

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" P.B. NO. 7037

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

CIN - U66010DL1947GOI007158

rashmibajpal@orientalinsurance.co.in

Deptt : Board Sectt

31/01/2024

Manager

Listing Compliance Department

National Stock Exchange of India Ltd. (NSE)

5th Floor, Exchange Plaza

Bandra Kurla Complex

Bandra (East)

Mumbai-400051

Sub: Disclosure under Regulation 51(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

Dear Sir/Madam,

Pursuant to Reg. 51(2) read with Schedule III, Part B, Para A (23) of SEBI (LODR) Regulation 2015 we wish to share the proceedings of EGM of the Company, commenced on Wednesday 31st January, 2024, at 11.30 a.m. (IST) and ended on 12.00 noon (IST), wherein the Shareholders approved the amendment to AOA of the company vide special resolution as per the following details:-

1. 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 Article of Association to include the Executive Director (ED) position in the Board Composition.
2. Pursuant to the aforementioned guidelines, Shareholders of The Oriental Insurance Company Limited, in the EGM held on 31/01/2024, approved the aforementioned amendment to the Articles of

Association of the Company.

3. The existing Article Clauses 105 and 105A have been replaced with the following new Clauses 105 and 105A:

<p>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.</p>	<p>Constitution of the Board of Directors</p>
<p>105A.</p> <ol style="list-style-type: none"> 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. (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. <p>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</p>	<p>Appointment & terms of office of Directors, etc.</p>

<p>transferred to a post outside the Company, he shall cease 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.</p> <p>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.</p>	
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The proceedings of the meeting are attached hereto.

Kindly take the above on records and oblige.

Thanking you.

Yours faithfully,

For The Oriental Insurance Company Limited



Rashmi Bajpai
General Manager & Company Secretary

E. No. A-11011/06/2023 Ins.1
Government of India
Ministry of Finance
Department of Financial Services

Jeevan Deep Building, 2nd floor
Parliament Street, New Delhi-110 001
Dated 15th January, 2024

To:

1. CMD, NIACL
2. CMD, NICE
3. CMD, OICL
4. CMD, UIICL
5. CMD, GIC Re
6. CMD, AICIL

Subject: Upgradation of post of GMD to Executive Directors

Sir,

I am directed to refer to the above cited subject and to inform that consequent upon upgradation of the post of General Manager & Director to Executive Director (EDs) at Level 14A in pay matrix as per Central Civil Service (Revised Pay) Rules 2016, the Appointments Committee of Cabinet *vide* its communication no. 18/16//2021-EO(ACC), dated 21.12.2023 has approved guidelines for appointment of EDs in non-life Public Sector Insurers Copy of said guidelines is enclosed herewith.

2. Subsequently, the Articles of Association of companies need to be appropriately modified to include the ED position in the Board composition. In line with this the Article of Association of respective company be amended suitably.

Yours faithfully



(Vinod Kumar)

Under Secretary to Government of India

Tel.:23748788

E-mail: usins1-dfs@nic.in

o/c
issued
15-1-24

✓ Copy to: Chief Executive, GIPSA

The Oriental Insurance Company Limited
Regd Office: A25/27 Asaf Ali Road, New Delhi- 2
CIN: U66010DL1947GOI007158

Summary of the proceedings of the Extraordinary General Meeting

The Extra-ordinary General Meeting ("EGM") of The Oriental Insurance Company Limited ("Company") was held on **Wednesday, January 31 2024**, at the Corporate Office of the Company, **G+4 Floors, Plate A, Office Block IV, NBCC Office Complex, Kidwai Nagar East, New Delhi – 110 023** in compliance with the applicable provisions of the Companies Act, 2013.

The meeting commenced at 11:30 a.m. and concluded at 12:00 noon.

Shri R. R. Singh, Chairman-cum-Managing Director, took the Chair and welcomed the members at the Extra-ordinary General Meeting.

The Meeting was attended by 8 Members.

The President of India was represented by Shri Jagjeet Kumar, Director, Department of Financial Services, Ministry of Finance, who attended the meeting through Video Conferencing from New Delhi.

The Meeting was attended by the following Directors:

1. Shri R.R. Singh, Chairman-cum-Managing Director
(Present in person)
2. Shri Sudhir Shyam, Government Nominee Director
(Attended through Video Conferencing from New Delhi)
3. Shri P. Reghunathan Nair, Non Executive Independent Director
(Attended through Video Conferencing from Trivandrum)
4. Shri Jitendra Asati, Government Nominee Director
(Attended through Video Conferencing from New Delhi)

Mrs. Rashmi Bajpai, Company Secretary, was in attendance for the meeting.

The representatives/partners of Statutory Auditors: M/s G.S. Mathur & Co. and Secretarial Auditors: M/s Saurabh Agarwal & Co. attended the meeting through Video Conferencing from New Delhi.

The requisite quorum as per Companies Act, 2013, being present, the Chairman called the meeting to order.

The Chairman welcomed all the Members, Directors, Statutory Auditor and Secretarial Auditor to the EGM.

The Company Secretary further informed that consent of all the Members was obtained for convening the Meeting at shorter notice.

The Company Secretary read the Notice of the Meeting.

The detailed agenda was taken up for discussion at the Meeting.

The following item was transacted at the EGM:

Sr. No.	Agenda	Type of Resolution
Special Business		
1.	To approve amendment in Clause 105 & 105A of the Articles of Association of the Company	Special Resolution

The Chairman then invited the Members who wished to speak or had any query on the agenda item. No queries were raised by any of the Members.

The resolution was put to vote by show of hands and thereafter the Chairman declared the resolution proposed at Item No. 1 as passed unanimously by the Members.

Considering there were no other agenda items, the Chairman concluded the Meeting.

For The Oriental Insurance Company Limited



(Rashmi Bajpai)

General Manager & Company Secretary