



दि न्यू इन्डिया एश्योरन्स कंपनी लिमिटेड

THE NEW INDIA ASSURANCE COMPANY LTD.

पंजीकृत एवं प्रधान कार्यालय : न्यू इन्डिया एश्योरन्स बिल्डिंग, 87, महात्मा गांधी मार्ग, फोर्ट, मुंबई - 400 001.
Regd. & Head Office : New India Assurance Bldg., 87, M.G.Road, Fort, Mumbai - 400 001.
CIN No. L66000MH1919GOI000526

Phone : 022-22708100
22708400

Website : www.newindia.co.in

Ref. No.: NIACL/CMD_Board Sectt/2019-20

May 14, 2019

To,

The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Tower
Dalal Street
Mumbai 400 001

The Manager
Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, 5th floor, Plot C/1,
G Block, Bandra-Kurla Complex
Mumbai 400 051

Scrip Code: (BSE – 540769/NSE – NIACL)

Re : Annual Secretarial Compliance Report for the Financial Year 2018-19

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, the Annual Secretarial Compliance Report issued by M/s S N Ananthasubramanian & Co., Company Secretary in Practice is enclosed herewith.

Kindly take the same on record.

Thanking You

Yours faithfully

For The New India Assurance Company Limited

Jayashree Nair
Company Secretary & Chief Compliance Officer



S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, Brindaban, Thane (W) – 400 601 | Tel: 25345648, 25432704 | Email: snaco@snaco.net | Website: www.snaco.net

To,

The Board of Directors
The New India Assurance Company Limited,
CIN L66000MH1919GOI000526
New India Assurance Bldg,
87 - M G Road,
Fort, Mumbai - 400001

Sir/ Madam,

Annual Secretarial Compliance Report for the Financial Year 2018-19

We have been engaged by **The New India Assurance Company Limited** (hereinafter referred to as 'the Company') bearing CIN: **L66000MH1919GOI000526** whose equity shares are listed on National Stock Exchange of India Limited (NSE) (Symbol: **NIACL**) and BSE Limited (BSE) (Security Code: **540769**) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner, which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

S. N. Ananthasubramanian



S.N. Ananthasubramanian
Partner

FCS : 4206
COP No. : 1774
Date : 07th May, 2019
Place : Thane

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Secretarial Compliance Report
of
The New India Assurance Company Limited
for the year ended 31st March 2019

We have examined:

- (a) all the documents and records made available to us and explanation provided by **The New India Assurance Company Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) other documents/ filings, as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March 2019** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (upto 10th November, 2018) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (with effect from 11th November, 2018);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (upto 10th September 2018) and Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (with effect from 11th September 2018)- **Not Applicable as there was no reportable event during the financial year under**



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review;

- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not Applicable as there was no reportable event during the financial year under review;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable as there was no reportable event during the financial year under review**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 - **Not Applicable as there was no reportable event during the financial year under review**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:



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(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	<p>Reg. 30(6) of LODR : Point 12 of Para A of Part A of Schedule III: Issuance of Notices, call letters, resolutions and circulars sent to Shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.</p>	<p>The Notice of Postal Ballot was not intimated to the Stock Exchanges within twenty-four hours of its issuance to Members on 15th May, 2018</p>	<p>The Notice of Postal Ballot was intimated to Stock Exchanges on 22nd May, 2018.</p>
2.	<p>Regulation 19(1) of LODR : The Board of Directors shall constitute the nomination and remuneration committee as follows: a. The committee shall comprise of atleast three Directors; b. All Directors of the committee shall be non-executive Directors; and c. At least fifty percent of the Directors shall be independent Directors</p>	<p>The Nomination and Remuneration Committee of the Company was not constituted as per Regulation 19 (1) of SEBI (LODR) from 15th October, 2018 till 05th February, 2019.</p>	<p>The Nomination and Remuneration Committee of the Company was not constituted as per Regulation 19 (1) of SEBI (LODR) from 15th October, 2018 till 05th February, 2019.</p>



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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	BSE	Non-compliance with the constitution of Nomination and remuneration committee under Regulation 19(1)/19(2) of SEBI (LODR) till quarter ended 31 st December, 2018.	Rs. 1,88,800/- (including GST@18%)	The Company has remitted the amount to BSE.
2	NSE	Non-compliance with the constitution of Nomination and remuneration committee under Regulation 19(1)/19(2) of SEBI (LODR) till quarter ended 31 st December, 2018.	Rs. 1,88,800/- (including GST@18%)	The Company has remitted the amount to NSE.



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3	BSE	Non-compliance with the constitution of Nomination and remuneration committee under Regulation 19(1)/19(2) of SEBI (LODR) till quarter ended 31 st March, 2019.	Rs. 84,960/- (including GST@18%)	The Company has received notice of Non compliance from BSE Limited on 02 nd May, 2019. The Company will pay the fine after placing the same to Board in subsequent meeting.
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable since this report is being issued for the first time and accordingly no action was required to be taken by the Company.**

For S. N. ANANTHASUBRAMANIAN & CO.
Company Secretaries
Firm Registration No P1991MH040400

S. N. Ananthasubramanian



S. N. Ananthasubramanian
Partner

FCS : 4206
COP No. : 1774
Date : 07th May, 2019
Place : Thane

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