

दि ओरिएण्टल इश्योरेंस कम्पनी लिमिटेड
(निगमित कार्यालय)

ब्लाक-4, प्लेट ए, एनबीसीसी ऑफिस कॉम्प्लेक्स,
ईस्ट किडवाई 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

Deptt : Board Sectt

24/01/2024

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

Sub: Intimation of Extraordinary General Meeting under Regulation 50(2 a) of SEBI LODR Regulation 2015-

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

Dear Sir/Madam,

Intimation is hereby given to pursuant to regulation 50(2 a) of SEBI LODR Regulation 2015, that an Extraordinary General Meeting of the Company is scheduled to be held on Wednesday, 31st January 2024 at 11.30 am at the Corporate Office of the Company at G+4 Floors, Plate A, Office Block IV, NBCC Office Complex, Kidwai Nagar(East), New Delhi. Copy of the Notice is enclosed for ready reference.

We request you to take the above on records.

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

NOTICE

Notice is hereby given that an Extra-ordinary General Meeting (at Short Notice) of The Oriental Insurance Company Limited will be held at the **Corporate Office of the Company at G+4 Floors, Plate A, Office Block IV, NBCC Office Complex, Kidwai Nagar East, New Delhi – 110 023** on **Wednesday, the 31st January 2024 at 11.30 a.m.** to transact the following special business

1. To consider and if thought fit, to pass with or without modifications the following as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5 read with Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and rules made thereunder, the Insurance Act, 1938, and the General Insurance Business (Nationalisation) Act, 1972, as amended and in force for the time being and such other regulatory approvals as may be necessary under any of the applicable provisions of law and deemed fit, the consent of the Members be and is hereby accorded for alteration of Articles of Association of the Company by substituting the existing Clauses 105 and 105A thereof with the new Clauses 105 and 105A as under:

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
105A. 1) The Directors, Executive Directors and the Whole time Chairman-cum-Managing Director shall be appointed by the Central Government. 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. 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.	Appointment & terms of office of Directors, etc.

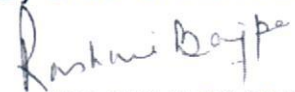
(B) The term of office of an Executive Director(s) shall be five years or the date of superannuation, whichever is earlier, from the date of his appointment. Provided that the Central Government may extend the term of office of the Executive Director(s) beyond the period of five years upto superannuation.

(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.

By Order of the Board



(RASHMI BAJPAI)

COMPANY SECRETARY

Dated : 24.01.2024

Place: New Delhi

Encl: Explanatory Statement & Proxy Form

NOTES:

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself. A proxy need not be a member of the Company.
2. The proxy should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. The meeting is held at Short Notice.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

The Following Explanatory Statement sets out the material facts relating to the Resolution in the accompanying Notice dated 24.01.2024:

ITEM NO.1

Article No. 105 of the Articles of Association of The Oriental Insurance Company Limited states that the Board of Directors shall consist of not less than four and not more than Eleven Directors, including a Whole time Chairman-cum-Managing Director.

Article No. 105A of the Articles of Association of The Oriental Insurance Company Limited states that

- 1) The Directors and the Whole time Chairman-cum-Managing Director shall be appointed by the Central Government.
- 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.

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.

(B) The Term of office of every Director shall be three years from the date of this 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 / 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 cease to be such Chairman-cum-Managing 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 a Director.

The Government of India, Ministry of Finance (Insurance Division), vide their

Letter No. F. No. A-11011/06/2023-Ins. I dated 15th 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 Articles 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 15th January 2024.

The proposed amendment of Articles of Association requires the approval of shareholders through a Special Resolution pursuant to the provisions of Section 14 of the Companies Act, 2013 in a General Meeting.

None of the Directors of the Company is interested in the proposed resolution.

Your Directors recommend the said resolution for your approval.

By Order of the Board



(RASHMI BAJPAI)
COMPANY SECRETARY

Dated: 24.01.2024

Place: New Delhi

Form MGT 11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the
Companies
(Management and Administration) Rules, 2014]

CIN : U66010DL1947GOI007158

Name of the company : THE ORIENTAL INSURANCE COMPANY LIMITED

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

Name of the Member(s):
Registered Address:
Email id:
Folio No.:

I/We, being the member (s) of shares of the
above named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature..... or failing him

2. Name:
Address:
E-mail Id:
Signature..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the
Extra Ordinary General Meeting (at Short Notice) of the Company to be held at
**Corporate Office of the Company, G+4 Floors, Plate A, Office Block IV, NBCC
Office Complex, Kidwai Nagar East, New Delhi – 110 023 on Wednesday, the
31st January 2024 at 11.30 A.M.** and at any adjournment thereof in respect of such
resolution as are indicated below:

Sr. no.	Resolutions	For	Against
ORDINARY BUSINESS:			
1.	To approve amendments in Articles of Association of the Company		

Signature of shareholder Signature of Proxy holder(s)

Signed this..... Day of.....2024

Re. 1/-
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

**THE ORIENTAL INSURANCE COMPANY LIMITED
Extra Ordinary General Meeting (at Short Notice)**

Venue of the Meeting : Corporate Office of the Company, G+4 Floors, Plate A,
Office Block IV, NBCC Office Complex, Kidwai Nagar East,
New Delhi – 110 023

Date and Time :

Regd. Folio No:

No. of shares held:

Name: _____

Address: _____

Name of Proxy: _____

(To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the Extra Ordinary General Meeting (at Short Notice) of the Company to be held at **Corporate Office of the Company, G+4 Floors, Plate A, Office Block IV, NBCC Office Complex, Kidwai Nagar East, New Delhi – 110 023 on Wednesday, the 31st January 2024 at 11.30 A.M.** at the Registered Office of the Company situated at A-25/27, Asaf Ali Road, New Delhi-110002;

SIGNATURE OF THE ATTENDING MEMBER/PROXY

Note: Please fill this attendance slip and hand it over at the entrance of the hall.