

## POLICY ON PROHIBITION OF INSIDER TRADING

---

### Introduction:

The Oriental Insurance Company Limited (the "Company"/"OICL"), is a Government Company established under General Insurance Business Nationalisation Act, 1972 for conducting General Insurance Business in India. Its entire shareholding is vested with the President of India. Further for the sake of doing business, the GIBNA ACT 1972 provides for 10 Nominee Shareholders who can hold the shares on behalf of Central Government. The Company has issued Non-Convertible Debentures in 2019 listed on NSE.

The Company, being debt listed entity in terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 is required to formulate Code of Conduct to regulate, monitor and report trading by its Designated Persons and Connected Persons towards achieving compliance with these regulations.

### Objective:

This Code of Conduct shall be applicable to Designated Persons and Connected Persons of the Company, as defined herein.

### I. Definitions

In this Code, unless the context otherwise requires:

1. **"Act" or "SEBI Act"** means the Securities and Exchange Board of India Act, 1992.
2. **"Company"** means The Oriental Insurance Company Limited ("OICL").
3. **"Compliance Officer"** (CO) means Company Secretary of the Company or any other officer designated thereof.
4. **"Confidential Information"** shall mean any information which is directly or indirectly related to the Company and associate companies and which is not available to the general public or which is proprietary in nature and includes Unpublished Price Sensitive Information as defined under the Insider Trading Regulations.
5. **"Connected Persons"** means:

- (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
- (iii) an immediate relative of connected persons specified in clause (i); or
- (iv) a holding company or associate company or subsidiary company; or
- (v) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
- (vi) an investment company, trustee company, asset management company or an employee or director thereof; or
- (vii) an official of a stock exchange or of clearing house or corporation; or
- (viii) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- (ix) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- (x) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- (xi) a banker of the company; or a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

6. **“Designated Person”** means and includes the following persons:
- i. all directors of the Company, in respect of OICL Securities;
  - ii. designated employees of the Company, CEO, KMP, General Managers, DGM Accounts, In charges of Regional Offices in respect of OICL Securities, and any other employees who may assess UPSI of the Company notified by the CO from time to time. For the avoidance of doubt, it is clarified that such employees who are

below the level of "Chief Manager" and those in departments which are not expected to have access to price sensitive information in the ordinary course, i.e. Administration, Human Resources, Customer Service Department, Marketing, CSR Deptt, Internal Audit, and any other departments notified by the CO from time to time, would not be considered to be "Designated Persons".

7. **"Free Period"** means any period other than "Prohibited Period".
8. **"Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis;
9. **"Insider"** means any person who is:
  - (i) a connected person; or
  - (ii) in possession of or having access to unpublished price sensitive information;
10. **"Insider Trading"** means when Insiders use Unpublished Price Sensitive Information to arrive at Securities trading (including buying as well as selling) decisions, the action is referred to as Insider Trading.
11. **"OICL Securities"** means Debt Securities of The Oriental Insurance Company Limited;
12. **"Prohibited Period"** means the period effective from the date on which the Company sends intimation to the Stock Exchange advising the date of the Board Meeting, up to 48hours after the price sensitive information is submitted to the Stock Exchange.

Unless otherwise notified by the Compliance Officer, the period from the end of every quarter till 48 hours after the declaration of financial results of the Company for the respective quarter/period shall be Prohibited Period.

In addition, such other period as may be specified by the Compliance Officer from time to time in consultation with the Chairman & Managing Director.

13. **"Unpublished Price Sensitive Information"** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
  - i. financial results;

- ii. dividends;
- iii. change in capital structure;
- iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- v. changes in key managerial personnel; and
- vi. material events in accordance with the listing agreement.

## **II. Duties of Compliance Officer**

1. He/ She shall be responsible for Compliance with policies & procedures, Maintenance of Records; monitoring adherence to the rules for the preservation of Price Sensitive Information, pre-clearing of Designated Employees and their dependents' trades, monitoring of trades and the implementation of the Code of Conduct.
2. He/ She shall also assist all the Designated Persons in addressing any clarifications regarding SEBI (Prohibition of Insider Trading) Regulations, 2015 and this code of Conduct.
3. He/ She shall maintain a record of the Designated Persons and any change made in the List of Designated Persons.

## **III. Preservation of Price Sensitive Information**

Directors, Designated Employees, Officers shall maintain the confidentiality of all Price Sensitive Information. Employees / Directors shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of OICL securities. Following practices should be followed in this regard:

### **1. Need to know**

Unpublished Price Sensitive Information is to be handled on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.

### **2. Limited access to confidential information**

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and pass word, etc. Files containing confidential information should be deleted / destroyed after its use. Shredder should be used for the destruction of physical files.

## **IV. Prohibition on Dealing, Communicating or Counseling on Matters Relating to Insider Trading**

No Insider shall:

1. either on his own behalf, or on behalf of any other person, deal in securities of the Company i.e. OICL Securities; when in the possession of any unpublished price sensitive information; or
2. communicate, counsel or procure, directly or indirectly any unpublished price sensitive information to any person. However these restrictions shall not be applicable to any communication required in the ordinary course of business or under any law.

Limited access to confidential information - Files containing confidential information shall be kept secured. Computer files must have adequate security of log-in and password, etc

## V. Trading Restrictions

All Directors / Officers and designated employees of the Company shall be subject to trading restrictions as enumerated below:-

1. Trading Window:  
The period prior to declaration of Price Sensitive Information is particularly sensitive for transactions in the Company's securities. This sensitivity is due to the fact that the Directors, Officers and Designated Employees will, during that period, often possess unpublished price sensitive information. During such sensitive times, the Directors, Officers and Designated Employees will have to forego the opportunity of trading in the Company's securities. The Directors, Officers and Designated Employees of the Company shall not deal in the securities of the Company when the trading window is closed. The period during which the trading window is closed shall be termed as prohibited period.
2. The trading window shall be, inter alia, closed at the time of:
  - Declaration of Financial results (quarterly, half-yearly and annual);
  - Declaration of dividends (interim and final);
  - Issue of securities by way of public / rights / bonus, etc.;
  - Any major expansion plans or execution of new projects;
  - Amalgamation, mergers, takeovers and buy-back;
  - Disposal of whole or substantially whole of the undertaking;
  - Any changes in policies, plans or operations of the Company
  - disruption of operations due to natural calamities;
  - Developments with respect to changes in pricing/ realisation on services arising out of changes in government/ regulatory policy;
  - Litigation/dispute with a material impact;
  - Revision of credit ratings assigned to Company, any debt or equity instrument of the Company;

- Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company;
- The period of closure shall be effective from the date on which the Company sends intimation to Stock Exchange advising the date of the Board Meeting, up to 24 hours after the Price sensitive information is submitted to the Stock Exchange.
- The trading window shall be opened 48hours after the Price Sensitive Information is made public.
- All Directors, Officers, Designated Employees of the Company shall conduct all their dealings in the securities of the Company only during the free period and shall not deal in any transaction involving the purchase or sale of the Company's securities during the prohibited periods or during any other period as may be specified by the Company from time to time.

#### **VI. Pre-clearance of trades**

1. All Directors, Officers, Designated Employees of the Company who intend to deal in the securities of the Company during free period in excess of **3 OICL Securities** in number shall pre-clear the transactions as per the pre-dealing procedure as described hereunder. The Company Secretary is authorised to change the number of Securities from time to time.
2. That the employee/ director/officer does not have any access or has not received Price Sensitive Information up to the time of signing the undertaking.
3. That he or she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
4. That he or she has made a full and true disclosure in the matter.

#### **VII. Procedures for Pre-dealing of Trades**

1. An application for pre-clearance of trade may be made in Form 'C' to the Compliance Officer along with an undertaking in favour of the Company by such Designated Employee, Director, Officer incorporating, inter alia, the following clauses, as may be applicable.
2. The Designated Employee, Director, Officer has access to or receives Price Sensitive Information after the signing of the undertaking but before the execution of the transaction he or she shall inform the Compliance Officer of the change in his position and that he or she would completely refrain from dealing in the securities of the company till the time such information becomes public in the securities of the Company till the time such information becomes public.

3. The Compliance Officer shall on receiving an application provide the Director, Officer, and Designated Employee with an acknowledgement on the duplicate of the application.
4. The Compliance Officer shall grant approval within 2 days from the date of acknowledgement.
5. The Compliance Officer shall retain copies of all applications and acknowledgements.
6. In exceptional circumstances consent may not be given if the Compliance officer is of the opinion that the proposed deal is on the basis of possession of any Unpublished Price Sensitive information. There shall be no obligation to give reasons for any withholding of consent.
7. If so requested by the Compliance Officer, Director, Officer, Designated Employee must ensure that his stockbroker is authorised to disclose to the Company all matters relevant to his share dealings.

#### **VIII. Other Restrictions**

1. All Directors, Officers, Designated Employees shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, the Directors, Officers, and Designated Employees must pre clear the transaction again. All Directors, Officers, Designated Employees shall hold their investments in securities for a minimum period of 30 days irrespective of mode of acquisition in order to be considered as being held for investment purposes.
2. In case the sale of securities is necessitated by personal emergency, the Compliance Officer may waive the holding period after recording in writing his or her reasons in this regard. An application for waiver of holding period shall be made to the Compliance Officer.

#### **IX. Reporting Requirements for transactions in securities of OICL**

The following disclosures shall be made to the Compliance Officer:

##### **1. Initial Disclosures**

Every person on appointment as a Key Managerial Personnel or a Director of the Company shall disclose their respective holding of the Securities of the Company, as on the date of appointment, to the Company within 7 days of such appointment in the form prescribed by the SEBI and as amended from time to time.

2. **Continual Disclosures**

Every Promoter, Employee and Director of the Company shall disclose to the Company the number of such Securities acquired or disposed of within two trading days of such transaction if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.10.00 Lacs or such other value as may be specified in the form prescribed by the Securities and Exchange Board of India and as amended from time to time;

The Company shall notify the particulars of such Trading to the stock exchanges on which the Company's Securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information in the form prescribed by the Securities and Exchange Board of India and as amended from time to time.

3. **Disclosures by other connected persons**

The Company may, at its discretion, require any other Connected Person or class of Connected Persons to make disclosures to CO of holdings and trading in Securities of the Company in such form prescribed by the Securities and Exchange Board of India and as amended from time to time and at such frequency as may be determined by the Company in order to monitor compliance with the Regulations.

X. **Records of disclosures received by the Company**

The Compliance officer shall maintain records of all the declarations in the appropriate form given by the Directors, Officers, and Designated Employees for a minimum period of Five (5) years.

XI. **Information to SEBI in case of violation of the PIT Regulations**

In case it is observed by the Company and / or Compliance Officer that there has been a violation of the PIT Regulations, SEBI shall be informed by the Company.