

दि ओरिएण्टल इश्योरेंस कम्पनी लिमिटेड  
(निगमित कार्यालय)

ब्लॉक-4, प्लेट ए, एनबीसीसी ऑफिस कॉम्प्लेक्स,  
ईस्ट किडवई नगर, नई दिल्ली-110023  
दूरभाष : 011-24348348  
सीआईएन : यू66010डीएल 1947 जीओआई007158



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](mailto:rashmibajpai@orientalinsurance.co.in)

Deptt : Board Sectt

24/01/2024

**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: Disclosure of Change in Composition of Board of Directors (Inclusion of post of Executive Director (ED)) under Reg. 51(2), Schedule III, Part B, A 12 of SEBI (LODR) Regulation 2015**

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

**Dear Sir/Madam,**

In pursuant to Regulation **Reg. 51(2), Schedule III, Part B, A 12** of of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform that:-

“ The Government of India, Ministry of Finance (Insurance Division), vide their letter no. F No. A-11011/06/2023-Ins. I dated 15<sup>th</sup> January 2024 (Copy Enclosed), have given fresh guidelines approved by Appointments Committee of Cabinet (ACC) vide its communication no. 18/16/2021-EO(ACC) dated 21/12/2023, regarding “ Inclusion of position of Executive Directors (ED)” in Public Sector Insurance Companies at Level 14A in pay Matrix as per Central Civil Service (Revised) Rules 2016 and directed the company to appropriately modify its Article of Association to include the Executive Director (ED) position in the Board Composition.

This has necessitated to effect immediate amendment to the Articles of Association of the Company for the same to be in conformity with the guidelines approved by Appointments Committee of Cabinet (ACC) vide its communication no 18/16/2021-EO(ACC) dated 21.12.2023, as directed by Ministry of Finance (Insurance Division), vide their Letter No. F. No. A-11011/06/2023-Ins. I dated 15<sup>th</sup> January 2024.”

“Board of The Oriental Insurance Company Limited had approved the change in composition as given above through Circular Resolution B-2/ 2024 dated 20/01/2024 on 24/01/2024. (Copy of Extract Enclosed as Annexure-1)

Further .Board also approved the convening of EGM for incorporation of above said change in the Articles of Association of the company, through Circular Resolution B-3/ 2024 dated 20/01/2024 on 24/01/2024. (Copy of Extract Enclosed as Annexure-2)

Kindly take the above on records and oblige.

Thanking you.

Yours faithfully,  
**For The Oriental Insurance Company Limited**



**Rashmi Bajpai**  
**General Manager &**  
**Company Secretary**

**THE ORIENTAL INSURANCE COMPANY LIMITED**  
**HEAD OFFICE, NEW DELHI.**

Deptt. : Board Sectt.

Circular Resolution No.: B-2/2024

Date : 24.01.2024

**Extract of Resolution by Circulation**

**Amendment of Articles of Association  
(Inclusion of position of Executive Director)**

A Resolution by Circulation (No.B-2/2024) dated 20.01.2024 on the above subject was circulated to all the Directors of Board. All the Directors of the Board approved the Note and passed the following resolution:

“RESOLVED THAT the Article 105 and 105 (A) of the Articles of Association of The Oriental Insurance Company Limited be altered by substituting the following Articles in place thereof:

|   |  |
|---|--|
| 105. The Board of Directors shall consist of not less than four and not more than eleven Directors, including Executive Directors and a whole- time Chairman-cum-Managing Director.   | Constitution of the Board of Directors           |
| <p>105A.</p> <p>1) The Directors, Executive Directors and the Whole time Chairman-cum-Managing Director shall be appointed by the Central Government.</p> <p>2) (A) The term of office of Whole-time Chairman-cum-Managing Director shall be five years or the date of superannuation, whichever is earlier, from the date of his appointment.<br/>Provided that the Central Government may extend the term of office of the Chairman-cum Managing Director beyond the period of five years upto superannuation.</p> <p>(B) The term of office of an Executive Director(s) shall be five years or the date of superannuation, whichever is earlier, from the date of his appointment.<br/>Provided that the Central Government may extend the term of office of the Executive</p> | Appointment & terms of office of Directors, etc. |

Director(s) beyond the period of five years upto superannuation.

(C) The Term of office of every other Director shall be three years from the date of his appointment.

Provided that the Central Government may extend the term of office of a Director by a further period not exceeding three years at a time.

Provided further that where a person being employee of the company has been appointed as a Chairman-cum-Managing Director / Executive Director/Director, ceases to be in the active service of the Company by reason of resignation, retirement or otherwise, or is transferred to a post outside the Company, he shall ceases to be such Chairman-cum-Managing Director / Executive Director/Director from the date on which he ceases to be an employee of the Company, or as the case may be, from the date of his transfer.

- 3) The Central Government may fill up any vacancy caused by death, resignation, retirement or otherwise of a Chairman-cum-Managing Director or an Executive Director or a Director.

To be placed before the next Board Meeting for information.



**(RASHMI BAJPAI)**  
**GENERAL MANAGER &**  
**COMPANY SECRETARY**

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**THE ORIENTAL INSURANCE COMPANY LIMITED**  
**HEAD OFFICE, NEW DELHI.**

Deptt. : Board Sectt.

Circular Resolution No.: B-3/2024

Date : 24.01.2024

**Extract of Resolution by Circulation**

**Convening Extra-ordinary General Meeting (at Short Notice) for  
amending Articles of Association  
(Inclusion of position of Executive Director)**

A Resolution by Circulation (No.B-3/2024) dated 20.01.2024 on the above subject was circulated to all the Directors of Board. All the Directors of the Board approved the Note and passed the following resolution:

“RESOLVED THAT an Extra-ordinary General Meeting of The Oriental Insurance Company Limited be convened (at Short Notice) for the purpose of amending the Articles of Association of the Company as approved by Board with regard to inclusion of position of Executive Director in conformity with the guidelines approved by Appointments Committee of Cabinet (ACC) vide its communication no. 18/16/2021-EO(ACC) dated 21.12.2023, as directed by Ministry of Finance (Insurance Division), vide their Letter No. F. No. A-11011/06/2023-Ins. I dated 15<sup>th</sup> January 2024.

RESOLVED FURTHER THAT the Secretary of the Company be and is hereby authorized to give notice of such meeting as per draft annexed to the Circular resolution No. B-3/2024 dated 20.01.2024 and approved by the Board for issuance.”

To be placed before the next Board Meeting for information.



**(RASHMI BAJPAI)**  
**GENERAL MANAGER &**  
**COMPANY SECRETARY**