

दि ओरिएण्टल इश्योरेंस कम्पनी लिमिटेड

(भारत सरकार का उपक्रम)

पंजीकृत एवं प्रधान कार्यालय: "ओरिएण्टल हाउस", पो.बॉ.नं. 7037

ए-25/27, आसफ अली रोड, नई दिल्ली-110002

सिन: यू66010डीएल1947जीओआई007158



THE ORIENTAL INSURANCE COMPANY LIMITED

(A Government of India Undertaking)

Regd & Head Office "Oriental House" PB NO 7037

A-25/27, Asaf Ali Road, New Delhi-110002

CIN - U66010DL1947GOI007158

Deptt - Board Sectt

02 APR 2023

Manager
Listing Compliance Department
National Stock Exchange of India Ltd (NSE)
5th Floor, Exchange Plaza
Bandra Kurla Complex
Bandra (East)
Mumbai-400051

Dear Sir/ Madam,

Sub Intimation under SEBI Circular SEBI/HO/CFD/CMD-2/P/CIR/2021/ 567 dated 31 May 2021- Compliance Report on Corporate Governance for FY 2022-23

Ref ISIN INE06GZ08015-Security OICL 29 (OICL 8 80% 2029 (Series I) Type-PT

Pursuant to SEBI Circular SEBI/HO/CFD/CMD-2/P/CIR/2021/ 567 dated 31 May 2021 we are submitting the following Corporate Governance Compliance report for reference and record

1	Annexure - I for the Quarter ending 31/03/2023
2	Annexure – II for the Financial Year 2022-23
3	Annexure – IV for Half Year ended 31/03/2023

We request you to take the above on record

Thanking You,

Yours Faithfully

For The Oriental Insurance Company Limited

(RASHMI BAJPAI)

GENERAL MANAGER & COMPANY SECRETARY

Report on Corporate Governance

Name of Listed Entity **The Oriental Insurance Company Limited**
 2 Quarter Ending (ISIN INE06GZ08015 Security OICL 29 (OICL 8 80% 2029 (Series I) Type PT)
 31st March, 2023

I Composition of Board Of Directors

Title (Mr / Ms)	Name of The Director	Pan & DIN	Category (Chairperson/Executive/ Non Executive/ Independent/Nominee)	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure (In Months)	Date of Birth (MM/DD/YY)	No of Directorship in Listed Entities including this Listed Entity [In reference to Regulation 17A(1)]	No of Independent Directorship in Listed Entities including this Listed Entity [In reference to Regulation 17A(1)]	No of Membership in Audit/ Stackholders Committee(s) including this Listed Entity [Refer Regulation 26(1) of Listing Regulations]	No of Post of Chairperson in Audit/ Stackholders committee held in listed entities including this Listed entity [Refer Regulation 26(1) of Listing Regulations]
Mr	Rashmi Raman Singh	AGXPS9349B 08975825	Chairperson & Executive Director	Executive Director 9/11/2022 Chairman cum Managing Director 17/03/2023	N/A		4	10 Feb 65	2	0	0	0
Ms	Sunita Tuli Nagpal	ABEPN3597Q 09795266	Executive Director	17 Nov 22	N/A		4	20 Oct 63	1	0	0	0
Mr	Sudhir Shyam	AOBPS2633A 08135013	Non Executive Nominee	18 Dec 20	N/A		27	27 Aug 71	1	0	1	0
Mr	Jitendra Asati	AQTPA3878K 10042542	Non Executive Nominee	5 Jan 23	N/A		2	20 May 82	1	0	1	0
Mr	P Reghunathan Nair	AEPNP2572P 09462743	Non Executive Independent	21 Dec 21	N/A		15	30 Nov 57	1	1	1	0
Mr	Atul Kumar Goel	ABFPG1580P 07266897	Non Executive Independent	8 Feb 22	N/A		13	26 Dec 64	2	1	1	0
Mr	Anjan Dey	AAMPD9603J 09107033	Chairperson & Executive Director	15 Mar 21	N/A	25 Jan 23	22	20 Nov 63	0	0	0	0
Ms	Anindita Sinharay	APOPS6367R 07724555	Non Executive Nominee	27 Dec 19	N/A	5 Jan 23	37	6 Aug 75	0	0	0	0

II Composition of Committees

Name of Committee	Whether regular chairperson appointed	Name of Committee Members	Category (Chairperson/ Executive/ Non Executive/ Independent/ Nominee)	Date of Appointment	Date of Cessation
1 Audit Committee	Yes	1 Mr P Reghunathan Nair 2 Mr Atul Kumar Goel 3 Mr Sudhir Shyam 4 Mr Jitendra Asati 5 Ms Anindita Sinharay	1 Chairperson Non Executive Independent 2 Non Executive Independent 3 Non Executive Nominee 4 Non Executive Nominee 5 Non Executive Nominee	1 21 January, 2022 2 11 February 2022 3 1 February 2021 4 1 February, 2023 5 12 September, 2020	5 5 January 2023
2 Nomination & Remuneration Committee	N/A (Exemption Given by IRDAI)	N/A (Exemption Given by IRDAI)	N/A (Exemption Given by IRDAI)	N/A (Exemption Given by IRDAI)	N/A (Exemption Given by IRDAI)
3 Risk Management Committee	Yes	1 Mr R R Singh 2 Ms Sunita Tuli Nagpal 3 Mr Atul Kumar Goel 4 Mr Sudhir Shyam 5 Mr Anjan Dey	1 Chairperson Executive 2 Executive 3 Non Executive Nominee 4 Non Executive Nominee 5 Chairperson Executive	1 1 February 2023 2 1 February, 2023 3 11 February 2022 4 1 February 2021 5 23 March 2021	5 25 January 2023
4 Stakeholders Relationship Committee	N/A (100% Shareholding is with Central Government))	N/A (100% Shareholding is with Central Government))	N/A (100% Shareholding is with Central Government))	N/A (100% Shareholding is with Central Government))	N/A (100% Shareholding is with Central Government))

III Meeting of Board Of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors Present	Number of Independent Directors Present	Maximum gap between any two consecutive (in number of days)
11/11/2022	14/02/2023	Yes	6	2	94
	31/03/2023	Yes	6	2	44

IV Meeting of Committees
Audit Committee

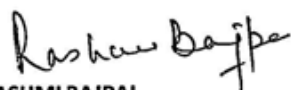
Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors Present	Number of Independent Directors Present	Date(s) of Meeting in the previous quarter	Maximum gap between any two consecutive (in number of days)
14/02/2023	Yes	4	2	11/11/2022	94
31/03/2023	Yes	4	2		44

V Related Party Transaction

Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholders approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes (on annual basis)

VI Affirmations

1 The composition of Board Of Directors is in terms of SEBI(Listing Obligations & Disclosure Requirements) Regulation 2015	Presently as per Companies Act 2013 (all appointments only with the order of Central Government)
2 The Composition of the following committees is in terms of SEBI(Listing Obligations & Disclosure Requirements) Regulation 2015 a Audit Committee b Nomination & Remuneration Committee c Stackholders Relationship Committee d Risk Management Committee	Presently as Per Companies Act 2013 (all appointments only with the order of Central Government) NA (Exemption given by IRDAI) NA (100% Shareholding is with Central Government) As Per IRDAI CG Guidelines
3 The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI(Listing Obligations & Disclosure Requirements) Regulation 2015	Yes
4 The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI(Listing Obligations & Disclosure Requirements) Regulation 2015	Presently as per Companies Act 2013 / IRDAI guidelines
5 This Report and/or the report submitted in the previous quarter has been placed before the Board of Directors Any comments / observations/advice of the Board of Directors may be mentioned here	Corporate Governance Report for the last quarter ended on 31 12 2022 placed in 480th Board Meeting held on 14 02 2023


RASHMI BAJPAI
General Manager & Company Secretary

The Oriental Insurance Company Limited

ANNEXURE - II

Format to be submitted by listed entity at the end of the financial year ended on 31.03.2023 (for the whole of Financial Year)

I Disclosure on website in terms of Listing Regulations	Compliance Status (Yes/No/NA) refer note below	If Yes provide link to website If No/NA provide reasons
Item		
As per regulation 46(2) of the LODR		
a) Details of business	Regulation 46(2) is not applicable to Debt Listed Entities, but the Company has disclosed all the desired information as per Regulation 62 of SEBI Listing Obligation and Disclosure Requirements at its website	https://orientalinsurance.org.in
b) Terms and conditions of appointment of independent directors		https://orientalinsurance.org.in/web/guest/nse-disclosure-under-reg-62-of-sebi-lodr-2015#accord3
c) Composition of various Committees of Board of Directors		https://orientalinsurance.org.in/web/guest/nse-disclosure-under-reg-62-of-sebi-lodr-2015#accord14
d) Code of conduct of Board of Directors and senior Management personnel		https://orientalinsurance.org.in/web/guest/nse-disclosure-under-reg-62-of-sebi-lodr-2015#accord16
e) Details of establishment of vigil mechanism/Whistle Blower Policy		https://orientalinsurance.org.in/web/guest/nse-disclosure-under-reg-62-of-sebi-lodr-2015#accord17
f) Criteria of making payments to non-executive directors		https://orientalinsurance.org.in/web/guest/nse-disclosure-under-reg-62-of-sebi-lodr-2015#accord18
g) Policy on dealing with related party transactions		https://orientalinsurance.org.in/web/guest/nse-disclosure-under-reg-62-of-sebi-lodr-2015#accord20
h) Policy for determining 'material' subsidiaries		https://orientalinsurance.org.in/web/guest/nse-disclosure-under-reg-62-of-sebi-lodr-2015#accord21
i) Details of familiarization programmes imparted to independent directors		https://orientalinsurance.org.in/web/guest/nse-disclosure-under-reg-62-of-sebi-lodr-2015#accord22

j) Email address for grievance redressal and other relevant details		https://orientalinsurance.org.in/web/guest/nse-disclosure-under-reg-62-of-sebi-lodr-2015#accord6
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		https://orientalinsurance.org.in/web/guest/nse-disclosure-under-reg-62-of-sebi-lodr-2015#accord5
l) Financial results		https://orientalinsurance.org.in/web/guest/nse-disclosure-under-reg-62-of-sebi-lodr-2015#accord4
m) Shareholding pattern		https://orientalinsurance.org.in/web/guest/nse-disclosure-under-reg-62-of-sebi-lodr-2015#accord13
n) Details of agreements entered into with the media companies and/or their associates		NA
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange		NA
p) New name and the old name of the listed entity		NA
q) Advertisements as per regulation 47(1)		NA
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments		https://orientalinsurance.org.in/web/guest/nse-disclosure-under-reg-62-of-sebi-lodr-2015#accord11
s) Separate audited Financial Statements of each subsidiary of the listed entity in respect of a relevant Financial Year		
As per other regulations of the LODR		
a) Whether Company has provided information under separate section on its website as per Regulation 46(2)	NA	NA
b) Materiality Policy as per Regulation 30	NA	NA
c) Dividend Distribution Policy as per Regulation 43A (as applicable)	NA	NA
It is certified that these contents on the website of the listed entity are correct		

II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No)	Detailed Reason / explanation for Non-compliance
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes	All the Directors are appointed by the MOF , Government of India
Board composition	17(1), 17(1A) & 17(1B)	Yes	All the Directors are appointed by the MOF , Government of India
Meeting of board of directors	17(2)	Yes	
Quorum of board meeting	17(2A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for Appointments	17(4)	Yes	All the Directors are appointed by the MOF , Government of India
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	The Sitting fee paid is in accordance with directions issued by the MOF, Government of India
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	The Company is required to submit compliance certificate to IRDAI which is being done
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	Exempted for Government Companies
Recommendation of board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	All the Directors are appointed by the MOF , Government of India
Meeting of Audit Committee	18(2)	Yes	
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes	Exemption provided by the IRDAI
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	Exemption provided by the IRDAI
Meeting of Nomination & Remuneration Committee	19(3A)	Yes	Exemption provided by the IRDAI
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	Not applicable because all the shareholding of the company vested in the President of India

Meeting of Stakeholder Relationship Committee	20 (3A)	Yes	Not applicable because all the shareholding of the company vested in the President of India
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes	
Meeting of Risk Management Committee	21(3A)	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party Transactions	23(4)	Yes	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	Disclosed in the Financial Statement of the Company on Annual Basis
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	Company is not having any Material subsidiary
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	Not applicable
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Yes	
Maximum Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	As per provisions of Companies Act, Independent Directors have no obligation to inform the company regarding their meeting
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
Directors and Officers insurance	25(10)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	Yes	As per IRDAI CG Guidelines
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes	Provision omitted by the SEBI 2nd Amendment Regulation w e f 5/05/2021 Not applicable because all the shareholding of the company vested in the President of India
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Note

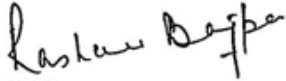
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N A For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated Similarly, in case the Listed Entity has no related party transactions, th words "N A " may be indicated
2 If status is "No" details of non-compliance may be given here
3 If the Listed Entity would like to provide any other information the same may be indicated here

III Affirmations

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied

Company is not having any Material subsidiary

Name & Designation



Rashmi Bajpai

~~Company Secretary/Compliance Officer/Managing Director/CEO/CFO~~

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half Year ending - 31st March, 2023

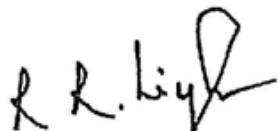
I Disclosure of Loans/guarantees/comfort letters/securities etc refer note below			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	Nil	Nil	
Promoter Group or any other entity controlled by them	Nil	Nil	
Directors (including relatives) or any other entity controlled by them	Nil	Nil	
KMPs or any other entity controlled by them	Nil	Nil	
(A) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type (guarantee, comfort letter etc)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Entity	Type of security (cash, shares etc)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

II Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company



(R R Singh)
Chairman-cum-Managing Director

Note

- 1 These disclosures shall exclude any loan (or other form of debt), guarantee/comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt
 - (a) by a government company to/for the Government or government company
 - (b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity
 - (c) by a banking company or an insurance company, and
 - (d) by the listed entity to its employees or directors as a part of the service conditions
- 2 If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table