

Rashmi Bajpai

From: neaps@nse.co.in
Sent: Wednesday, April 10, 2024 3:23 PM
To: Rashmi Bajpai
Cc: Rashmi Bajpai
Subject: Announcement Submitted for The Oriental Insurance Company Limited, The Oriental Insurance Company Limited, 2024Apr668668_Debt_Acknowledgment.pdf
Attachments:

Dear Sir/Madam ,

Thanks for filing through NSEs Electronic Application Processing System (NEAPS). The Exchange has received the submission from The Oriental Insurance Company Limited, The Oriental Insurance Company Limited, of Announcement on 10-Apr-2024.

(Acknowledgement attached).

The Exchange will revert in case of any observations.

Regards,
National Stock Exchange of India Limited.
Listing Compliance
Direct No. 2659 8458/8235/8236

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This message has been analyzed by Deep Discovery Email Inspector.



National Stock Exchange Of India Limited

Date of

10-Apr-2024

NSE Acknowledgement

Symbol:-	Debt
Name of the Company: -	The Oriental Insurance Company Limited, The
Submission Type:-	Announcement
Short Description:-	Disclosure under Regulation 27(2)
Date of Submission:-	10-Apr-2024 15:23:19
NEAPS App. No:-	2024/Apr/668/668

Disclaimer : We hereby acknowledge receipt of your submission through NEAPS. Please note that the content and information provided is pending to be verified by NSEIL.

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

rashmbajpai@orientalinsurance.co.in

Deptt:- Board Sectt.

10/04/2024

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 2023-24

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 31/03/2024
2	Annexure – II for the Financial Year 2023-24
3	Annexure – IV for Half Year ended 31/03/2024

We request you to take the above on record.

Thanking You,

Yours Faithfully

For The Oriental Insurance Company Limited

Rashmi Bajpai

(RASHMI BAJPAI)

GENERAL MANAGER & COMPANY SECRETARY

Report on Corporate Governance

The Oriental Insurance Company Limited
(ISIN INE06GZ08015 - Security OICL 29 (OICL 8.80% 2029 (Series I) Type-PT)
31st March, 2024

1. Name of Listed Entity
2. Quarter Ending

1. Composition of Board Of Directors

(Mr./ Ms) Title	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 to Regulation 17A(1))	No of Directorship in Independent Listed Entities including this 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 entry. [Refer Regulation 26(1) of Listing Regulations]
Mr.	Rashmi Raman Singh	AGXP593498	Chairperson & Executive Director	Chairman-cum-Managing Director - 17/03/2023	N/A		12	10-Feb-65	1	0	0	0
Mr.	Sudhir Shyam	AOBP52633A	Non-Executive- Nominee Director	18-Dec-20	N/A		39	27-Aug-71	1	0	1	0
Mr.	Jitendra Asati	AQTPA3878K	Non-Executive- Nominee Director	5-Jan-23	N/A		14	20-May-82	1	0	1	0
Mr.	P. Raghunathan Nair	AEP2572P	Non-Executive- Independent Director	21-Dec-21	N/A		27	30-Nov-57	1	1	1	1
Mr.	Atul Kumar Goel	ABFPG1580P	Non-Executive- Independent Director	8-Feb-22	N/A		25	26-Dec-64	2	1	1	0


RAMESH BAJPAI
 Company Secretary & General Manager


RASHMI BAJPAI
 Company Secretary & General Manager

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)
9/11/2023	12/2/2024	Yes	5	2	94

III. Meeting of Board Of Directors

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	1. Chairperson- Non Executive-Independent 2. Non Executive- Independent 3. Non Executive-Nominee 4. Non Executive-Nominee	1. 21 January, 2022 2. 11 February, 2022 3. 1 February, 2021 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	1. Mr R R Singh 2. Mr Atul Kumar Goel 3. Mr Sudhir Shyam	1. Chairperson-Executive 2. Non Executive- Nominee 3. Non Executive- Nominee	1. 1 February, 2023 2. 11 February 2022 3. 1 February 2021	1. NA 2. NA 3. NA
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))

II. Composition of Committees

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

VII. Details of Cyber Security Incidence

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. Stakeholders 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) Government 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/advise of the Board of Directors may be mentioned here.	Corporate Governance Report for the last quarter ended on 31.12.2023 placed in 487th Board Meeting held on 12.02.2024

VI. Affirmations

Whether prior approval of audit committee obtained	Yes
Whether shareholders approval obtained for material RPT	NA
Whether details of RPT entered into omnibus approval have been reviewed by the Audit Committee	Yes (on half yearly basis); Statement of RPT for half year ended on 30.09.2023 placed in 116th Audit Committee Meeting held on 12.02.2024
Subject	Compliance Status (Yes/No/NA)



V. Related Party Transaction

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)
12/2/2024	Yes	4	2	9/11/2023	94

Audit Committee

II. Annual Affirmations			
Particulars	Regulation Number	Compliance status	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)	No	Applicable on Comply or Explain basis; Explanation given in Quarterly Corporate Governance Report for June, 2023 submitted to NSE
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	

Rashmi Bajpai
रश्मि बाजपेयी
 कंपनी सचिव एवं महाप्रबंधक
RASHMI BAJPAI
 Company Secretary & General Manager

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 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			
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.			
Name & Designation  Rashmi Bajpai Company Secretary/Compliance Officer/Managing Director/CEO/CFO 			

The Oriental Insurance Company Limited

ANNEXURE - II

Format to be submitted by listed entity at the end of the financial year ended on 31.03.2024 (for the whole of Financial Year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance Status (Yes/No/NA) refer note below	If Yes provide link to website. If No/NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Regulation 46(2) is not applicable to Debt Listed	https://orientalinsurance.org.in
b) Terms and conditions of appointment of independent directors	Entities, but the Company has disclosed all the desired information as per Regulation 62 of SEBI Listing Obligation and	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	Disclosure Requirements at it website.	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 delaing 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



रश्मि बाजपेयी
 कंपनी सचिव एवं महाप्रबंधक
RASHMI BAJPAI
 Company Secretary & General Manager

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.		

Rashmi Bajpai
रश्मि बाजपेयी
 कंपनी सचिव एवं महाप्रबंधक
RASHMI BAJPAI
 Company Secretary & General Manager

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, 2024

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.

RASHMI
RAMAN SINGH
 Digitally signed by
 RASHMI RAMAN SINGH
 Date: 2024.04.10
 15:05:53 +05'30'

(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.