

दि ओरिएण्टल इन्श्योरेंस 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

Deptt; Board Sectt.

21 June 2019

Ms. Savitri Yadav
Company Secretary & Compliance Officer
SBICAP Trustee Company Limited
Apeejay House, 6th Floor
3, Dinshaw Wachha Road
Churchgate
Mumbai- 400 020

Dear Madam

Sub: Submission of Half yearly compliance for the period from 1st October 2018 to 31st March 2019 with regard to the NCD aggregating to Rs. 750 crores.

This is in reference to letter ref: 250/SBICTCL/DT/2019-20 dated 9th April, 2019, received by us on 16th April, 2019.

We had vide our letter dated 22.04.2019, had enclosed the information sought vide your above referred letter in the requisite format as annexed to said letter.

Further, now that the Accounts of our Company have been adopted by the Board of the Company on 28.05.2019, we are enclosing herewith the updated information, based on Statutory Auditors certificate dated 21.06.2019.

Yours faithfully,

(Rashmi Bajpai)

Company Secretary & DGM

Annexure-1

Half Yearly Compliance to be sent by Debenture Trustee as on 31st March 2019

A) Compliance in respect to Terms of Debenture Issue

Sr. No.	Particulars	As per Information Memorandum/Subscription Agreement	Status as on 31-March-2019	Reasons for variation, if any	Action taken by the company
1	Credit Rating	CRISIL - AAA / Stable	AAA/ Stable	N/A	N/A
		ICRA- iAAA/ Negative	iAAA/ Negative	N/A	N/A
2	Asset Coverage Ratio*	N/A as Unsecured Debentures			
3	Debt Equity Ratio	0.25 (Proposed)	0.26	N/A	N/A
4	DRR Requirement	Proposed to be created	No amount transferred in view of net loss suffered by the Company		
5	Status of Security (created/not created)	N/A as Unsecured Debentures			
6	DSCR Requirement	N/A as Unsecured Debentures			
7	Other Requirements (if any)	Noted for Compliance			

Sr. No.	Due dates of interest/ redemption during last half year	Interest/Redemption Amount	Status of Payment	If not paid on due date, status as on date/if unpaid reason
1	Not Applicable as Debentures were allotted on 18/03/2019.	N/A	N/A	N/A
2				

Sr. No.	Next Due dates for payment of interest/ principal	Interest/Redemption Amount	Status of Payment
1	18-Mar-20	Rs 66 Crors- Interest at the end of 1st year	N/A

* Along with a certificate from Statutory Auditor for Asset Coverage ratio as on March 31,2019

H. K. CHAUDHRY & CO.
CHARTERED ACCOUNTANTS
101, NIRMAL TOWER
26, BARAKHAMBA ROAD
NEW DELHI-110 001

SCV & CO. LLP
CHARTERED ACCOUNTANTS
B-41, PANCHSHEEL ENCLAVE,
NEW DELHI – 110 017

Independent Auditor's Certificate

To,
The Board of Directors
The Oriental Insurance Company Limited
Oriental House, A-25/27, Asaf Ali Road
New Delhi – 110002, India

Independent Auditor's Certificate for Security Cover , Debt Equity Ratio and maintainence of
Debenture Redemption Reserve in accordance with the Terms of Issue of Debentures and
applicable laws for the period 1st January 2019 to 31st March 2019

1. This certificate is being issued with the terms of our engagement letter dated 6th June, 2019.
2. In connection with the quarterly compliance for the period 1st January 2019 to 31st March 2019 with regard to 8.80%, 7,500 (seven thousand five hundred only) Rated, Unsecured, Subordinated, Fully Paid-up, Listed, Redeemable and Non-Convertible Bonds in the nature of debentures each having a face value of Rs. 10,00,000/- (Rupees Ten Lakhs only) of the aggregate nominal value of Rs. 750 Crores- (Rupees Seven Hundred Fifty Crores only) by **The Oriental Insurance Company Limited** (herein referred to as 'the Company') which was for further strengthening the issuer Company's solvency by way of augmenting its capital under 'Other Forms of Capital' to facilitate growth of the issuer Company the Company is required to submit the compliance certificate to SBICAP Trustee Company Limited on Security Cover, Debt Equity ratio and Debenture Redemption Reserve as detailed in Annexure "A" being maintained in accordance and pursuant to the requirements laid down in the terms and conditions of the Debenture Trust Deed.
3. In connection with the requirement as stated in paragraph above, we, the Joint Statutory Auditors M/s. H.K. Chaudhry & Co., Chartered Accountants and SCV & Co. LLP, Chartered Accountants, of the Company for the purposes of issuing this certificate have been provided with the Debenture Trust Deed, the audited financial statements for the financial year ended 31st March 2019, relevant Board Meeting resolutions and the other relevant records of the Company.

Management's Responsibility

1. The preparation and maintenance of all accounting and other relevant supporting records and documents is the sole responsibility of the management of the Company. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the information contained this certificate and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.



2. The Company's management is also responsible for ensuring that the Company complies with the terms and conditions of the Debenture Trust Deed in maintaining a reserve to be called the "Debenture Redemption Reserve" as per the provisions of IRDAI (Other Forms of Capital) Regulations, 2015 read with the Circular ref. IRDA/F&A/OFC/01/2014-15/115 dated 04.08.2017 and section 71 of the Companies Act, 2013 read with Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 and SEBI Regulations. The Company's management is also responsible for submitting to the Debenture Trustee a certificate from the Statutory Auditors certifying that the Company has transferred a suitable sum to the Debenture Redemption Reserve at the end of each financial year as per the applicable law.

Auditor's Responsibility

3. Pursuant to the requirement as laid down in the Debenture Trust Deed, it is our responsibility to provide a reasonable assurance whether:
 - The Company has transferred any sum to the Debenture Redemption Reserve at the end of the financial year ended on 31.3.2019 as per the provisions of IRDAI (Other Forms of Capital) Regulations, 2015 read with the Circular ref. IRDA/F&A/OFC/01/2014-15/115 dated 04.08.2017 and section 71 of the Companies Act, 2013 read with Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 and SEBI Regulations.
4. A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the reporting criteria. Accordingly, we have performed the following procedures in relation to the Certificate:
 - i. Obtained and verified a certified true copy of the Debenture Trust Deed dated 11th April 2019.
 - ii. Verified the figures with the audited financial statements of the Company for the year ended 31st March, 2019.
 - iii. Verified books of accounts and other records of the Company in relation to above documents.
5. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on the procedures performed, evidence obtained and verification of books of accounts produced before us and the information and explanations given to us and the specific representation received from the management of the Company, we certify and confirm the contents of the attached Statement as per Annexure "A".



Restriction on Use

8. The certificate is issued at the request of the Company pursuant to the requirements Debenture Trust Deed for submission to SBICAP Trustee Company Limited and the certificate should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For H. K. CHAUDHRY & CO.
CHARTERED ACCOUNTANTS
FRN NO. 006154N

(CA INDERJIT SONI)
PARTNER

Membership No. 088694
UDIN:19088694AAAACG4706
Place : NEW DELHI
Dated : 21.06.2019



For SCV & CO. LLP
CHARTERED ACCOUNTANTS
FRN NO. 000235N/N500089

(CA ABHINAV KHOSLA)
PARTNER

Membership No. 087010
UDIN:19087010AAAAAJ2296
Place : NEW DELHI
Dated : 21.06.2019



Annexure 'A'

STATEMENT

[Referred to in Paragraph 2 of our Independent Auditor's Certificate dated 21st June, 2019 to
The Oriental Insurance Company Limited

CLIENT: The Oriental Insurance Company Limited

A-25/27, Asaf Ali Road,
NEW DELHI – 110 002

We, M/s H. K. Chaudhry & Co., Chartered Accountants New Delhi and SCV & Co. LLP, Chartered Accountants New Delhi, the Joint Statutory Auditors of The Oriental Insurance Company Limited having its registered office at A-25/27, Asaf Ali Road, New Delhi-110 002 (hereinafter referred as "the Company") have examined the audited financial statements, secretarial records and other records produced before us of the Company. On the basis of aforesaid records and other information and explanation given to us by the management of the Company, we certify the Security Cover, Debt Equity Ratio and Debenture Redemption Reserve of the Company as given below for onward submission to SBICAP Trustee Company Limited:

1) Security Cover Ratio

The Company has issued only Unsecured Subordinated, Fully Paid-up, Listed, Redeemable and Non-Convertible Bonds in the nature of debentures of aggregate nominal value of Rs. 750 Crores and there is no other debt/loan secured or unsecured taken by the Company and therefore the Security Cover Ratio is not applicable.

2) Debt Equity Ratio

Debt Equity Ratio = $\frac{\text{Rs. 7500000 (in thousand) Unsecured debentures}}{\text{Rs. 28630277 (in thousand) Total Equity}}$
= 0.26 times

Whereas,

Total Debt as on 31st March, 2019 = Unsecured Subordinated, Fully Paid-up, Listed, Redeemable and Non-Convertible Bonds in the nature of debentures of Rs. 750 Crores.

Total Equity as on 31st March, 2019 = Paid Up Capital + Capital Reserves + General Reserves + Balance of Profit and Loss Account is as follows :

Name of the Company	The Oriental Insurance Company Limited
Total is calculated as follows:	(In thousands)
Paid up Capital	Rs. 2000000
Capital Reserves	Rs. 2565
General Reserves	Rs. 29564321
Less Debit balance of Profit & Loss Account	Rs. -2936609
Total Equity as at 31.03.2019 **	Rs. 28630277



3) Debenture Redemption Reserve

Debenture Redemption Reserve = NIL

The Company has issued Unsecured Subordinated, Fully Paid-up, Listed, Redeemable and Non-Convertible Bonds in the nature of debentures of aggregate nominal value of Rs. 750 Crores only during the year ended 31st March, 2019 and due to net loss incurred by the Company during the year ended 31st March, 2019, no amount was available with the Company to transfer the same to Debenture Redemption Reserve.

For H. K. CHAUDHRY & CO.
CHARTERED ACCOUNTANTS
FRN NO. 006154N



(CA INDERJIT SONI)
PARTNER

Membership No. 088694

UDIN 1908869AAAAACG4706

Place : NEW DELHI

Dated : 21.06.2019

For SCV & CO. LLP
CHARTERED ACCOUNTANTS
FRN NO. 000235N/N500089

Abhinav Khosla
(CA ABHINAV KHOSLA)
PARTNER

Membership No. 087010

UDIN 19087010AAAAAJ2296

