# दि ओरिएण्टल इंश्योरेंस कम्पनी लिमिटेड

(निगमित कार्यालय)

ब्लाक-4, प्लेट ए, एनबीसीसी ऑफिस काम्प्लेक्स, ईस्ट किदवई नगर, नई दिल्ली-110023

दूरभाष : 011-24348348

सीआईएन : यू६६०१०डीएल १९४७ जीओआई००७७१५८

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# THE ORIENTAL INSURANCE COMPANY LIMITED

(Corporate Office)

Block-IV, Plate A, NBCC Office Complex, East Kidwai Nagar, New Delhi-110023

Phone: 011-24348348

CIN: U66010DL1947GOI007158

rashmibajpai@orientalinsurance.co.in

03/01/2024

Deptt: Board Sectt.

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

Sub: Quarterly Corporate Governance Disclosure As per SEBI Circular No SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated 31/05/2021 for Quarter ended 31st December, 2023

Ref: ISIN INE06GZ08015- Security OICL 29 (OICL 8.80% 2029 (Series I) Type-PT

Dear Sir/Madam,

In pursuant to Corporate Governance Disclosure As per SEBI Circular No SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated 31/05/2021, we are submitting the Quarterly Corporate Governance Disclosure for the Quarter ended 31/12/2023.

Kindly take the above on records and oblige.

Thanking You,

Yours Faithfully,

For The Oriental Insurance Company Limited

Rashmi Bajpai General Manager & Company Secretary

# Report on Corporate Governance

# The Oriental Insurance Company Limited

1. Name of Listed Entity

2. Quarter Ending

(ISIN INE06GZ08015- Security OICL 29 (OICL 8.80% 2029 (Series I) Type-PT) 31st December, 2023

I. Composition of Board Of Directors

| Title<br>(Mr. /<br>Ms) | Name of The Director | Pan & DIN              | Category<br>(Chairperson/Executive/<br>Non-Executive/<br>Independent/Nominee) | Initial Date<br>of<br>Appointmen<br>t                     | of  | Date of Cessation | Tenure (<br>In<br>Months) | Date of Birth<br>(MM/DD/YY) | No of Directorship in Listed Entities including this Listed Entity [In reference to Regulation 17A(1)] | No of<br>Independent<br>Directorship in<br>Listed Entities<br>including this<br>Listed Entity<br>[In reference to<br>Regulation<br>17A(1)] | No of<br>Membership in<br>Audit/<br>Stackholders<br>Committee(s)<br>including this<br>Listed Entity<br>[Refer<br>Regulation<br>26(1) of Listing<br>Regulations] | No of Post of<br>Chairperson in<br>Audit/<br>Stackeholders<br>committee held<br>in listed entities<br>including this<br>listed entity.<br>[Refer<br>Regulation 26(1)<br>of Listing<br>Regulations] |
|------------------------|----------------------|------------------------|---|---|-----|-------------------|---------------------------|-----------------------------|--|--|---|--|
| Mr.                    | Rashmi Raman Singh   | AGXPS9349B<br>08975825 | Chairperson & Executive<br>Director   | Chairman-<br>cum-<br>Managing<br>Director -<br>17/03/2023 | N/A |                   | 9                         | 10-Feb-65                   | 1  | 0  | 0   | 0  |
| Ms.                    | Sunita Tuli Nagpal   | ABEPN3597Q<br>09795266 | Executive Director  | 17-Nov-22   | N/A | 31-10-2023        | 11                        | 20-Oct-63                   | 1  | 0  | 0   | 0  |
| Mr.                    | Sudhir Shyam         | AOBPS2633A<br>08135013 | Non-Executive- Nominee<br>Director  | 18-Dec-20   | N/A |                   | 36                        | 27-Aug-71                   | 1  | 0  | 1   | 0  |
| Mr.                    | Jitendra Asati       | AQTPA3878K<br>10042542 | Non-Executive- Nominee<br>Director  | 5-Jan-23  | N/A |                   | 11                        | 20-May-82                   | 1  | 0  | 1   | 0  |
| Mr.                    | P. Reghunathan Nair  | AEPPP2572P<br>09462743 | Non-Executive-<br>Independent Director  | 21-Dec-21   | N/A |                   | 24                        | 30-Nov-57                   | 1  | 1  | 1   | 1  |
| Mr.                    | Atul Kumar Goel      | ABFPG1580P<br>07266897 | Non-Executive-<br>Independent Director  | 8-Feb-22  | N/A |                   | 22                        | 26-Dec-64                   | 2  | 1  | 1   | 0  |

#### II. Composition of Committees

| Name of Committee                      | Whether regular chairperson appointed                   | Name of Committee<br>Members  | Categary (Chairperson/<br>Executive/ Non Executive/<br>Independent/ Nominee)              | Date of Appointment   | Date of Cessation                                       |
|--|---|---|---|---|---|
|  |   | Mr P Reghunathan Nair     Mr Atul Kumar Goel                                      | Chairperson- Non Executive-<br>Independent     Non Executive- Independent                 | 1. 21 January, 2022<br>2. 11 February, 2022   |   |
| 1. Audit Committee                     | Yes   | Mr Sudhir Shyam     Mr Jitendra Asati   | Non Executive-Nominee     Non Executive-Nominee   | 3. 1 February, 2021<br>4. 1 February, 2023  | NA  |
| 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   | Mr R R Singh     Ms Sunita Tuli Nagpal     Mr Atul Kumar Goel     Mr Sudhir Shyam | Chairperson-Executive     Executive     Non Executive- Nominee     Non Executive- Nominee | 1. 1 February, 2023<br>2. 1 February, 2023<br>3. 11 February 2022<br>4. 1 February 2021 | 1. NA<br>2. 31 October, 2023<br>3. NA<br>4. NA          |
| 4. Stakeholders Relationship Committee | N/A ( 100% Shareholding is with<br>Central Government)) | N/A ( 100% Shareholding<br>is with Central<br>Government))                        | N/A ( 100% Shareholding is<br>with Central Government))                                   | N/A ( 100% Shareholding is<br>with Central Government))                                 | N/A ( 100% Shareholding is with<br>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<br>Present | Number of Independent Directors<br>Present | Maximum gap between any two consecutive (in number of days) |
|---|---|-----------------------------------|--------------------------------|--|---|
| 11/8/2023   | 9/11/2023   | Yes                               | 5                              | 2  | 43  |
| 26/09/2023  |   |                                   |                                | ***************************************    |   |
|   | h   | 4                                 |                                |  |   |

· IV. Meeting of Committees

**Audit Committee** 

| Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met | Number of Directors<br>Present | Number of Independent<br>Directors Present | Date(s) of Meeting in the previous quarter | Maximum gap between any two consecutive (in number of days) |
|---|-----------------------------------|--------------------------------|--|--|---|
| 9/11/2023   | Yes                               | 4                              | 2  | 11/8/2023<br>26/09/2023                    | 43  |

# 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 half yearly basis); Statement of RPT for half year ended on 31.03.2023 placed in 113th Audit Committee Meeting held on 11.08.2023 |  |  |

#### VI. Affirmations

|   | Presently as per Companies Act 2013 (all appointments only with the order of Central |
|---|--|
| 1. The composition of Board Of Directors is in terms of SEBI( Listing Obligations & Disclosure Requirements) Regulation 2015.       | Government)  |
| 2. The Composition of the following committees is in terms of SEBI( Listing Obligations & Disclosure Requirements) Regulation 2015. |  |
| 2013.   | Presently as Per Companies Act 2013 (all appointments only with the order of Central |
| a. Audit Committee  | Government)  |
| b. Nomination & Remuneration Committee  | NA (Exemption given by IRDAI)  |
| c. Stackholders Relationship Committee  | NA ( 100% Shareholding is with Central Government)                                   |
| d. Risk Management Committee  | As Per IRDAL CG Guidelines   |
| 3. The Committee members have been made aware of their powers, role and responcibilities 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 /    | Corporate Governance Report for the last quarter ended on 30.09.2023 placed in 486th |
| observations/advice of the Board of Directors may be mentioned here.  | Board Meeting held on 09.11.2023   |

# VII. Details of Cyber Security Incidence

| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of |                |
|---|----------------|
| data or documents during the Quarter (Yes/No)   | No             |
| Date of Event   | Not Applicable |

RASHMI BAJPAI

General Manager & Company Secretary