application Form, confirming and certifying that such Bidder is a 'fit and proper person'.

If any Bidder makes a Bid for Equity Shares representing 1% or more but less than 5% of the post-Offer paid up equity share capital of our Company, such Bidder will be required to attach a self certification with the Bid cum Application Form, confirming and certifying that such Bidder is a fit and proper person'. To be a 'fit and proper person', the Bidder must be:

1. Either:

    a. an intermediary registered (or deemed to be registered) with SEBI in terms of the Securities and Exchange Board of India (Intermediaries) Regulations, 2008, as amended; or

b. an entity carrying out business which is regulated in India by the Reserve Bank of India, the SEBI, the Insurance Regulatory and Development Authority of India, the Pension Fund Regulatory and Development Authority or outside India by any financial services, capital markets or banking regulatory authorities including the U.S. Securities and Exchange Commission, the (U.K.) Prudential Regulation Authority, Monetary Authority of Singapore and Hong Kong Monetary Authority; or

c. a subsidiary of an entity falling under a and b above; or

d. a sovereign wealth fund or an investment company which is controlled by a sovereign wealth fund, either directly or indirectly; or

e. a person who or whose affiliates (including the investment companies of such Bidder) is the promoter of a company in the top 100 listed companies in India. The top 100 listed companies will be on the basis of their respective market capitalisation. The market capitalisation shall be the product of the weighted average number of total shares‖ of such company and the volume weighted average market price of such shares for the preceding quarter. (The terms "weighted average number of total shares" and "volume weighted average market price" have the meaning assigned to them in the Takeover Regulations. The preceding quarter in relation to the Offer, is the period from April 1, 2017 until June 30, 2017 (inclusive of both days). Additionally, the "volume weighted average market price will be adjusted for corporate actions such as issuances pursuant to rights issue, bonus issue, stock consolidations, stock splits, payment of extraordinary dividend (50% higher than the dividend per share paid during the preceding three financial years), demergers and reduction of capital, where the record date for effecting such corporate actions falls within the preceding quarter).

2. Is eligible to hold, subscribe and deal with the Equity Shares under the applicable laws; and

3. The aggregate of the existing shareholding of the Bidder in the Offer, if any, and the Equity Shares for which the Bidder's Bid has been made do not exceed 5% of the post-Offer paid up equity share capital of our Company.

Bidders submitting Bid for 1% or more and less than 5% of the post-Offer paid up equity share capital of our Company should satisfy the 'fit and proper person' criteria as set out hereinabove. Bidder not qualifying the above criteria may submit the self-certification highlighting the 'fit and proper person', as their application, for our consideration. Based on the self-certification submitted by the Bidder, our Company shall determine whether the Bidder is 'fit and proper' to acquire 1% or more and less than 5% of the post-Offer paid up equity share capital of our Company. Failing this, our Company reserves the right to reject any Bid in whole or in part, in either case, without assigning any reason thereof.

In case of Bidders who place a Bid for such number of Equity Shares that may result in the shareholding of such Bidder becoming five percent or more of the post-Offer paid-up share capital of our Company, such Bidders would be required to submit a copy of the prior approval obtained from the IRDAI.

A clearly legible copy of the aforementioned IRDAI approval together with the application submitted by such Bidder with the IRDAI for obtaining such prior approval must be submitted by the Bidders along with a copy of the Bid cum Application Form, with the Registrar to the Offer at least one Working Day prior to the finalisation of the Basis of Allotment as stated above. The IRDAI application should clearly mention the name(s) of the entities which propose to Bid in the Offer, the aggregate shareholding of the Bidder in the pre-Issue paid-up share capital of our Company and the maximum permitted holding of Equity Shares by such Bidder, in accordance with the above requirements. **In the absence of such submission, our Company shall limit Allotment to such Bidders to such number of Equity Shares which would restrict the resultant shareholding of such Bidder to less than five percent of the total post-Offer share capital of our Company**.

Bid cum Application Form

All Bidders (other than Anchor Investors) are required to mandatorily participate in the Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

Copies of the ASBA Forms and the Abridged Prospectus will be available with the Designated Intermediaries at the Bidding Centres and at our Registered Office. Electronic copies of the ASBA Forms will also be available for download on the websites of the Stock Exchanges, namely, NSE (www.nseindia.com) and BSE (www.bseindia.com), at least one day prior to the Bid/Offer Opening Date. Anchor Investor Application Forms shall be available at the offices of the GCBRLMs and BRLMs at least one day prior to the Anchor Investor Bidding Date.

All Bidders (other than Anchor Investors) shall ensure that their Bids are made on ASBA Forms bearing the stamp of a Designated Intermediary and submitted at the Bidding centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Additionally, ASBA Bidders must provide bank account details and authorisation to block funds in the relevant space provided in the ASBA Form and ASBA Forms that do not contain such details are liable to be rejected. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid.

The prescribed colour of the Bid cum Application Form for various categories of Bidders is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Investors, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis **	[●]
Non-Residents including Eligible NRIs, FVCIs, FPIs and registered multilateral and bilateral development financial institutions applying on a repatriation basis **	[●]
Reliance Capital Shareholders applying in the Reliance Capital Shareholders' Reservation Portion on a non-repatriation basis	[●]
Reliance Capital Shareholders applying in the Reliance Capital Shareholders' Reservation Portion on a repatriation basis	[●]
Anchor Investors***	[●]

* *Excluding electronic Bid cum Application Forms.*

** *Electronic Bid cum Application forms will also be available for download on the website of the NSE (www.nseindia.com) and the BSE (www.bseindia.com).*

*** *Bid cum Application Forms for Anchor Investors shall be available at the offices of the GCBRLMs and BRLMs.*

Designated Intermediaries (other than SCSBs) shall submit/ deliver ASBA Forms to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or the Escrow Collection Bank.

Who can Bid?

In addition to the category of Bidders set forth in the sub-section titled "*– Part B – General Information Document for Investing in Public Issues – Category of Investors Eligible to Participate in an Issue*" on page 449, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines:

- FPIs, other than Category III FPIs;
- Category III FPIs who are foreign corporates or foreign individuals only under the Non-Institutional Portion
- Scientific and/or industrial research organisations in India, which are authorised to invest in equity shares; and
- Any other person eligible to Bid in this Offer, under the laws, rules, regulations, guidelines and polices applicable to them.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act, 1933 ("U.S. Securities Act") or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States in offshore

transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act), pursuant to the private placement exemption set out in Section 4(a) of the U.S. Securities Act.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Participation by associates and affiliates of the GCBRLMs and BRLMs and the Syndicate Members

The GCBRLMs and BRLMs and the Syndicate Member(s) shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, associates and affiliates of the GCBRLMs and BRLMs and the Syndicate Member(s) may subscribe to or purchase Equity Shares in the Offer, in the QIB Portion or in Non-Institutional Portion as may be applicable to such Bidders. Such Bidding and subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of GCBRLMs and BRLMs and Syndicate Member(s), shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Other than mutual funds sponsored by entities related to the GCBRLMs and BRLMs, Syndicate Member, the Promoter, members of the Promoter Group and any persons related to them cannot apply in the Offer under the Anchor Investor Portion.

Bids by Mutual Funds

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made. In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserve the right to reject any Bid in whole or in part, in either case, without assigning any reason thereof.

No Mutual Fund scheme shall invest more than 10% of its net asset value in the equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

NRIs may obtain copies of ASBA Forms from the offices of the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs Bidding on a non-repatriation basis should authorise their SCSB to block their NRO accounts for the full Bid Amount. Eligible NRIs Bidding on a non-repatriation basis are advised to use the Bid cum Application Form for residents.

Bids by FPIs

On January 7, 2014, SEBI notified the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 ("**SEBI FPI Regulations**") pursuant to which the existing classes of portfolio investors, namely, Foreign Institutional Investors and Qualified Foreign Investors were subsumed under a new category namely 'foreign portfolio investors' or 'FPIs'. Furthermore, RBI on March 13, 2014 amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Offer equity share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up equity share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up equity share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by our Board, followed by a special resolution passed by the shareholders of our Company and subject to prior intimation to RBI. For calculating the aggregate holding of FPIs in our company, holding of all registered FPIs shall be included. In terms of the above-mentioned provisions of the FEMA Regulations, the existing individual and aggregate investment limits for an FPI in our Company is 10% and 24% of the total paid-up equity share capital of our Company, respectively.

As per the circular issued by SEBI on November 24, 2014, these investment restrictions shall also apply to subscribers of offshore derivative instruments ("**ODIs**"). Two or more subscribers of ODIs having a common beneficial owner shall be considered together as a single subscriber of the ODI. In the event an investor has investments as a FPI and as a subscriber of ODIs, these investment restrictions shall apply on the aggregate of the FPI and ODI investments held in the underlying company.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the GoI from time to time. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents.

An FPI shall issue ODIs only to those subscribers which meet the eligibility criteria as laid down in Regulation 4 of the SEBI FPI Regulations. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III FPI and unregulated broad based funds, which are classified as Category II FPIs by virtue of their investment manager being appropriately regulated, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iii) such offshore derivative instruments shall not be issued to or transferred to persons who are resident Indians or NRIs and to entities beneficially owned by resident Indians or NRIs. An FPI is also required to ensure that no further transfer of offshore derivative instrument issued by or on behalf of it is made in compliance with specified conditions.

Bids by SEBI registered Venture Capital Funds, Alternative Investment Funds and Foreign Venture Capital Investors

The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended, (the "**SEBI VCF Regulations**") and the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended, *inter alia* prescribe the investment restrictions on VCFs and FVCIs, respectively, registered with SEBI. Further, the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 (the "**SEBI AIF Regulations**") prescribe, amongst others, the investment restrictions on AIFs.

Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings.

Category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up.

All non resident investors should note that refunds (in case of Anchor Investors), dividend and other distributions by the Company, if any, will be payable in India Rupee only and net of bank commission and charges. Neither our Company nor the GCBRLMs and BRLMs will be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Bid, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Offer shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Bid without assigning any reason therefor.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers is prescribed in Regulation 9 of the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (the "**IRDAI Investment Regulations**") are set forth below:

(i) equity shares of a company: the lower of 10% of the investee company's outstanding equity shares (face value) or 10% of the respective fund in case of a life insurer/ investment assets in case of a general insurer or a reinsurer;

(ii) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or a reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

(iii) the industry sector in which the investee company operates: not more than 15% of the respective fund of a life insurer or general insurance or 15% of the investment assets, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) or (iii) above, as the case may be. The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 500,000 million or more but less than ₹2,500,000 million.

Insurer companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by the IRDAI from time to time to time.

Bids by provident funds/ pension funds

In case of Bids made by provident funds/ pension funds, subject to applicable laws, with minimum corpus of ₹ 250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Bid, without assigning any reason thereof.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, the key terms for participation by Anchor Investors are provided below.

(i) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the GCBRLMs and BRLMs.

(ii) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100 million.

(iii) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(iv) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date, i.e., the Anchor Investor Bidding Date, and will be completed on the same day.

(v) Our Company and the Selling Shareholder, in consultation with the GCBRLMs and BRLMs may finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:

   (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100 million;

   (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million, subject to a minimum Allotment of ₹ 50 million per Anchor Investor; and

   (c) in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum allotment of ₹ 50 million per Anchor Investor.

(vi) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the GCBRLMs and BRLMs before the Bid/ Offer Opening Date, through intimation to the Stock Exchange.

(vii) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(viii) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.

(ix) Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.

(x) The GCBRLMs and BRLMs, our Promoter, members of the Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the GCBRLMs and BRLMs) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the GCBRLMs and BRLMs and made available as part of the records of the GCBRLMs and BRLMs for inspection by SEBI.

(xi) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

(xii) For more information, see *"Offer Procedure - Part B: General Information Document for Investing in Public Issues - Section 7: Allotment Procedure and Basis of Allotment – Allotment to Anchor Investors"* on page 471.

Payment by Anchor Investors into the Escrow Account

Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS or NEFT) for payment of their Bid Amounts in the Escrow Account in favour of:

(i) In case of resident Anchor Investors: [●]

(ii) In case of non-resident Anchor Investors: [●]

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholder, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections from Anchor Investors.

Bids by Reliance Capital Shareholders

- Bids under the Reliance Capital Shareholders' Reservation Portion shall be subject to the following:

- Only Reliance Capital Shareholders (i.e. individuals and HUFs who are equity shareholders of Reliance Capital (excluding such other persons not eligible under applicable laws, rules, regulations and guidelines) as at the date of the Red Herring Prospectus) would be eligible to apply in this Offer under the Reliance Capital Shareholders' Reservation Portion.
- The sole/ First Bidder shall be an Reliance Capital Shareholder.
- Only those Bids, which are received at or above the Offer Price, would be considered for allocation under this category.
- The Bids must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter.
- Bids by Reliance Capital Shareholders in Reliance Capital Shareholders' Reservation Portion (subject to the Bid Amount being up to ₹200,000) and in the Net Offer portion shall not be treated as multiple Bids. To clarify, an Reliance Capital Shareholder bidding in the Reliance Capital Shareholders' Reservation Portion above ₹200,000 cannot Bid in the Net Offer as such Bids will be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories. For further details, see "*Offer Procedure – Multiple Bids*" on page 456.
- If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Reliance Capital Shareholders to the extent of their demand.
- Under-subscription, if any, in any category including the Reliance Capital Shareholders' Reservation Portion, except in the QIB Portion, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the GCBRLMs and BRLMs and the Designated Stock Exchange.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of Allotment, see "*Offer Procedure – Allotment Procedure and Basis of Allotment*" on page 470.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "**Banking Regulation Act**"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA Bids.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund, provident funds with minimum corpus of ₹ 250 million and pension funds with a minimum corpus of ₹ 250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable, must be lodged with the Bid cum Application Form. Failing this, our Company reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason.

Our Company and the Selling Shareholder, in consultation with the GCBRLMs and BRLMs, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney with the Bid cum Application Form, subject to such terms and conditions that our Company and the Selling Shareholder, in consultation with the GCBRLMs and BRLMs deem fit, without assigning any reasons therefore.

In accordance with existing regulations, OCBs cannot participate in the Offer.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement in all editions of the English national daily newspaper [●], all editions of the Hindi national daily newspaper [●], and [●] edition of the Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra wherein our Registered Office is located), each with wide circulation, respectively. In the pre-Offer advertisement, we shall state the Bid/Offer Opening Date, the Bid/Offer Closing Date and the QIB Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI ICDR Regulations.

Information for Bidders

In addition to the instructions provided to Bidders set forth in the sub-section titled "*– Part B – General Information Document for Investing in Public Issues*" on page 447, Bidders are requested to note the following additional information in relation to the Offer.

1. The relevant Designated Intermediary will enter each Bid option into the electronic Bidding system as a separate Bid and generate an acknowledgement slip ("**Acknowledgement Slip**"), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three Acknowledgement Slips for each Bid cum Application Form. It is the Bidder's responsibility to obtain the TRS from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/ Allotted. Such Acknowledgement will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised TRS from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

2. In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Selling Shareholder and/or the GCBRLMs and BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the Selling Shareholder, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

3. In the event of an upward revision in the Price Band, Retail Individual Bidders who had Bid at Cut-off Price could either (i) revise their Bid or (ii) shall make additional payment based on the cap of the revised Price Band (such that the total amount i.e., original Bid Amount plus additional payment does not exceed ₹ 200,000 if the Bidder wants to continue to Bid at Cut-off Price). The revised Bids must be submitted to the same Designated Intermediary to whom the original Bid was submitted. If the total amount (i.e., the original Bid Amount plus additional payment) exceeds ₹ 200,000, the Bid will be considered for allocation under the Non-Institutional Portion. If, however, the Retail Individual Bidder does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the Retail Individual Bidder and the Retail Individual Bidder is deemed to have approved such revised Bid at Cut-off Price.

4. In the event of a downward revision in the Price Band, Retail Individual Bidders who have bid at Cut-off Price may revise their Bid; otherwise, the excess amount paid at the time of Bidding would be unblocked after Allotment is finalised.

5. Any revision of the Bid shall be accompanied by instructions to block the incremental amount, if any, to be paid on account of the upward revision of the Bid.

In addition to the information provided in the sub-section titled "*Part B – General Information Document for Investing in Public Issues – Interest and Refunds*" on page 473.

Signing of the Underwriting Agreement and the RoC Filing

Our Company and the Selling Shareholder intend to enter into an Underwriting Agreement with the Underwriters on or immediately after the finalisation of the Offer Price. After signing the Underwriting Agreement, our Company will file the Prospectus with the RoC. The Prospectus would have details of the Offer Price, Anchor Investor Offer Price, Offer size and underwriting arrangements and would be complete in all material respects.

GENERAL INSTRUCTIONS

In addition to the general instructions provided in the sub-section titled "*Part B – General Information Document for Investing in Public Issues*" on page 447, Bidders are requested to note the additional instructions provided below.

***Do's*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
5. Ensure that your Bid cum Application Form, bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time.
6. With respect to the ASBA Bids, ensure that the ASBA Form is signed by the account holder in case the applicant is not the ASBA Account holder. Ensure that you have mentioned the correct ASBA Account number in the ASBA Form;
7. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
8. With respect to Bids by SCSBs, ensure that you have a separate account in your own name with any other SCSB having clear demarcated funds for applying under the ASBA process and that such separate account (with any other SCSB) is used as the ASBA Account with respect to your Bid;
9. Ensure that you request for and receive a stamped Acknowledgement Slip of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary as proof of registration of the Bid cum Application Form;
10. Ensure that you have funds equal to the Bid Amount in the ASBA Account with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;
11. Instruct your respective banks to not release the funds blocked in the ASBA Account under the ASBA process until six Working Days from the Bid/ Offer Closing Date;
12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised Acknowledgement Slip;
13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the Income Tax Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the demographic details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same;
14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
16. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;
17. Ensure that you tick the correct investor category and the investor status, as applicable, in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
18. Ensure that for Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
20. Ensure that the DP ID, the Client ID and the PAN mentioned in the Bid cum Application Form and entered into the electronic system of the Stock Exchanges by the relevant Designated Intermediary match with the DP ID, Client ID and PAN available in the Depository database;
21. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
22. Ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a

Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in).

23. Ensure that you have mentioned the correct ASBA Account number in the Bid cum Application Form; and
24. In relation to the ASBA Bids, ensure that you have correctly signed the authorisation/undertaking box in the ASBA Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the ASBA Form.
25. In terms of the Listed Insurance Companies Guidelines, Bidders submitting a Bid for Equity Shares representing one percent or more and less than five percent of the post-Offer paid up equity capital of our Company should satisfy the 'fit and proper' criteria set out by our Company, through a self certification process. For details of the 'fit and proper' criteria set out by our Company, see "*Offer Procedure - Restrictions on shareholding in insurance companies - Manner of submission of 'self certification' and prior approval of IRDAI*" on page 431;
26. Bidders in Reliance Capital Shareholders' Reservation Portion should ensure that they have a valid PAN and their PAN is updated with the register of shareholders maintained with Reliance Capital;
27. In terms of the Listed Insurance Companies Guidelines, Bidders should note that in the event the acquisition of Equity Shares results in the Bidder holding five percent or more of the post-Offer paid up equity capital of our Company, the approval of the IRDAI in this regard will need to be provided by such Bidder in the manner and within the timeline laid-out in "*Offer Procedure - Restrictions on shareholding in insurance companies - Manner of submission of 'self certification' and prior approval of IRDAI*" on page 431.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid or revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;
4. Do not pay the Bid Amount by cheques and demand drafts or in cash, by money order or by postal order or by stockinvest;
5. Do not send ASBA Forms by post. Instead submit the same to only a Designated Intermediary;
6. Do not Bid on a physical ASBA Form that does not have the stamp of a Designated Intermediary;
7. Anchor Investors should not Bid through the ASBA process;
8. Do not Bid at Cut-off Price (for Bids by QIBs, Non-Institutional Bidders and Reliance Capital Shareholders Bidding in the Reliance Capital Shareholders' Reservation Portion);
9. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by Retail Individual Bidders);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and/ or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
11. Do not submit the GIR number instead of the PAN;
12. Do not submit the Bids without instructions to block funds equivalent to the Bid Amount in the ASBA Account;
13. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
14. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
15. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid/Offer Closing Date;
16. If you are a Non-Institutional Bidder or Retail Individual Bidder, do not submit your Bid after 3.00 p.m. on the Bid/Offer Closing Date;
17. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872;
18. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor;
19. Do not submit more than five ASBA Forms per ASBA Account;

20. Do not submit ASBA Bids to a Designated Intermediary at a location other than the Bidding Centres;
21. Do not submit ASBA Bids to a Designated Intermediary at a Bidding Centre unless the SCSB where the ASBA Account is maintained, as specified in the Bid cum Application Form, has named at least one branch in the relevant Bidding Centre, for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in); and

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

INSTRUCTIONS FOR COMPLETING THE BID CUM APPLICATION FORM

In addition to the instructions for completing the Bid cum Application Form provided in the sub-section titled "*Part B – General Information Document for Investing in Public Issues – Applying in the Issue – Instructions for filling the Bid cum Application Form/ Application Form*" on page 450, Bidders are requested to note the additional instructions provided below.

1. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule in the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Bids must be in single name or in joint names (not more than three, and in the same order as their Depository Participant details).

2. ASBA Bids must be made in a single name or in joint names (not more than three, and in the same order as their details appear with the Depository Participant), and completed in full, in BLOCK LETTERS in ENGLISH and in accordance with the instructions contained in the Red Herring Prospectus and in the ASBA Form.

3. Bids on a repatriation basis shall be in the names of individuals, or in the name of Eligible NRIs, FPIs but not in the names of minors, OCBs, firms or partnerships, foreign nationals (excluding NRIs) or their nominees. Bids by Eligible NRIs for a Bid Amount of up to ₹ 200,000 would be considered under the Retail Portion for the purposes of allocation and Bids for a Bid Amount of more than ₹ 200,000 would be considered under Non-Institutional Portion for the purposes of allocation.

Designated Date and Allotment

(a) Our Company will ensure that the Allotment and credit to the successful Bidder's depositary account will be completed within six Working Days, or such period as may be prescribed by SEBI, of the Bid/Offer Closing Date or such other period as may be prescribed.

(b) Equity Shares will be issued and Allotment shall be made only in the dematerialised form to the Allottees.

(c) Allottees will have the option to re-materialise the Equity Shares so Allotted as per the provisions of the Companies Act, 2013 and the Depositories Act.

Grounds for Technical Rejections

In addition to the grounds for rejection of Bids on technical grounds as provided in the sub-section titled "*Part B – General Information Document for Investing in Public Issues – Issue Procedure in Book Built Issue – Rejection and Responsibility for Upload of Bids – Grounds for Technical Rejections*" on page 467, Bidders are requested to note that Bids may be rejected on the following additional technical grounds.

1. Bid submitted without payment of the entire Bid Amount;

2. Bids submitted by Retail Individual Bidders which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids by HUFs not mentioned correctly as given in the sub-section titled " – *Who can Bid?*" on page 433;

5. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

6. Bids submitted without the signature of the First Bidder or sole Bidder;

7. With respect to ASBA Bids, the ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

8. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are 'suspended for credit' in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July 29, 2010;

9. GIR number furnished instead of PAN;

10. Bids by Retail Individual Bidders with Bid Amount for a value of more than ₹ 200,000;

11. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

12. Bids by Bidders (who are not Anchor Investors) accompanied by cheques or demand drafts;

13. Bids accompanied by stockinvest, money order, postal order or cash;

14. Bids by persons in the United States other than 'qualified institutional buyers' (as defined in Rule 144A of the Securities Act); and

15. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/Offer Closing Date, and Bids by Retail Individual Bidders uploaded after 5.00 p.m. on the Bid/Offer Closing Date, unless extended by the Stock Exchanges.

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a de-materialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, two agreements had been signed among our Company, the respective Depositories and the Registrar to the Offer:

- Agreement dated March 19, 2001 among NSDL, our Company and the Registrar to the Offer.
- Agreement dated September 8, 2017, among CDSL, our Company and Registrar to the Offer.

The above information is given for the benefit of Bidders. Our Company and the Selling Shareholder, our Directors, the officers of our Company and the members of the Syndicate are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

- That if our Company and/or the Selling Shareholder in consultation with the GCBRLMs and BRLMs, do not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

- That if our Company and/or the Selling Shareholder withdraw the entire or portion of the Offer after the Bid/Offer Closing Date, our Company shall be required to file an updated offer document or a fresh offer document with the RoC/ SEBI, as the case may be, in the event our Company or the Selling Shareholder subsequently decides to proceed with the Offer;

- That the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

- That all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six Working Days of the Bid/Offer Closing Date or such other period as may be prescribed;

- if Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within 15 days from the Bid/Offer Closing Date or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Bidders as per applicable laws;

- That where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within 15 days from the Bid/Offer Closing Date or such lesser time as specified by SEBI, giving details of the bank where refunds shall be credited along with the amount and expected date of electronic credit for the refund;

- That the certificates of the securities or refund orders to Eligible NRIs shall be despatched within specified time;

- That details of all monies utilised out of the Fresh Issue shall be disclosed under an appropriate separate head in the balance sheet indicating the purpose for which monies have been utilised. Further, details of all unutilised monies out of the Fresh Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet, indicating the form in which such amounts have been invested.

- That Except for the allotment of Equity Shares pursuant to the (i) Fresh Issue, and (ii) exercise of outstanding options granted pursuant to the RGICL ESOP 2017 (if any), there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of the Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application moneys have been refunded to the Anchor Investors, or the application moneys are unblocked in the ASBA Accounts on account of non-listing, under-subscription etc, as the case may be.; and

- That we shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

UNDERTAKINGS BY THE SELLING SHAREHOLDER

The Selling Shareholder confirms and undertakes the following:

- That it is the legal and beneficial owners of the Offered Shares;

- That the Offered Shares (a) have been held by it for a minimum period in compliance with in Regulation 26(6) of the SEBI ICDR Regulations; and (b) are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or any other encumbrances; and (c) shall be in dematerialised form at the time of transfer;

- That it shall not have recourse to the proceeds of the Offer for Sale until the final listing and trading approvals from all the Stock Exchanges where listing is proposed have been obtained;

- That it shall provide all reasonable cooperation as requested by our Company in relation to the completion of the Allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders (as applicable) to the requisite extent of the Offered Shares;

- That it shall provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the GCBRLMs and BRLMs in redressal of such investor grievances that pertain to the Equity Shares held by them and being offered pursuant to the Offer;

- They it not further transfer Equity Shares during the period commencing from submission of the Red Herring Prospectus with SEBI until the final trading approvals from all the Stock Exchanges have been obtained for the Equity Shares Allotted and Equity Shares to be Allotted pursuant to the Offer;

- That it shall take all such steps as may be required to ensure that the Equity Shares being sold by it pursuant to the Offer for Sale are available for transfer in the Offer for Sale, free and clear of any encumbrance, within the timelines specified under applicable law; and

- That it has authorised our Company Secretary and Compliance Officer for the Offer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offered Shares and it shall extend reasonable cooperation to our Company and GCBRLMs and BRLMs in the regard.

Utilisation of Offer proceeds

Our Company and the Selling Shareholder specifically confirm and declare that all monies received out of this Offer shall be transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013.

Withdrawal of the Offer

Our Company and the Selling Shareholder in consultation with the GCBRLMs and BRLMs, reserve the right not to proceed with the entire or portion of the Offer for any reason at any time after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the same newspapers, in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date, providing reasons for not proceeding with the Offer. Further, the Stock Exchanges shall be informed promptly in this regard by our Company. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. In the event of withdrawal of the Offer and subsequently, plans of a fresh offer by our Company, a fresh draft red herring prospectus will be submitted again to SEBI.

Notwithstanding the foregoing, this Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within six Working Days or such other period as may be prescribed, and the final RoC approval of the Prospectus after it is filed with the RoC and the Stock Exchanges.

PART B

General Information Document for Investing in Public Issues

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, as amended or replaced by the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Bidders/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Offer. For taking an investment decision, the Bidders/Applicants should rely on their own examination of our Company and this Offer, and should carefully read the Red Herring Prospectus/Prospectus before investing in the Offer.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building process as well as to the Fixed Price Issues. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Bidders/Applicants in IPOs and FPOs, on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the SEBI ICDR Regulations.

Bidders/Applicants should note that investment in equity and equity related securities involves risk and Bidder/Applicant should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Offer and the relevant information about the Issuer undertaking the Offer are set out in the Red Herring Prospectus ("RHP")/Prospectus filed by the Issuer with the Registrar of Companies ("RoC"). Bidders/Applicants should carefully read the entire RHP/Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Offer. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Offer is available on the websites of stock exchanges, on the website(s) of the BRLMs to the Offer and on the website of Securities and Exchange Board of India ("SEBI") at www.sebi.gov.in.

For the definitions of capitalised terms and abbreviations used herein Bidders/Applicants may refer to the section "Glossary and Abbreviations".

SECTION 2: BRIEF INTRODUCTION TO IPOs/FPOs

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the Issuer, Bidders/Applicants may refer to the RHP/Prospectus.

2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is *inter-alia* required to comply with the eligibility requirements in terms of Regulation 26/27 of SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

2.3 Other Eligibility Requirements:

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, the Companies Act, 1956 (the "**Companies Act**") as amended or replaced by the Companies Act, 2013, the Securities Contracts (Regulation) Rules, 1957 (the "**SCRR**"), industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Bidders/Applicants may refer to the RHP/Prospectus.

2.4 Types of Public Issues - Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, an Issuer can either determine the Issue Price through the Book Building Process **("Book Built Issue")** or undertake a Fixed Price Issue **("Fixed Price Issue").** An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the Pre-Offer Advertisement was given at least five Working Days before the Bid/ Offer Opening Date, in case of an IPO and at least one Working Day before the Bid/ Offer Opening Date, in case of an FPO.

The Floor Price or the Offer Price cannot be lesser than the face value of the securities.

Bidders/Applicants should refer to the RHP/Prospectus or Offer advertisements to check whether the Offer is a Book Built Issue or a Fixed Price Issue.

2.5 OFFER PERIOD

The Offer may be kept open for a minimum of three additional Working Days (for all category of Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/ Offer Period. Details of Bid/ Offer Period are also available on the website of the Stock Exchange(s).

In case of a Book Built Issue, the Issuer may close the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/Issue Period may be extended by at least three additional Working Days, subject to the total Bid/ Offer Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the BRLMs, and the advertisement in the newspaper(s) issued in this regard.

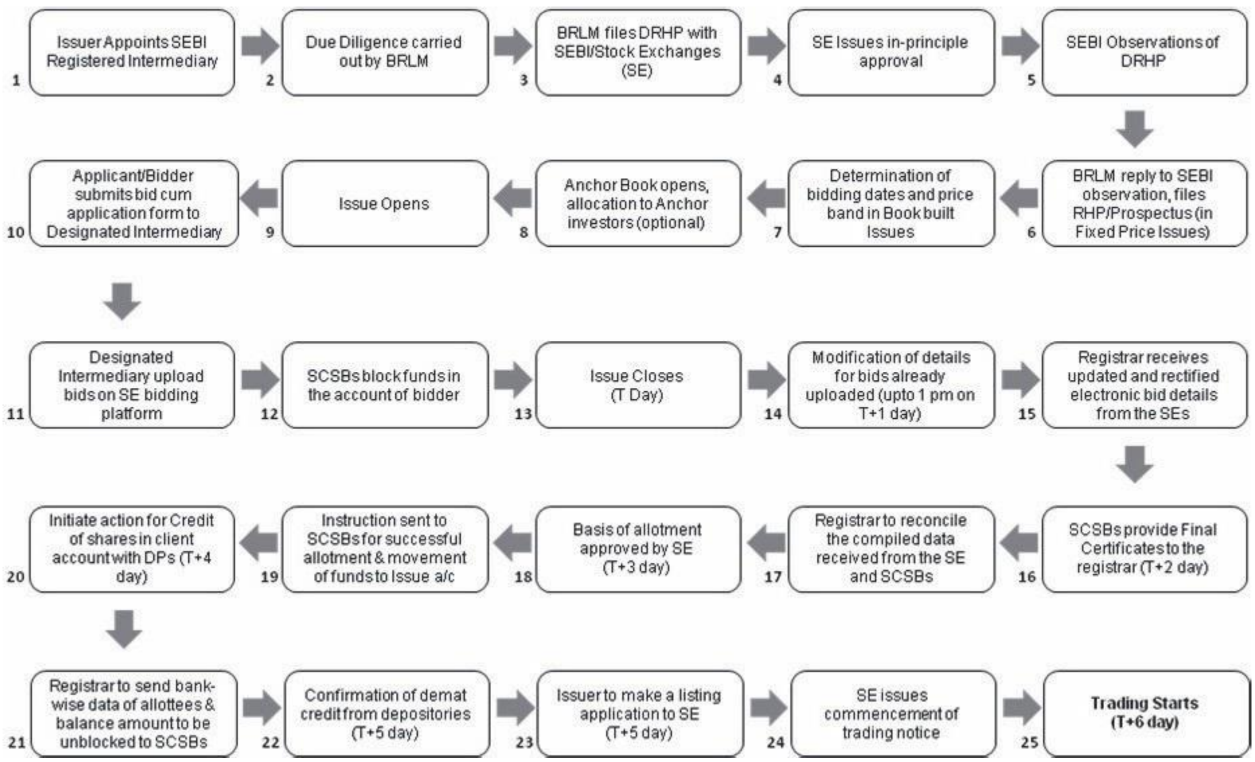
2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as below. Bidders/Applicants may note that this is not applicable for Fast Track FPOs.

- In case of Offer other than Book Build Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:

  (i) Step 7 : Determination of Offer Date and Price

(ii) Step 10: Applicant submits ASBA Form with any of the Designated Intermediaries.
(iii) Step 11: SCSB uploads ASBA Application details in Stock Exchange Platform
(iv) Step 12: Offer period closes
(v) Step 15: Not Applicable



SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Bidder/Applicant should check whether it is eligible to apply under applicable law.

Furthermore, certain categories of Bidders/Applicants, such as NRIs, FPIs, and FVCIs may not be allowed to Bid/Apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

Subject to the above, an illustrative list of Bidders/Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Bids/Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of First or Sole Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta"*. Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the

SEBI ICDR Regulations and other laws, as applicable);

- FPIs (other than Category III FPIs) bidding in the QIBs category;
- Category III FPIs bidding in the Non-Institutional Bidders category;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
- Scientific and/or industrial research organisations in India, which are authorised to invest in equity shares;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008; and
- Any other person eligible to Bid/Apply in the Offer, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.

As per the existing regulations, OCBs are not allowed to participate in the Offer.

SECTION 4: APPLYING IN THE OFFER

Book Built Issue: Bidders should only use the specified Bid cum Application Form either bearing the stamp of a Designated Intermediary or downloaded from the websites of the Stock Exchanges.

Bid cum Application Forms are available with the Designated Intermediaries at the Bidding Centres and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/ Offer Opening Date. For further details regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/Prospectus.

Fixed Price Issue: Applicants should only use the specified cum Bid cum Application Form, bearing the stamp of the Designated Intermediary or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Designated Branches of the SCSBs and at the registered office of the Issuer. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Bidders/Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	Colour of the Bid cum Application Form
Resident Indian, Eligible NRI Bidders applying on a non repatriation basis	White
NRIs, FVCIs and FPIs on a repartition basis	Blue
Anchor Investors (where applicable) & Bidders Bidding/applying in the reserved category	As specified by the Issuer

Securities issued in an IPO can only be in dematerialised form in compliance with Section 29 of the Companies Act, 2013. Bidders/Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to allotment.

4.1 INSTRUCTIONS FOR FILLING THE BID CUM APPLICATION FORM / APPLICATION FORM

Bidders/Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP and the Bid cum Application Form/Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

Application Form For Residents

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R Address : .... Contact Details: .... CIN No	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
	8 | 7 | 6 | 5 | 4 | 3 | 2 | 1	Bid Price 3 | 2 | 1	Retail Discount 3 | 2 | 1	Net Price 3 | 2 | 1	"Cut-off" (Please ✓ tick)
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. CATEGORY

☐ Retail Individual Bidder

☐ Non-Institutional Bidder

☐ QIB

6. INVESTOR STATUS

☐ Individual(s) - IND
☐ Hindu Undivided Family* - HUF
☐ Bodies Corporate - CO
☐ Banks & Financial Institutions - FI
☐ Mutual Funds - MF
☐ Non-Resident Indians - NRI (Non-Repatriation basis)
☐ National Investment Fund - NIF
☐ Insurance Funds - IF
☐ Insurance Companies - IC
☐ Venture Capital Funds - VCF
☐ Alternative Investment Funds - AIF
☐ Others (Please specify) - OTH

* HUF should apply only through Karta (Application by HUF would be treated on par with individual)

7. PAYMENT DETAILS — PAYMENT OPTION : FULL PAYMENT ☐ PART PAYMENT ☐

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue	
	1)	
	2)	
Date :	3)	

TEAR HERE

LOGO

XYZ LIMITED INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for Broker/SCSB/ DP/RTA	Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Amount paid (₹ in figures)	Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No.		
Received from Mr./Ms.		
Telephone / Mobile	Email	

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

ASBA Bank A/c No.

Bank & Branch

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE

Application Form For Non- Residents

COMMON BID CUM APPLICATION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

Address : .... Contact Details: .... CIN No ....

FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIS, FPIS OR FVCIS, ETC APPLYING ON A REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE
ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
		Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✔ tick)
	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1	
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. CATEGORY

☐ Retail Individual Bidder
☐ Non-Institutional Bidder
☐ QIB

6. INVESTOR STATUS

NRI Non-Resident Indian(s) (Repatriation basis)
FII FII or Sub-account not a Corporate/Foreign Individual
FIISA FII Sub-account Corporate/Individual
FVCI Foreign Venture Capital Investor
FPI Foreign Portfolio Investors
OTH Others (Please Specify)______

7. PAYMENT DETAILS PAYMENT OPTION : FULL PAYMENT ☐ PART PAYMENT ☐

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER

Date : ______

8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)
2)
3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED
INITIAL PUBLIC ISSUE - NR

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Amount paid (₹ in figures) | Bank & Branch

ASBA Bank A/c No.

Received from Mr./Ms.

Telephone / Mobile | Email

Stamp & Signature of SCSB Branch

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

ASBA Bank A/c No.

Bank & Branch

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE | PLEASE FILL IN BLOCK LETTERS | TEAR HERE

4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST BIDDER/APPLICANT

(a) Bidders/Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(b) **Mandatory Fields:** Bidders/Applicants should note that the name and address fields are compulsory and e-mail and/or Tel. number/mobile number fields are optional. Bidders/Applicants should note that the contact details mentioned in the ASBA Form/Application Form may be used to dispatch communications in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, the Designated Intermediaries and the Registrar to the Offer only for correspondence(s) related to the Offer and for no other purposes.

(c) **Joint Bids/Applications:** In the case of Joint Bids/Applications, the Bids /Applications should be made in the name of the Bidder/Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such First Bidder/Applicant would be required in the Bid cum Application Form/Application Form and such First Bidder/Applicant would be deemed to have signed on behalf of the joint holders

(d) **Impersonation:** Attention of the Bidders/Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who –

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or
(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

(e) **Nomination Facility to Bidder/Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialised form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders/Applicants should inform their respective DP.

4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE/FIRST BIDDER/APPLICANT

(a) PAN (of the sole/ First Bidder/Applicant) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person(s) in whose first or sole name the relevant beneficiary account is held as per the Depositories" records.

(b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/Applications on behalf of the Central or State Government, Bids/Applications by officials appointed by the courts and Bids/Applications by Bidders/Applicants residing in Sikkim ("PAN Exempted Bidders/Applicants"). Consequently, all Bidders/Applicants, other than the PAN Exempted Bidders/Applicants, are required to disclose their PAN in the Bid cum Application Form/Application Form, irrespective of the Bid/Application Amount. A Bid cum Application Form/Application Form without PAN, except in case of Exempted Bidders/Applicants, is liable to be rejected. Bids/Applications by the Bidders/Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

(c) The exemption for the PAN Exempted Bidders/Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

(d) Bid cum Application Forms which provide the General Index Register Number instead of PAN may be rejected.

(e) Bids/Applications by Bidders whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and Demographic Details are not provided by depositories.

4.1.3 FIELD NUMBER 3: BIDDERS/APPLICANTS DEPOSITORY ACCOUNT DETAILS

(a) Bidders/Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Bid cum Application Form is liable to be rejected.**

(b) Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active.

(c) Bidders/Applicants should note that on the basis of DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Bidder/Applicant may be deemed to have authorised the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for unblocking of ASBA Account or for other correspondence(s) related to the Offer.

(d) Bidders/Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants" sole risk.

4.1.4 FIELD NUMBER 4: BID OPTIONS

(a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus/RHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/ Offer Opening Date in case of an IPO, and at least one Working Day before Bid/ Offer Opening Date in case of an FPO.

(b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs /FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (For further details bidders may refer to (Section 5.6 (e))

(c) **Cut-Off Price:** Retail Individual Bidders or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.

(d) **Minimum Application Value and Bid Lot:** The Issuer, in consultation with the BRLMs may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000 to ₹ 15,000. The minimum Bid Lot is accordingly determined by an Issuer and the Selling Shareholder on basis of such minimum application value.

(e) **Allotment:** The allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be allotted on a proportionate basis. For details of the Bid Lot, bidders may to the RHP/Prospectus or the advertisement regarding the Price Band published by the Issuer.

4.1.4.1 Maximum and Minimum Bid Size

(a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Bidders and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed ₹ 200,000. Bids by Employees must be for such number of shares so as to ensure that the Bid Amount less Employee Discount (as applicable), payable by the Bidder does not exceed ₹500,000. Retail Individual Bidders or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.

In case the Bid Amount for any Bid under the Retail Portion or Employee Reservation Portion exceeds ₹ 200,000 and ₹ 500,000, respectively, due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category, with it not being eligible for Discount, then such Bid may be rejected if it is at the Cut-off Price.

(b) For Eligible NRI Bidders, a Bid Amount of up to ₹ 200,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹ 200,000 may be considered under the Non-Institutional Category for the purposes of allocation.

(c) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds ₹ 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Bidders and QIBs are not allowed to Bid at "Cut-off Price".

(d) RII may revise or withdraw their bids till closure of the bidding period. QIBs and NIIs cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after bidding and are required to pay the Bid Amount upon submission of the Bid.

(e) In case the Bid Amount reduces to ₹ 200,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Bidders who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.

(f) For Anchor Investors, if applicable, the Bid Amount shall be least ₹ 10 crores. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Portion under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/ Offer Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Offer Price is lower than the Offer Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Offer Price is lower than the Anchor Investor Offer Price, the amount in excess of the Offer Price paid by the Anchor Investors shall not be refunded to them.

(g) A Bid cannot be submitted for more than the Offer size.

(h) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.

(i) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Offer Price, the highest number of Equity Shares Bid for by a Bidder at or above the Offer Price may be considered for allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of bidders may refer to (Section 5.6 (e))

4.1.4.2 Multiple Bids

(a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another Designated Intermediary and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

(b) Bidders are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple Bids:

(i) All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.

(ii) For Bids from Mutual Funds submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.

(c) The following Bids may not be treated as multiple Bids:

(i) Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.

(ii) Bids by Mutual Funds submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

(iii) Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

(iv) Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the Net Offer portion in public category.

4.1.5 FIELD NUMBER 5: CATEGORY OF BIDDERS

(a) The categories of Bidders identified as per the SEBI ICDR Regulations for the purpose of Bidding, allocation and allotment in the Offer are RIIs, NIIs and QIBs.

(b) Up to 60% of the QIB Category can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of anchor investors based on allocation size, to the Anchor Investors, in accordance with SEBI ICDR Regulations with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Offer Price. For details regarding allocation to Anchor Investors, bidders may refer to the RHP/Prospectus.

(c) An Issuer can make reservation for certain categories of Bidders/Applicants as permitted under the SEBI ICDR Regulations. For details of any reservations made in the Offer, Bidders/Applicants may refer to the RHP/Prospectus.

(d) The SEBI ICDR Regulations, specify the allocation or allotment that may be made to various categories of Bidders in the Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation Bidder/Applicant may refer to the RHP/Prospectus.

4.1.6 FIELD NUMBER 6: INVESTOR STATUS

(a) Each Bidder/Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Offer is in compliance with the investment restrictions under applicable law.

(b) Certain categories of Bidders/Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Offer or hold Equity Shares exceeding certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

(c) Bidders/Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.

(d) Bidders/Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 FIELD NUMBER 7: PAYMENT DETAILS

(a) The full Bid Amount (net of any Discount, as applicable) shall be blocked in a Bidder's ASBA Account based on the authorisation provided by the Bidder in the ASBA Form. If the Discount is applicable in the Offer, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the funds shall be blocked in respect of the Bid Amount net of Discount. Only in cases where the RHP/Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.

(b) Bidders who Bid at Cut-off price shall arrange to block the Bid Amount based on the Cap Price.

(c) All Bidders (except Anchor Investors) are required to Bid through the ASBA process.

(d) Bid Amount cannot be paid in cash, through money order or through postal order.

4.1.7.1 Instructions for Anchor Investors:

(a) Anchor Investors may submit their Bids with a BRLM.

(b) Payments by Anchor Investors are required to be made through direct credit, RTGS or NEFT.

(c) The Escrow Collection Bank shall maintain the monies in the Escrow Account for and on behalf of the Anchor Investors until the Designated Date.

4.1.7.2 Payment instructions for Bidders

(a) Bidders may submit the ASBA Form either

(i) in electronic mode through the internet banking facility offered by an SCSB authorising blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or

(ii) in physical mode to a Designated Intermediary at a Bidding Centre.

(b) Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by a Bidder and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, will not be accepted.

(c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder;

(d) Bidders shall note that that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Bid cum Application Forms can be submitted.

(f) Bidders should submit the Bid cum Application Form only at a Bidding Centre i.e to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the RTA at the Designated RTA Locations or CDP at the Designated CDP Locations.

(g) Bidders bidding through a Designated Intermediary other than an SCSB should note that the ASBA Forms submitted to the Designated Intermediary may not be accepted by the Designated Intermediary, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary to deposit Bid cum Application Forms.

(h) Bidders bidding directly through the SCSBs should ensure that the ASBA Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(i) Upon receipt of the ASBA Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.

(j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the ASBA Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.

(k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not accept such Bids on the Stock Exchange platform and such bids are liable to be rejected.

(l) Upon submission of a completed Bid cum Application Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorised the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs.

(m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal or failure of the Offer, or until withdrawal or rejection of the Bid, as the case may be.

(n) SCSBs bidding in the Offer must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.2.1 Unblocking of ASBA Account

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Offer may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Offer Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Offer Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Offer Account, and (iv) details of rejected ASBA Bids, if any, along with reasons for rejection and details of withdrawn or unsuccessful Bids, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Offer, the SCSBs may transfer the requisite amount against each successful Bidder to the Public Offer Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bids, the Registrar to the Offer may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/ Offer Closing Date.

4.1.7.3 Additional Payment Instructions for NRIs

The Non-Resident Indians who intend to make payment through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of Bids by Eligible NRI Bidders applying on a repatriation basis, payment shall not be accepted out of NRO Account.

4.1.7.4 Discount (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) Bidders applying under RII category, Retail Individual Shareholder and Employees are only eligible for discount. For Discounts offered in the Offer, Bidders may refer to the RHP/Prospectus.

(c) The Bidders entitled to the applicable Discount in the Offer may make payment for an amount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net amount blocked (post Discount) is more than two lakh rupees (under the RII category) or more than five lakh rupees (under the Employee Reservation Portion), the bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RII category nor the Employee Reservation Portion.

4.1.8 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

(a) Only the First Bidder/Applicant is required to sign the Bid cum Application Form/Application Form. Bidders/Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

(b) If the ASBA Account is held by a person or persons other than the Bidder/Applicant, then the Signature of the ASBA Account holder(s) is also required.

(c) In relation to the ASBA Bids/Applications, signature has to be correctly affixed in the authorisation/undertaking box in the Bid cum Application Form/Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form/Application Form.

(d) Bidders/Applicants must note that Bid cum Application Form/Application Form without signature of Bidder/Applicant and /or ASBA Account holder is liable to be rejected.

4.1.9 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

(a) Bidders should ensure that they receive the Acknowledgement Slip duly signed and stamped by the relevant Designated Intermediary for submission of the ASBA Form.

(b) All communications in connection with Bids/Applications made in the Offer should be addressed as under:

(i) In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, refund orders, the Bidders/Applicants should contact the Registrar to the Offer.

(ii) In case of ASBA Bids submitted to the Designated Branches of the SCSBs, the Bidders/Applicants should contact the relevant Designated Branch of the SCSB.

(iii) In case of queries relating to uploading of Bids by a Designated Intermediary other than an SCSB, the Bidders/Applicants should contact the relevant Designated Intermediary.

(iv) Bidder/Applicant may contact the Company Secretary and Compliance Officer or BRLMs in case of any other complaints in relation to the Offer.

(c) The following details (as applicable) should be quoted while making any queries –

(i) full name of the First or Sole Bidder/Applicant, Bid cum Application Form number, Applicants/Bidders, DP ID, Client ID, PAN, number of Equity Shares applied for, amount blocked on application.

(ii) name and address of the Designated Intermediary where the Bid was submitted; and

(iii) The ASBA Account number in which the amount equivalent to the Bid Amount was blocked.

For further details, Bidder/Applicant may refer to the RHP/ Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

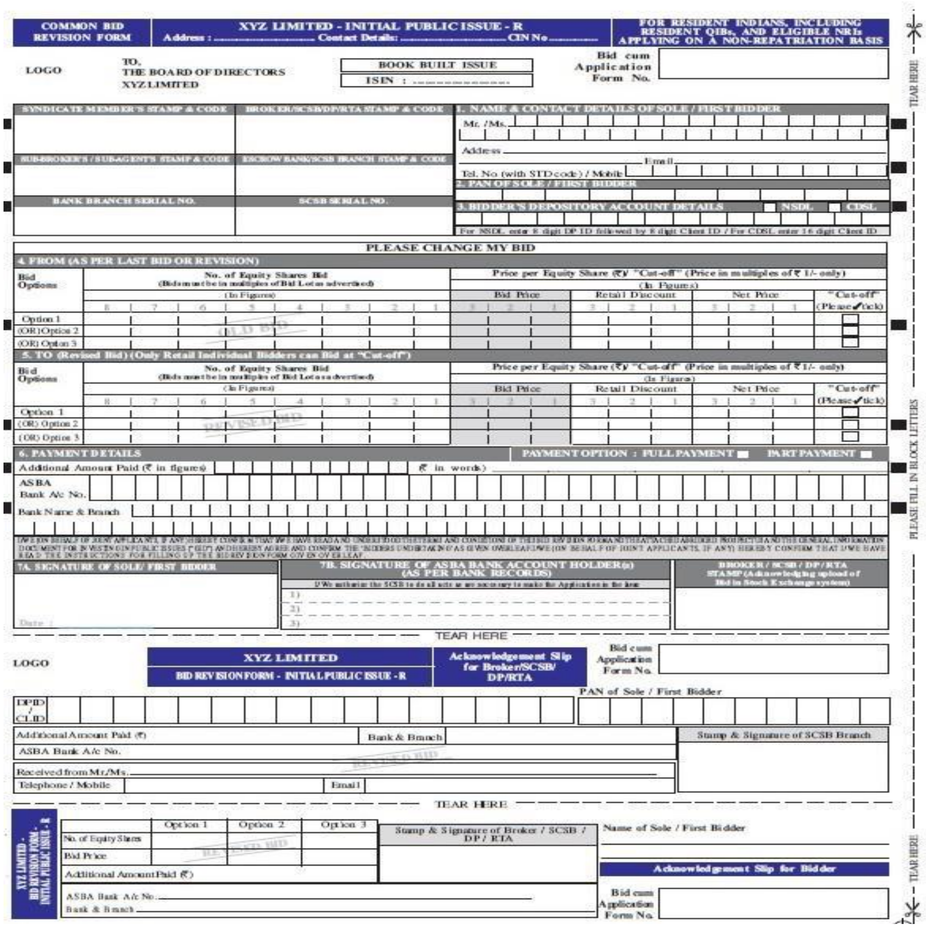
(a) During the Bid/ Offer Period, any Bidder/Applicant (other than QIBs and NIIs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.

(b) RII may revise or withdraw their bids till closure of the bidding period.

(c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.

(d) The Bidder/Applicant can make this revision any number of times during the Bid/ Offer Period. However, for any revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid. Bidders/Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample Revision form is reproduced below:


COMMON BID REVISION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - R
Address : .... Contact Details: .... CIN No ....

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE
ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE
BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER
Mr. /Ms.
Address
Email
Tel. No (with STD code) / Mobile
2. PAN OF SOLE / FIRST BIDDER
3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL
For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY BID

4. FROM (AS PER LAST BID OR REVISION)

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures) 8 7 6 5 4 3 2 1	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price 3 2 1	Retail Discount 3 2 1	Net Price 3 2 1	"Cut-off" (Please ✔ tick)
Option 1					
(OR) Option 2	OLD BID				
(OR) Option 3					

5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures) 8 7 6 5 4 3 2 1	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price 3 2 1	Retail Discount 3 2 1	Net Price 3 2 1	"Cut-off" (Please ✔ tick)
Option 1					
(OR) Option 2	REVISED BID				
(OR) Option 3					

6. PAYMENT DETAILS — PAYMENT OPTION : FULL PAYMENT ☐ PART PAYMENT ☐
Additional Amount Paid (₹ in figures) (₹ in words)
ASBA Bank A/c No.
Bank Name & Branch

7A. SIGNATURE OF SOLE/ FIRST BIDDER
Date :

7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)
1)
2)
3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO
XYZ LIMITED
BID REVISION FORM - INITIAL PUBLIC ISSUE - R
Acknowledgement Slip for Broker/SCSB/ DP/RTA
Bid cum Application Form No.
DPID / CLID
PAN of Sole / First Bidder
Additional Amount Paid (₹)
Bank & Branch
ASBA Bank A/c No.
Stamp & Signature of SCSB Branch
Received from Mr./Ms.
Telephone / Mobile
Email

TEAR HERE

XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Additional Amount Paid (₹)			

ASBA Bank A/c No.
Bank & Branch
Stamp & Signature of Broker / SCSB / DP / RTA
Name of Sole / First Bidder
Acknowledgement Slip for Bidder
Bid cum Application Form No.

TEAR HERE
PLEASE FILL IN BLOCK LETTERS

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT AND DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT

Bidders/Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 FIELD 4 AND 5: BID OPTIONS REVISION 'FROM' AND 'TO'

(a) Apart from mentioning the revised options in the Revision Form, the Bidder/Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder/Applicant has Bid for three options in the Bid cum Application Form and such Bidder/Applicant is changing only one of the options in the Revision Form, the Bidder/Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The Designated Intermediaries may not accept incomplete or inaccurate Revision Forms.

(b) In case of revision, Bid options should be provided by Bidders/Applicants in the same order as provided in the Bid cum Application Form.

(c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Bidders/Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹ 200,000 (₹ 500,000 in case of Employees). In case the Bid Amount for any Bid by the RIIs exceeds ₹ 200,000 (₹ 500,000 in case of Employees) due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process.

(d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹ 200,000, (excluding the Bids by Employees under the Employee Reservation Portion) the Bid will be considered for allocation under the Non-Institutional Portion in terms of the RHP/Prospectus. If, however, the RII does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.

(e) In case of a downward revision in the Price Band, RIIs and Bids by Employees who have Bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked after finalisation of the basis of allotment.

4.2.3 FIELD 6: PAYMENT DETAILS

(a) All Bidders/Applicants are required to authorise that the full Bid Amount (less Discount (if applicable) is blocked in the ASBA Accounts. In case of Bidders/Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.

(b) Bidder/Applicant may issue instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Bidder/Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.

(c) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds ₹ 200,000 (excluding the Bids by Employees under the Employee Reservation Portion), the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the Bidder/Applicant does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the purpose of allotment, such that no additional payment is required from the Bidder/Applicant and the Bidder/Applicant is deemed to have approved such revised Bid at the Cut-off Price.

(d) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have Bid at the Cut-off Price, could either revise their Bid or the excess amount blocked at the time of Bidding may be unblocked after finalisation of the basis of allotment.

4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS

Bidders/Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

4.3.1 FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT AND DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.3.2 FIELD 4: PRICE, APPLICATION QUANTITY AND AMOUNT

(a) The Issuer may mention Price or Price band in the draft Prospectus. However a prospectus registered with RoC contains one price or coupon rate (as applicable).

(b) **Minimum Application Value and Bid Lot:** The Issuer, in consultation with the Lead Managers to the Offer (LM) may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000 to ₹ 15,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.

(c) Applications by RIIs, Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed ₹ 200,000 and applications by Employees must be for such number of shares so as to ensure that the application amount payable does not exceed ₹ 500,000.

(d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds ₹ 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.

(e) An application cannot be submitted for more than the Offer size.

(f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.

(g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or other SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

(h) Applicants are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple applications:

(i) All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds, Bids bearing the same PAN may be treated as multiple applications by a Bidder/Applicant and may be rejected.

(ii) For applications from Mutual Funds, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

(i) The following applications may not be treated as multiple Bids:

(i) Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.

(ii) Applications by Mutual Funds submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

(iii) Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Offer portion in public category.

4.3.3 FIELD NUMBER 5: CATEGORY OF APPLICANTS

(a) The categories of applicants identified as per the SEBI ICDR Regulations for the purpose of Bidding, allocation and allotment in the Offer are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

(b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations. For details of any reservations made in the Offer, applicants may refer to the Prospectus.

(c) The SEBI ICDR Regulations specify the allocation or allotment that may be made to various categories of applicants in the Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation applicant may refer to the Prospectus.

4.3.4 FIELD NUMBER 6: INVESTOR STATUS

Applicants should refer to instructions contained in paragraphs 4.1.6.

4.3.5 FIELD 7: PAYMENT DETAILS

(a) All Applicants (other than Anchor Investors) are required to make use of ASBA for applying in the Offer.

(b) Application Amount cannot be paid through cheques and demand drafts or in cash, through money order or through postal order or through stock invest.

4.3.5.1 Payment instructions for ASBA Applicants

Applicants should refer to instructions contained in paragraphs 4.1.7.2.

4.3.5.2 Unblocking of ASBA Account

Applicants should refer to instructions contained in paragraphs 4.1.7.2.1.

4.3.5.3 Discount (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Offer, applicants may refer to the Prospectus.

(c) The Applicants entitled to the applicable Discount in the Offer may authorise blocking of an amount i.e. the Application Amount less Discount (if applicable).

4.3.6 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS AND ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

Applicants should refer to instructions contained in paragraphs 4.1.8 and 4.1.9.

4.4 SUBMISSION OF BID CUM APPLICATION FORM/ REVISION FORM/APPLICATION FORM

4.4.1 Bidders/Applicants may submit completed ASBA Form / Revision Form in the following manner:-

Mode of Application	Submission of Bid cum Application Form
Application by Anchor Investors	To the BRLMs at the locations specified in the Anchor Investor Application Form
Applications by other Bidders	(a) To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres, or the RTA at the Designated RTA Location or the DP at the Designated CDP Locations. (b) To the Designated branches of the SCSBs

(a) Bidders/Applicants should submit the Revision Form to the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid.

(b) Upon submission of the ASBA Form, the Bidder/Applicant will be deemed to have authorised the Issuer to make the necessary changes in the RHP and the Bid cum Application Form as would be required for filing Prospectus with the Registrar of Companies (RoC) and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/Applicant.

(c) Upon determination of the Offer Price and registration of the Prospectus with the RoC, the ASBA Form will be considered as the application form.

SECTION 5: ISSUE PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Offer, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Offer Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations. The Offer Price is finalised after the Bid/ Offer Closing Date. Valid Bids received at or above the Offer Price are considered for allocation in the Offer, subject to applicable regulations and other terms and conditions.

5.1 SUBMISSION OF BIDS

(a) During the Bid/ Offer Period, Bidders/Applicants may approach the Designated Intermediaries to submit and register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the BRLMs to register their Bids.

(b) In case of Bidders/Applicants (excluding NIIs and QIBs) bidding at Cut-off Price, the Bidders/Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable).

(c) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform

Bidders/Applicants are requested to refer to the RHP.

5.2 ELECTRONIC REGISTRATION OF BIDS

(a) The Designated Intermediaries may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the Offer.

(b) On the Bid/ Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Draft Red Herring Prospectus and the Red Herring Prospectus.

(c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/ Allotment. The Designated Intermediaries are given up to one day after the Bid/ Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/ Offer Period after which the Stock Exchange(s) send the bid information to the Registrar for validation of the electronic bid details with the Depository's records.

5.3 BUILD UP OF THE BOOK

(a) Bids received from various Bidders/Applicants through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges" on a regular basis. The book gets built up at various price levels. This information may be available with the BRLMs at the end of the Bid/ Offer Period.

(b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the bidding centres during the Bid/ Offer Period.

5.4 WITHDRAWAL OF BIDS

(a) RIIs can withdraw their Bids until the Bid/ Offer Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

(b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account upon or after finalisation of the basis of allotment. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

5.5 REJECTION AND RESPONSIBILITY FOR UPLOAD OF BIDS

(a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to

    (i) the Bids accepted by the Designated Intermediaries,

    (ii) the Bids uploaded by the Designated Intermediaries, or

    (iii) the Bid cum application forms accepted but not uploaded by the Designated Intermediaries.

(b) The BRLMs and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.

(c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.

(d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) the BRLMs and their affiliate Syndicate Members (only in the specified locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.

(e) All bids by QIBs, NIIs and RIIs Bids can be rejected on technical grounds listed herein.

5.5.1 GROUNDS FOR TECHNICAL REJECTIONS

Bid cum Application Forms/Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to the Designated Intermediaries or at the time of finalisation of the Basis of Allotment. Bidders/Applicants are advised to note that the Bids/Applications are liable to be rejected, inter-alia, on the following grounds, which have been detailed at various placed in this GID:-

(a) Bid/Applications accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB;

(b) Bid/Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);

(c) Bids/Applications by OCBs;

(d) In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;

(e) In case of Bids/Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted along with the Bid cum application form;

(f) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

(g) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;

(h) DP ID and Client ID not mentioned in the Bid cum Application Form/Application Form;

(i) PAN not mentioned in the Bid cum Application Form/Application Form except for Bids/Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;

(j) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;

(k) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;

(l) Bids/Applications at a price less than the Floor Price and Bids/Applications at a price more than the Cap Price;

(m) Bids/Applications at Cut-off Price by NIIs and QIBs;

(n) The amounts mentioned in the Bid cum Application Form/Application Form do not tally with the amount payable for the value of the Equity Shares Bid/Applied for;

(o) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;

(p) Submission of more than five Bid cum Application Forms/Application Form through a single ASBA Account;

(q) Bids not uploaded in the Stock Exchanges bidding system

(r) Bids/Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the RHP;

(s) Multiple Bids/Applications as defined in this GID and the RHP/Prospectus;

(t) Bid cum Application Forms/Application Forms are not delivered by the Bidders/Applicants within the time prescribed as per the Bid cum Application Forms/Application Form, Bid/ Offer Opening Date advertisement and as per the instructions in the RHP and the Bid cum Application Forms;

(u) Inadequate funds in the bank account to block the Bid/Application Amount specified in the ASBA Form at the time of blocking such Bid/Application Amount in the bank account;

(v) Where no confirmation is received from SCSB for blocking of funds;

(w) Bids/Applications by Bidders (other than Anchor Investors) that are not submitted through ASBA process;

(x) ASBA Bids/Applications submitted to a Designated Intermediary at locations other than the Bidding Centres, submitted to the Escrow Collecting Banks (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the issuer or the Registrar to the Offer;

(y) Bids/Applications not uploaded on the terminals of the Stock Exchanges;

(z) Bids/Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form.

5.6 BASIS OF ALLOCATION

(a) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of Bidders/Applicants in the Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP / Prospectus. For details in relation to allocation, the Bidder/Applicant may refer to the RHP / Prospectus.

(b) Under-subscription in any category (except for the QIB Portion) is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Issuer in consultation with the BRLMs and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB category is not available for subscription to other categories.

(c) A Bid by an Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹ 200,000. In the event of under-subscription in the Employee Reservation Portion (post the initial allocation of up to ₹ 200,000 per Employee), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to such Employee not exceeding ₹ 500,000 (which shall be less the Employee Discount, if applicable). For further details on allocation in the event of an under-subscription applicable to the Issuer, Bidders/Applicants may refer to the RHP. In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Issuer, Bidders/Applicants may refer to the RHP.

(d) **Illustration of the Book Building and Price Discovery Process**

Bidders should *note that this example is solely for illustrative purposes and is not specific to the Offer; it also excludes bidding by Anchor Investors.*

Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹ 20 to ₹ 24 per share, Offer size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	**Bid Amount (*in* ₹)**	**Cumulative Quantity**	**Subscription (*in %*)**
500	24	500	16.67
1,000	23	1,500	50
1,500	22	3,000	100
2,000	21	5,000	166.67
2,500	20	7,500	250

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22 in the above example. The Issuer, in consultation with the BRLMs may finalise the Offer Price at or below such Cut-Off Price, i.e., at or below ₹ 22. All Bids at or above this Offer Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

(e) **Alternate Method of Book Building**

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of bidding ("Alternate Book Building Process").

The Issuer may specify the Floor Price in the RHP or advertise the Floor Price at least one Working Day prior to the Bid/ Offer Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIIs, NIIs and Employees are Allotted Equity Shares at the Floor Price and allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. As the Offer Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through a Designated Intermediary.

ASBA Applicants may submit an Application Form either in physical form to the Syndicate Members or Registered Brokers or the Designated Branches of the SCSBs or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only ("ASBA Account"). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/ Offer Opening Date.

In a fixed price Offer, allocation in the offer to the public category is made as follows: minimum fifty per cent to Retail Individual Bidders; and remaining to (i) individual investors other than Retail Individual Bidders; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Bidders/Applicants may refer to the relevant section the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The allotment of Equity Shares to Bidders/Applicants other than Retail Individual Bidders and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to RHP/Prospectus. No Retail Individual Bidder will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Bidders Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Offer (excluding any Offer for Sale of specified securities). However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 ALLOTMENT TO RIIs

Bids received from the RIIs at or above the Offer Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Offer Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Offer Price, then the maximum number of RIIs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot ("**Maximum RII Allottees**"). The Allotment to the RIIs will then be made in the following manner:

(a) In the event the number of RIIs who have submitted valid Bids in the Offer is equal to or less than Maximum RII Allottees, (i) all such RIIs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RIIs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).

(b) In the event the number of RIIs who have submitted valid Bids in the Offer is more than Maximum RII Allottees, the RIIs (in that category) who will then be allotted minimum Bid Lot shall be determined on the basis of draw of lots.

7.2 ALLOTMENT TO NIIs

Bids received from NIIs at or above the Offer Price may be grouped together to determine the total demand under this category. The allotment to all successful NIIs may be made at or above the Offer Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Offer Price, full allotment may be made to NIIs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Offer Price, allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs bidding in the QIB Category (net of Anchor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner:

(a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Category; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full allotment to the extent of valid Bids received above the Offer Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for allotment to all QIBs as set out at paragraph 7.4(b) below;

(b) In the second instance, allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Offer Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

7.4 ALLOTMENT TO ANCHOR INVESTORS (IF APPLICABLE)

(a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Offer Price will be at the discretion of the Issuer, in consultation with the BRLMs, subject to compliance with the following requirements:

  (i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;

  (ii) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and

  (iii) allocation to Anchor Investors shall be on a discretionary basis and subject to:

  - a maximum number of two Anchor Investors for allocation up to ₹ 10 crores;
  - a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 10 crores and up to ₹ 250 crores subject to minimum allotment of ₹ 5 crores per such Anchor Investor; and
  - a minimum number of five Anchor Investors and maximum number of 25 Anchor Investors for allocation of more than ₹ 250 crores subject to minimum allotment of ₹ 5 crores per such Anchor Investor.

(b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLMs, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

(c) **In the event that the Offer Price is higher than the Anchor Investor Offer Price:** Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Anchor Investor Offer Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

(d) **In the event the Offer Price is lower than the Anchor Investor Offer Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIIs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Offer being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

(a) Bidders may be categorised according to the number of Equity Shares applied for;

(b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;

(c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;

(d) In all Bids where the proportionate allotment is less than the minimum bid lot decided per Bidder, the allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;

(e) If the proportionate allotment to a Bidder is a number that is more than the minimum Bid Lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all bidders in such categories may be arrived at after such rounding off; and

(f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

(a) **Designated Date:** On the Designated Date, the Escrow Collection Bank shall transfer the funds represented by allocation of Equity Shares to Anchor Investors from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Offer Account with the Bankers to the Offer. The balance amount after transfer to the Public Offer Account shall be transferred to the Refund Account. Payments of refund to the Bidders applying in the Anchor Investor Portion shall also be made from the Refund Account as per the terms of the Escrow Agreement and the RHP. On the Designated Date, the Registrar to the Offer shall instruct the SCSBs to unblock funds represented by allocation of Equity Shares from ASBA Accounts into the Public Offer Account.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders/Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Offer.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/Applicants who have been Allotted Equity Shares in the Offer.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Bidders/Applicants Depository Account will be completed within six Working Days of the Bid/ Issue Closing Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING AND COMMENCEMENT OF TRADING

The Issuer shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within six Working Days of the Bid/ Offer Closing Date. The Registrar to the Offer may initiate corporate action for credit to Equity Shares the beneficiary account with the Depositories, and dispatch the Allotment Advice within six Working Days of the Bid/ Offer Closing Date.

If there is a delay beyond the prescribed time after the Issuer becomes liable to pay the amount received from Bidders, then the Issuer and every director of the Issuer who is an officer in default may on and from expiry of 15 Working Days, be jointly and severally liable to repay the money, with interest at rates prescribed under applicable law.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in RHP/Prospectus. The Designated Stock Exchange may be as disclosed in the RHP/Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) and obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Issuer may be punishable with a fine which shall not be less than five lakh rupees but which may extend to fifty lakh rupees and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than fifty thousand rupees but which may extend to three lakh rupees, or with both.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith take steps to refund, without interest, all moneys received from the Bidders/Applicants in pursuance of the RHP/Prospectus.

8.2.2 NON RECEIPT OF MINIMUM SUBSCIPTION

If the Issuer does not receive a minimum subscription of 90% of the Offer (excluding any offer for sale of specified securities), including devolvement to the Underwriters, the Issuer may forthwith, without interest take steps to unblock the entire subscription amount received within six Working Days of the Bid/ Offer Closing Date and repay, without interest, all subscription amounts received from Anchor Investors. In case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

If such money is not refunded to the Bidders/Applicants within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the RHP/Prospectus.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING

In case an Issuer not eligible under Regulation 26(1) of the SEBI ICDR Regulations comes for an Offer under Regulation 26(2) of SEBI (ICDR) Regulations, 2009 but fails to allot at least 75% of the Offer to QIBs, in such case full subscription money is to be refunded.

8.3 MODE OF REFUND

(a) **In case of ASBA Bids:** Within six Working Days of the Bid/ Offer Closing Date, the Registrar to the Offer may give instructions to SCSBs for unblocking the amount in ASBA Accounts of unsuccessful Bidders and also for any excess amount blocked on Bidding/Application.

(b) **In case of Anchor Investors:** Within six Working Days of the Bid/ Offer Closing Date may dispatch refunds for all amounts payable to unsuccessful Anchor Investors.

(c) In case of Anchor Investors, the Registrar to the Offer may obtain from the Depositories the Bidders/Applicants" bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Anchor Investor Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their DPs. Failure to do so may result in delays in dispatch of refunds orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Anchor Investors" sole risk and neither the Issuer, the Selling Shareholder, the Registrar to the Offer, the Escrow Collection Bank, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

(d) In the case of Bids from Eligible NRI Bidders and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Issuer and the Selling Shareholder may not be responsible for loss, if any, incurred by the Bidder/Applicant on account of conversion of foreign currency.

8.3.1 Electronic modes of making refunds to Anchor Investors

The payment of refund to Anchor Investors, if any, may be done through various modes as mentioned below:

(a) **NACH—** National Automated Clearing House which is a consolidated system of ECS. Payment of refund would be done through NACH for Bidders/Applicants having an account at any of the centres specified by the RBI where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Bidders/Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where the Bidder/Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS;

(b) **NEFT—** Payment of refund may be undertaken through NEFT wherever the branch of the Anchor Investor's bank is NEFT enabled and has been assigned the Indian Financial System Code **("IFSC"),** which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Anchor Investors have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Anchor Investors through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

(c) **Direct Credit—** Anchor Investors having their bank account with the Refund Banks may be eligible to receive refunds, if any, through direct credit to such bank account; and

(d) **RTGS—** Anchor Investors having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS; and

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres etc, Anchor Investors may refer to RHP/Prospectus.

Please note that refunds through the abovementioned modes shall be credited only to the bank account from which the Bid Amount was remitted by the Anchor Investor to the Escrow Collection Bank.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at rates prescribed under applicable laws if refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to Bidders/Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the six Working days of the Bid/Issue Closing Date.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or *regulation as amended from time to time. In case of inconsistency in the description of a term mentioned below and the description ascribed to such term in other section of this Draft Red Herring Prospectus, the description as ascribed to such term in the in the other section of this Draft Red Herring Prospectus shall prevail.*

Term	Description
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Offer to successful Bidders/Applicants
Allottee	A Bidder/Applicant to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBI ICDR Regulations.
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Allotment in terms of the Red Herring Prospectus and Prospectus.
Escrow Account	An account opened with the Escrow Collection Bank and in whose favour the Anchor Investors may transfer money through NEFT/RTGS/direct credit in respect of the Bid Amount when submitting a Bid
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by the Issuer, in consultation with the BRLMs, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application Supported by Blocked Amount/ (ASBA)/ASBA	An application, whether physical or electronic, used by Bidders/Applicants to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
Application Supported by Blocked Amount Form/ASBA Form	An application from, whether physical or electronic, used by Bidders/Applicants, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the Bidder/Applicant
Bidder/Applicant	Prospective Bidders/Applicants in the Offer who Bid/apply through ASBA
Banker(s) to the Offer/ Escrow Collection Bank(s)/ Collecting Banker	The banks which are clearing members and registered with SEBI as Banker to the Offer with whom the Escrow Account may be opened, and as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/Applicants under the Offer
Bid	An indication to make an offer during the Bid/ Offer Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bidding Date by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder upon submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount.
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid /Offer Closing Date	Except in the case of Anchor Investors (if applicable), the date after which the Designated Intermediaries may not accept any Bids for the Offer, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/bidders may refer to the RHP/Prospectus for the Bid/ Offer Closing Date
Bid/ Offer Opening Date	The date on which the Designated Intermediaries may start accepting Bids for the Offer, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/bidders may refer to the RHP/Prospectus for the Bid/ Offer Opening Date
Bid/ Offer Period	Except in the case of Anchor Investors (if applicable), the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date inclusive of both days and during which prospective Bidders/Applicants (other than Anchor Investors) can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/ Offer Period for QIBs one working day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations. Applicants/bidders may refer to the RHP/Prospectus for the Bid/ Offer Period

Term	Description
Bidder/Applicant	Any prospective investor who makes a Bid pursuant to the terms of the RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicant should be construed to mean a Bidder/Applicant
Book Built Process/ Book Building Process/ Book Building Method	The book building process as provided under SEBI ICDR Regulations in terms of which the Offer is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/Applicants can submit the Bid cum Application Forms/Application Form to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
BOOK RUNNING LEAD MANAGERS/ BRLMs/ Book Running Lead Managers/ Lead Managers/ LMs	The BOOK RUNNING LEAD MANAGERS/ Book Running Lead Managers to the Offer as disclosed in the RHP/Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Managers/ Book Running Lead Managers should be construed to mean the Lead Managers or LMs
Business Day	Monday to Friday (except public holidays)
CAN/Confirmation of Allotment Note	Note or intimation of allocation of Equity Shares sent to each Anchor Investor who have been allocated Equity Shares after the Anchor Investor Bidding Date.
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price may not be finalised and above which no Bids may be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Category III FPI	FPIs who are registered as “Category III foreign portfolio investors” under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
Collecting Depository Participant(s) or CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Companies Act	The Companies Act, 1956 or the Companies Act, 2013, as the context requires.
Cut-off Price	Offer Price, finalised by the Issuer, in consultation with the BRLMs, which can be any price within the Price Band. Only RIIs, Retail Individual Shareholders and Employees are entitled to Bid at the Cut-off Price. No other category of Bidders/Applicants are entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant’s Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Bidders/Applicants including the Bidder/Applicant’s address, name of the Applicant’s father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by Bidders/Applicants (other than Anchor Investors) and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Designated CDP Locations	Such locations where Bidders can submit the ASBA Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Offer Account in terms of the Red Herring Prospectus or the amounts blocked by the SCSBs are transferred from the ASBA Accounts of successful Allottees to the Public Offer Account, following which the board of directors may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale.
Designated Intermediaries	The Syndicate, Sub-Syndicate Members/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorised to collect ASBA Forms from the Bidders, in relation to the Offer
Designated RTA Locations	Such locations where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Stock Exchange	The designated stock exchange as disclosed in the RHP/Prospectus of the Issuer
Discount	Discount to the Offer Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price

Term	Description
	or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the Promoter and immediate relatives of the promoter. For further details Bidder/Applicant may refer to the RHP/Prospectus
Equity Shares	Equity shares of the Issuer
Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Offer, the Book Running Lead Managers, the Escrow Collection Banks and the Refund Banks for collection of the Bid Amounts from Anchor Investors and remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof
Escrow Collection Bank(s)	Refer to definition of Banker(s) to the Offer
FCNR Account	Foreign Currency Non-Resident Account
First Bidder/Applicant	The Bidder/Applicant whose name appears first in the Bid cum Application Form or Revision Form
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations
Floor Price	The lower end of the Price Band, at or above which the Offer Price and the Anchor Investor Offer Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPI	Foreign portfolio investor registered under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable
Offer Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Offer Price may be decided by the Issuer in consultation with the Book Running Lead Managers.
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5% of the QIB Portion (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the RHP/Prospectus and Bid cum Application Form
NACH	National Automated Clearing House which is a consolidated system of ECS. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.
NEFT	National Electronic Fund Transfer
Net Offer	The Offer less reservation portion
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Non-Institutional Investors or NIIs	All Bidders/Applicants, including Category III FPIs that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRI Bidders)
Non-Institutional Category	The portion of the Offer being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the RHP/Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRI Bidders,

Term	Description
	FVCIs registered with SEBI and FPIs
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Offer	Public issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the RHP/Prospectus through an offer for sale by the Selling Shareholder
Offer Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted to Bidders other than Anchor Investors, in terms of the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price The Offer Price may be decided by the Issuer, in consultation with the Book Running Lead Managers
Other Investors	Investors other than Retail Individual Bidders in a Fixed Price Issue. These include individual applicants other than Retail Individual Bidders and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Offer may be decided by the Issuer, in consultation with the Book Running Lead Managers and advertised, at least five working days in case of an IPO and one working day in case of FPO, prior to the Bid/ Offer Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation.
Pricing Date	The date on which the Issuer, in consultation with the Book Running Lead Managers, finalise the Offer Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 after the Pricing Date, containing the Offer Price ,the size of the Offer and certain other information
Public Offer Account	A bank account opened with the Banker to the Offer to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
QIB Portion	The portion of the Offer being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations
RTGS	Real Time Gross Settlement
Red Herring Prospectus/ RHP	The red herring prospectus issued in accordance with Section 32 of the Companies Act, 2013 which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Offer. The RHP may be filed with the RoC at least three days before the Bid/ Offer Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds to Bidders of the whole or part of the Bid Amount may be made.
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Refunds through electronic transfer of funds	Refunds through NACH, Direct Credit, NEFT, RTGS or ASBA, as applicable
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Offer/RTI	The Registrar to the Offer as disclosed in the RHP/Prospectus and Bid cum Application Form
Retail Individual Bidders/ Retail Individual Investors / RIIs	Investors who applies or bids for a value of not more than ₹ 200,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹ 200,000.
Retail Category	The portion of the Offer being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum bid lot, subject to availability in RII category and the remaining

Term	Description
	shares to be allotted on proportionate basis.
Revision Form	The form used by the Bidders in an issue through Book Building process to modify the quantity of Equity Shares and/or bid price indicates therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Specified Locations	Refer to definition of Broker Centres
Stock Exchanges/ SE	The stock exchanges as disclosed in the RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Offer are proposed to be listed
Syndicate	The Book Running Lead Managers, and the Syndicate Member(s)
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of ASBA Forms by Syndicate Members
Syndicate Member(s)/SM	The Syndicate Member(s) as disclosed in the RHP/Prospectus
Underwriters	The Book Running Lead Managers and the Syndicate Member(s)
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date
Working Day	Working Day" means all days, other than the second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business; provided however, with reference to the time period between (a) announcement of Price Band; and (b) Bid/ Offer Period, "Working Day" shall mean all days, excluding all Saturdays, Sundays or a public holiday, on which commercial banks in Mumbai are open for business; and with reference to the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is governed by the provisions of the FEMA Regulations. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made. The DIPP makes policy announcements on FDI through press notes and press releases which are notified by the RBI as amendments to the FEMA Regulations. In case of any conflict, the FEMA Regulations prevail. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The consolidated FDI policy circular of 2017, dated August 28, 2017 issued by the DIPP ("**FDI Circular**") consolidates the policy framework which was in force as on August 28, 2017. Further, the FDI Circular consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP. As per the FDI Circular the cap for foreign investment in an insurance company is 49%. Further, the FDI Circular allows foreign investment (including by FPIs) of up to 49% under the automatic route subject to verification by the IRDAI.

Further, the Insurance Regulatory and Development Authority (Registration of Indian Insurance Companies) Regulations, 2000, provides for calculation of shareholding of foreign investors in an insurer to be the aggregate of the quantum of paid up equity share capital held by the foreign investors (including foreign venture capital investors) in the insurer and the proportion of the paid up equity share capital held or controlled by such foreign investor(s) either by itself or through its subsidiary companies in the Indian promoter(s) or Indian investor(s) of the insurer, unless the Indian promoter or investor is a banking company other than foreign bank (or a branch of a foreign bank functioning in India) or a public financial institution.

Additionally, the Foreign Investment Rules also permit total foreign investment up to 49% of the paid up equity capital of Indian insurance companies, under the automatic route while ensuring that its ownership and control remains at all times in the hands of resident Indian entities as determined by Department of Financial Services, Government of India and the IRDAI.

Transfer of shares between an Indian resident and a non-resident does not require the prior approval of the Government of India or the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Circular and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Circular; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI and the RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act, 1933 ("U.S. Securities Act") or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act), pursuant to the private placement exemption set out in Section 4(a) of the U.S. Securities Act.

The above information is given for the benefit of the Bidders. Our Company, the GCBRLMs and BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Pursuant to the Companies Act and the SEBI ICDR Regulations the main provisions of our Articles of Association relating to, among others, voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures are detailed below. Please note that each provision herein below is numbered as per the corresponding article number in our Articles and capitalised/defined terms herein have the same meaning given to them in our Articles. Subject to our Articles, any words or expression defined in the Companies Act, 2013 shall, except so where the subject or context forbids; bear the same meaning in these Articles.

ARTICLE		PARTICULARS	
SHARE CAPITAL AND VARIATION OF RIGHTS			
3.		Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions, either at a premium or at par and at such time as they may from time to time think fit.	Shares under control of Board
4.		Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be. Provided that the option or right to call shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.	Directors may allot shares otherwise than for cash
5.		The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:	Kinds of share capital
	(a)	Equity share capital: (i) with voting rights; and / or (ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and	
	(b)	Preference share capital	
9.		The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.	Provisions as to issue of certificates to apply mutatis mutandis to debentures, etc.
11.	(1)	If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.	Variation of members' rights
	(2)	To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that necessary quorum shall be at least two persons holding issued shares of the class in question.	Provisions as to general meetings to apply mutatis mutandis to each meeting
12.		The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.	Issue of further shares not to affect rights of existing members
13.		Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.	Power to issue redeemable preference shares

Article		Particulars	
14.	(1)	The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to – (a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or (b) employees under any scheme of employees' stock option; or (c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.	Further issue of share capital
	(2)	A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer, private placement or otherwise, subject to and in accordance with the Act and the Rules.	Mode of further issue of shares
LEIN			
16.	(1)	The Company shall have a first and paramount lien – (a) on every share/debenture (not being a fully paid-up share/debenture), standing registered in the name of a member/debenture holder for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share/debenture provided that with respect to partly paid up shares/debentures, the Company's lien shall be restricted to monies called or payable at a fixed time in respect of such shares/debentures; and Provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.	Company's lien on shares/debentures
	(2)	The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.	Lien to extend to dividends, etc.
	(3)	Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien.	Waiver of lien in case of registration
17.		The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien: Provided that no sale shall be made – (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.	As to enforcing lien by sale
18.	(1)	To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.	Validity of sale
	(2)	The purchaser shall be registered as the holder of the shares comprised in any such transfer.	Purchaser to be registered holder
	(3)	The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.	Validity of Company's receipt
	(4)	The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.	Purchaser not affected
19.	(1)	The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.	Application of proceeds of sale
	(2)	The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.	Payment of residual money

Article	Particulars		
20.		In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.	Outsider's lien not to affect Company's lien
21.		The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.	Provisions as to lien to apply *mutatis mutandis* to debentures, etc.
CALLS ON SHARES			
24.	(1)	The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.	Board may make calls
	(2)	Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.	Notice of call
	(3)	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.	Board may extend time for payment
	(4)	A call may be revoked or postponed at the discretion of the Board.	Revocation or postponement of call
25.		A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by installments.	Call to take effect from date of resolution
26.		The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.	Liability of joint holders of shares
30.		If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments, then every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.	Installments on shares to be duly paid
31.		All calls shall be made on a uniform basis on all shares falling under the same class. *Explanation:* Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.	Calls on shares of same class to be on uniform basis
32.		There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.	No forfeiture of unclaimed dividends
33.		Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.	Partial payment not to preclude forfeiture
34.		The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.	Provisions as to calls to apply mutatis mutandis to debentures, etc.
TRANSFER OF SHARES			
35.	(1)	The instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and transferee.	Instrument of transfer to be executed by transferor and transferee
	(2)	The transferor shall be deemed to remain a holder of the share until the name of the	

ARTICLE	PARTICULARS		
		transferee is entered in the register of members in respect thereof.	
36.	A common form of transfer shall be used. The instrument of transfer shall be in writing and all provisions of Section 56 of the Companies Act, 2013, and statutory modification thereof for the time being shall be duly compiled with in respect of all transfer of shares and registration thereof. The Board may, subject to the right of appeal conferred by the Act decline to register – (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or (b) any transfer of shares on which the Company has a lien.		Board may refuse to register transfer
38.	In case of shares held in physical form, the Board may decline to recognise any instrument of transfer unless – (a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act; (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (c) the instrument of transfer is in respect of only one class of shares.		Board may decline to recognize instrument of transfer
39.	On giving previous notice in accordance with the Act and Rules made thereunder or other provisions of law, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine. Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty five days in the aggregate in any year, unless permissible under the applicable provisions of law.		Transfer of shares when suspended
40.	The registration of a transfer shall not be refused on the grounds of the transferor being either alone or jointly with any other person indebted to the Company on any account in any manner whatsoever except as lien on the shares. The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.		Provisions as to transfer of shares to apply mutatis mutandis to debentures, etc.
42.	No transfer beyond the limits specified in Section 6A of the Insurance Act 1938 shall be registered without the prior approval of the IRDAI and subject to any directions issued by the IRDAI in this regard.		
TRANSMISSION OF SHARES			
44.	(1)	Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either – (a) to be registered himself as holder of the share; or (b) to make such transfer of the share as the deceased or insolvent member could have made. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.	Transmission clause
	(2)	The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.	Board's right unaffected
	(3)	The Company shall be fully indemnified by such person from all liability, if any, arising out of actions taken by the Board to give effect to such registration or transfer.	Indemnity to the Company
45.	(1)	If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.	Right to election of holder of share

ARTICLE	PARTICULARS		
	(2)	If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.	Manner of testifying election
	(3)	All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.	Limitations applicable to notice
46.	A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.		Claimant to be entitled to same advantage
47.	The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures of the Company.		Provisions as to transmission to apply mutatis mutandis to debentures, etc.
FORFEITURE OF SHARES			
48.	If a member fails to pay any call, or installment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or installment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.		If call or installment not paid notice must be given
49.	The notice aforesaid shall: (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.		Form of notice
50.	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.		In default of payment of shares to be forfeited
51.	Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.		Receipt of part amount or grant of indulgence not to affect forfeiture
52.	When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.		Entry of forfeiture in register of members
53.	The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.		Effect of forfeiture
54.	(1)	A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit.	Forfeited shares may be sold, etc.
	(2)	At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the	Cancellation of

Article		Particulars	
		forfeiture on such terms as it thinks fit.	forfeiture
55.	(1)	A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.	Members still liable to pay money owing at the time of forfeiture
	(2)	All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.	Member still liable to pay money owing at time of forfeiture and interest
	(3)	The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.	Cessation of liability
56.	(1)	A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;	Certificate of forfeiture
	(2)	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;	Title of purchaser and transferee of forfeited shares
	(3)	The transferee shall thereupon be registered as the holder of the share; and	Transferee to be registered as holder
	(4)	The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.	Transferee not affected
57.	Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.		Validity of sales
ALTERATION OF CAPITAL			
62.	Subject to the provisions of the Act, the Company may, by ordinary resolution – (a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient; (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; (e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.		Power to alter share capital
63.	Where shares are converted into stock: (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose; (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in		Shares may be converted into stock Right of stockholders

Article	Particulars	
	shares, have conferred that privilege or advantage; (c) such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder”/“member” shall include “stock” and “stock-holder” respectively.	
64.	The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, — (a) its share capital; and/or (b) any capital redemption reserve account; and/or (c) any securities premium account; and/or (d) any other reserve in the nature of share capital.	Reduction of capital
JOINT HOLDERS		
65.	(a) Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:	Joint-holders
	(b) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or installments and other payments which ought to be made in respect of such share.	Liability of Joint holders
	(c) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.	Death of one or more joint-holders
	(d) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.	Receipt of one sufficient
	(e) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed to be service on all the joint-holders.	Delivery of certificate and giving of notice to first named holder
	(f) i. Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.	Vote of joint holders
	ii. Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.	Executors or administrators as joint holders
	The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.	Provisions as to joint holders as to shares to apply mutatis mutandis to debentures, etc.
CAPITALISATION OF PROFITS		
66.	(1) The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve — (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.	Capitalisation
	(2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) below, either in or towards: (a) paying up any amounts for the time being unpaid on any shares held by such members respectively; (b) paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; (c) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause	Sum how applied

Article		Particulars	
		(B).	
	(3)	A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;	
	(4)	The Board shall give effect to the resolution passed by the Company in pursuance of this Article.	
BUY-BACK OF SHARES			
68.	Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.		Buy-back of shares
GENERAL MEETINGS			
69.	All general meetings other than annual general meeting shall be called extraordinary general meeting.		
70.	The Board may, whenever it thinks fit, call an extraordinary general meeting.		
PROCEEDINGS AT GENERAL MEETINGS			
71.	(1)	No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.	Presence of quorum
	(2)	No business shall be discussed or transacted at any general meeting except election of Chairman whilst the chair is vacant.	Business confined to election of chairman whilst chair vacant
	(3)	The quorum for a general meeting shall be as provided in the Act.	Quorum for general meeting
72.	The Chairman of the Board shall preside as the Chairman at every general meeting of the Company. In absence of the Chairman, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairman of the meeting, the Vice-Chairman of the Board, shall preside as Chairman of the meeting.		Chairman of the General meetings
73.	If there is no Chairman or Vice Chairman, or none of them are present within fifteen minutes after the time appointed for holding the meeting, or are unwilling to act as Chairman of the meeting, the directors present shall elect one of their members to be the Chairman of the meeting.		Directors to elect a Chairman
74.	If at any meeting no Director is willing to act as Chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be the Chairman of the meeting. No business shall be discussed at any General Meeting except the election of a Chairman while the chair is vacant.		Members to elect a Chairman
75.	(1)	On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairman shall have a second or casting vote.	Casting vote of Chairman at general meeting
	(2)	The Chairman of any Meeting shall be the sole judge of the validity of every vote tendered at such Meeting. The Chairman present at the taking of a poll shall be in the sole judge of the validity of every vote tendered at such poll.	Chairman to judge validity of votes
	(3)	The Members shall exercise their voting rights to ensure that the Act and/or these Articles are implemented and acted upon by the Members, and by the Company and to prevent the taking of any action by the Company or by any Member, which is contrary to or with a view or intention to evade or defeat the terms as contained in these Articles.	Exercise of Voting Rights by Members
77.	(1)	The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall: (a) be kept at the registered office of the Company; and (b) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.	Inspection of minute books of general meeting
	(2)	Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of	Members may obtain copy of

ARTICLE	PARTICULARS		
		such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (1) above.	minutes
ADJOURNEMENT OF MEETING			
79.	(1)	The Chairman may, suo motu, adjourn the meeting from time to time and from place to place.	Chairman may adjourn the meeting
	(2)	No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.	Business at adjourned meeting
	(3)	When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.	Notice of adjourned meeting
	(4)	Save as aforesaid, and save as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.	Notice of adjourned meeting not required
VOTING RIGHTS			
80.	Subject to any rights or restrictions for the time being attached to any class or classes of shares - (a) on a show of hands, every member present in person shall have one vote; and (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.		
81.	A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.		Voting through electronic means
82.	(1)	In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.	Vote of joint holders
	(2)	For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	Seniority of names
83.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.		How members *non compos mentis* and minor may vote
84.	Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.		Votes in respect of shares of deceased or insolvent members, etc.
85.	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.		Business may proceed pending poll
86.	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of lien.		Restriction on voting rights
87.	A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.		Restriction on exercise of voting rights in other cases to be void
88.	Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.		Equal rights of members
PROXY			
89.	(1)	Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.	Member may vote in person or otherwise
	(2)	The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding	Proxies when to be deposited

ARTICLE	PARTICULARS		
		the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.	
BOARD OF DIRECTORS			
92.	Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (fifteen).		
93.	The Board shall have power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.		Director not liable to retire by rotation
94.	(1)	The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.	Remuneration of directors
	(2)	The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by a resolution passed by the Members.	Remuneration to require members' consent
	(3)	In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them— (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or (b) in connection with the business of the Company.	Travelling and other expenses
96.	(1)	Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.	Appointment of additional directors
	(2)	Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.	Duration of office of additional director
97.	(1)	The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.	Appointment of alternate director
	(2)	An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.	
	(3)	If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.	Re-appointment provisions applicable to Original Director
	(4)	If it is provided by a Trust Deed or any other document, securing or otherwise, in connection with any issue of Debentures of the Company, that any Person/ Lender or Persons/ Lenders shall have power to nominate a Director of the Company, then in the case of any and every such issue of Debentures, the Person/ Lender or Persons/ Lenders having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to a Debenture Director. A Debenture Director may be removed from office at any time by the Person/ Lender or Persons/ Lenders in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place.	Debenture Directors
	(5)	Any deed for securing loans by the Company from financial corporations may be so arranged to provide for the appointment from time to time by the lending financial corporation of some person or persons to be a director or directors of the Company and may empower such lending financial corporation from time to time to remove and re-appoint any Director so appointed. A Director appointed under this Article is herein referred as "Nominee Director" and the term "Nominee Director" means any director for time being in office under this Article. The deed aforesaid may contain ancillary provisions as may be arranged between the Company and the lending corporation and all	Nominee Director

Article	Particulars		
		such provisions shall have effect notwithstanding any of the other provisions herein contained.	
98.	(1)	If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.	Appointment of director to fill a casual vacancy
	(2)	The director so appointed shall hold office only up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated.	Duration of office of Director appointed to fill casual vacancy
POWERS OF THE BOARD			
99.	The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.		General powers of the Company vested in Board
100.	All the Directors shall exercise their voting rights to ensure that these Articles are implemented and acted upon by them to prevent the taking of any action by the Company or by any Member, which is contrary to or with a view or intention to evade or defeat the terms as contained in these Articles.		Exercise of voting rights by directors
PROCEEDINGS OF THE BOARD			
101.	(1)	The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.	When meeting to be convened
	(2)	The Chairman or any one Director with the previous consent of the Chairman may, or the Company Secretary on the direction of the Chairman shall, at any time, summon a meeting of the Board.	Who may summon board meeting
	(3)	The quorum for a Board meeting shall be as provided in the Act.	Quorum for Board Meetings
	(4)	The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.	Participation at board meetings
102.	(1)	Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.	Questions at Board meeting how decided
	(2)	In case of an equality of votes, the Chairman of the Board if any shall have a second or casting vote.	Casting vote of Chairman at Board meeting
108.	Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.		Passing of resolution by circulation
CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER			
109.	(a) Subject to the provisions of the Act, - A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.		Chief Executive Officer, etc.
	(b) The same individual, at the same time, may be appointed as a director as well as the chief		Director may be

Article	Particulars		
	executive officer, manager, company secretary, chief financial officer or as any other key managerial person (KMP) of the company.		KMP, etc.
REGISTERS			
110.	The Company shall keep and maintain at its registered office or at such other place as may be decided by the Board, all statutory registers namely, register of charges, register of members, annual return, register of debenture holders, register of any other security holders, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules, as well as the register and index of beneficial owners in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of shares held in dematerialised forms in any medium as may be permitted by law including in any form of electronic medium. The Company shall be entitled to keep in any country outside India a branch register of beneficial owners residing outside India. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.		Statutory registers
DIVIDENDS AND RESERVE			
113.	The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.		Company in general meeting may declare dividends
114.	Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.		Interim dividends
115.	(1)	The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.	Dividends only to be paid out of profits
	(2)	The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	Carry forward of profits
116.	(1)	Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.	Division of profits
	(2)	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.	Payments in advance
	(3)	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.	Dividends to be apportioned
ACCOUNTS			
122.	(1)	The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.	Inspection by Directors
	(2)	No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorised by the Board.	Restriction on inspection by members
WINDING UP			
123.	Subject to the applicable provisions of the Act and the Rules made thereunder - (a) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the		Winding up of Company

ARTICLE	PARTICULARS	
	members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not. (b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. (c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.	
INDEMNITY AND INSURANCE		
124.	(a) Subject to the provisions of the Act, every director, managing director, whole-time director, manager, chief executive officer, chief financial officer, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, chief executive officer, chief financial officer, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, chief executive officer, chief financial officer, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses. (b) Subject as aforesaid, every director, managing director, manager, chief executive officer, chief financial officer, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favor or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court. (c) The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.	Directors and officers right to indemnity Insurance
GENERAL POWER		
125.	Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.	

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of this Draft Red Herring Prospectus) which are or may be deemed material have been entered or to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus, and Prospectus, delivered to the Registrar of Companies for registration and also the documents for inspection referred to hereunder, may be inspected at our Registered Office from 10.00 am to 4.00 pm on Working Days from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date, except for such contracts and documents that will be executed subsequent to the completion of the Bid/Offer Closing Date.

Material Contracts to the Offer

1. Offer Agreement among our Company, the Selling Shareholder and the GCBRLMs and BRLMs dated October 9, 2017.

2. Registrar Agreement among our Company, the Selling Shareholder and Registrar to the Offer dated October 6, 2017.

3. Escrow Agreement dated [●] among our Company, the Selling Shareholder, the GCBRLMs and BRLMs, the Escrow Collection Bank(s), Public Offer Account Bank(s), Refund Bank(s) and the Registrar to the Offer.

4. Share Escrow Agreement dated [●] between the Company, the Selling Shareholder and the Share Escrow Agent.

5. Syndicate Agreement dated [●] among our Company, the Selling Shareholder, the GCBRLMs and BRLMs and the Syndicate Members.

6. Underwriting Agreement dated [●] among our Company, the Selling Shareholder, the GCBRLMs and BRLMs and the Syndicate Members.

7. Agreement dated March 19, 2001 among NSDL, our Company and the Registrar to the Offer.

8. Agreement dated September 8, 2017 among CDSL, our Company and the Registrar to the Offer.

Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company as amended from time to time.

2. Our certificate of incorporation dated August 17, 2000 and certificate of incorporation dated October 12, 2000 consequent to change of our name.

3. Certificate for commencement of business dated November 17, 2000, issued to our Company.

4. Approval from IRDAI dated October 23, 2000 to carry on the business of insurance.

5. Resolution of the Board of Directors dated September 8, 2017, authorising the Offer.

6. Resolution of the Shareholders dated September 11, 2017, under section 62(1)(c) of the Companies Act, 2013 authorising the Offer.

7. Resolutions of the Board of Directors dated October 6, 2017, taking on record the Offer for Sale and, approving this Draft Red Herring Prospectus, respectively.

8. Resolution of the IPO Committee dated October 9, 2017, approving this Draft Red Herring Prospectus.

9. Consent letters/ authorisation of the board of directors of the Selling Shareholder for participation in the Offer for Sale.

10. Copies of auditor's reports of our Company in respect of our audited financial statements for Fiscal Years 2013, 2014, 2015, 2016, 2017 and the quarter ended June 30, 2017.

11. Copies of annual reports of our Company for Fiscal Years 2013, 2014, 2015, 2016 and 2017.

12. Examination reports of our Joint Statutory Auditors dated October 6, 2017 on the Restated Financial Information included in this Draft Red Herring Prospectus.

13. Statement of special tax benefits from Pathak H.D. & Associates, Chartered Accountants, dated October 6, 2017.

14. Industry report titled "Indian General Insurance Industry – Overview" dated October 4, 2017, prepared by ICRA.

15. Written consent of our Joint Statutory Auditors to include their name as required under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of the Companies Act, 2013 in respect of their report dated October 6, 2017, on the Restated Financial Information.

    A written consent under the provisions of the Companies Act, 2013 is different from a consent filed with the U.S. Securities and Exchange Commission under Section 7 of the Securities Act which is applicable only to transactions involving securities registered under the Securities Act. As the Equity Shares are proposed to be offered as a part of an initial public offering in India and the Equity Shares have not been and will not be registered under the Securities Act, the Joint Statutory Auditors have not given consent under Section 7 of the Securities Act. In this regard, the Joint Statutory Auditors have given consent to be referred to as experts in this Draft Red Herring Prospectus in accordance with the requirements of the Companies Act, 2013. The term experts as used in this Draft Red Herring Prospectus is different from those defined under the Securities Act which is applicable only to transactions involving securities registered under the Securities Act. The reference to the Joint Statutory Auditors as experts in this Draft Red Herring Prospectus is not made in the context of the Securities Act but solely in the context of this initial public offering in India.

16. Written consent of Pathak H.D. & Associates, Chartered Accountants to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of the Companies Act, 2013 in respect of their report dated October 6, 2017 on the statement of possible tax benefits available for the Company and its shareholders.

17. Consents of the Bankers to our Company, the GCBRLMs and BRLMs, Syndicate Members, Registrar to the Offer, Escrow Collection Bank(s), Directors of our Company, Company Secretary and Compliance Officer for the Offer, Chief Financial Officer, Statutory Auditor, ICRA, legal counsel, Refund Bank(s) as referred to, in their respective capacities.

18. Agreement dated September 25, 2015 between our Company and Rakesh Jain, our Executive Director and CEO.

19. Certificate on Liabilities and Solvency Margin dated October 6, 2017 issued by Pathak H.D. & Associates, Chartered Accountants.

20. In-principle listing approvals dated [●] and [●] received from the NSE and the BSE, respectively.

21. Due diligence certificate dated October 9, 2017 to SEBI from the GCBRLMs and BRLMs.

22. SEBI observation letter [●] and our in-seriatim reply to the same dated [●].

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time, if so required in the interest of our Company, or if required by other parties, without notification to the shareholders, subject to compliance with the provisions contained in the Companies Act, 2013 and other relevant statutes.

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992 and the Insurance Regulatory and Development Authority of India, established under section 3 of the Insurance Regulatory and Development Authority Act, 1999, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, the Insurance Act, 1938 or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTORS OF OUR COMPANY

Rajendra Prabhakar Chitale
(Independent Director) ____________________________

Haris Ansari
(Independent Director) ____________________________

Dr. Thomas Mathew
(*Independent Director – Additional*) ____________________________

Chhaya Virani
(Independent Director) ____________________________

Lav Ramji Chaturvedi
(Non-executive Director) ____________________________

Rakesh Jain
(Executive Director and CEO) ____________________________

SIGNED BY CHIEF FINANCIAL OFFICER

____
Hemant Kumar Jain
Chief Financial Officer

Place: Mumbai
Date: October 9, 2017

DECLARATION BY RELIANCE CAPITAL, AS A SELLING SHAREHOLDER

Reliance Capital confirms that all statements and undertakings made or confirmed by it in this Draft Red Herring Prospectus specifically in relation to itself, as a Selling Shareholder, and the Equity Shares which are being offered by it by way of the Offer for Sale pursuant to the Offer, are true and correct.

SIGNED FOR AND ON BEHALF OF RELIANCE CAPITAL

Name: Atul Tandon
Designation: Company Secretary & Compliance Officer

Date: October 9, 2017