



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/2020-21**

**May 14, 2020**

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, 5t floor, Plot C/1  
G Block, Bandra-Kurla Complex  
Mumbai 400 051

Scrip Code: (BSE 540769/ NSE-NIACL)

Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report for the Financial Year 2019-20.**

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

Digitally signed by  
Jayashree Nair  
Date: 2020.05.14  
22:00:11 +05'30'

**Jayashree Nair**  
**Company Secretary & Chief Compliance Officer**



# S. N. ANANTHASUBRAMANIAN & CO

## Company Secretaries

10/25-26, 2nd Floor, Brindaban,  
Thane (W) - 400 601  
T: +91 22 25345648 | +91 22 25432704  
E: [snaco@snaco.net](mailto:snaco@snaco.net) | W: [www.snaco.net](http://www.snaco.net)  
ICSI Unique Code: P1991MH040400

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 2019-20

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 (Symbol: NIACL) and BSE Limited (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 08<sup>th</sup> 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.

ANANTHASUBRAMANIAN  
ANIAN  
NARAYANAN  
SATYAMANGALAM

S. N. Ananthasubramanian  
Partner  
FCS: 4206 | COP No.: 1774

14<sup>th</sup> May, 2020  
Thane





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**Company Secretaries**

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ICSI Unique Code: P1991MH040400

**SECRETARIAL COMPLIANCE REPORT OF  
THE NEW INDIA ASSURANCE COMPANY LIMITED  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup>MARCH, 2020**

We have examined:

- all the documents and records made available to us and explanations provided by **The New India Assurance Company Limited** ('the listed entity');
- filings/ submissions made by the listed entity to the stock exchanges;
- website of the listed entity;
- any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the financial year ended 31<sup>st</sup>March, 2020 ('review period'), in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued there under; and
- the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ('SEBI').

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

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not Applicable as there was no reportable event during the review period;**
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not Applicable as there was no reportable event during the review period;**
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – **Not Applicable as there was no reportable event during the review period;**







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## Company Secretaries

- (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 review period;**
- (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 review period;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;  
and circulars/ guidelines issued there under;

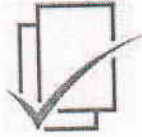
and based on the above examination, we hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, 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.	Regulation 17(1) (a) of SEBI (LODR) requires Board of Directors to have an optimum combination of Executive and Non-Executive Directors with <b>at least one Woman Director.</b>	There was no Woman Director on the Board from 01 <sup>st</sup> October, 2019 till 11 <sup>th</sup> March, 2020.	Woman Director was appointed on 12 <sup>th</sup> March, 2020.
2.	Regulation 17(1) (a) of SEBI (LODR), the Board of Directors of the top 500 Listed entities to have at least one Independent Woman Director by 01 <sup>st</sup> March, 2019.	Being a top 500 listed entity, there was no Independent Woman Director on the Board from 1 <sup>st</sup> October, 2019 till 11 <sup>th</sup> March, 2020.	Woman Independent Director was appointed on 12 <sup>th</sup> March, 2020.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my/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 there under –





# S. N. ANANTHASUBRAMANIAN & CO

## Company Secretaries

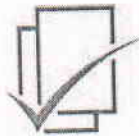
Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports –

Sr. No.	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Deviations	Observations/ remarks of the Practicing Company Secretary	Action taken by Company
1.	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.	The Notice of Postal Ballot was not intimated to the Stock Exchanges within twenty-four hours of its issuance to Members on 15 <sup>th</sup> May, 2018	The Notice of Postal Ballot was intimated to Stock Exchanges on 22 <sup>nd</sup> May, 2018.	The Company has made the necessary disclosures within the time limits.
2.	Regulation 19(1) of LODR: The Board of Directors shall constitute the Nomination and Remuneration Committee as follows:	The Nomination and Remuneration Committee (NRC) of the Board comprised of two Non-Executive Independent Directors and three Executive Directors	The Nomination and Remuneration Committee of the Company was not constituted as per Regulation 19 (1) of SEBI (LODR) from 15 <sup>th</sup> October, 2018 till	Subsequently, the Committee was constituted as per Regulation 19(1) of LODR.







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## Company Secretaries

Sr. No.	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Deviations	Observations/ remarks of the Practicing Company Secretary	Action taken by Company
	<p>a. The committee shall comprise of at least three Directors;</p> <p>b. All Directors of the committee shall be non-executive Directors; and</p> <p>c. At least fifty percent of the Directors shall be independent Directors</p>	including one Government Nominee Director from 15 <sup>th</sup> October, 2018 till 05 <sup>th</sup> February, 2019.	05 <sup>th</sup> February, 2019	

For S. N. ANANTHASUBRAMANIAN & Co.  
Company Secretaries  
ICSI Unique Code: P1991MH040400  
Peer Review Cert. No.: 606/2019

ANANTHASUBRAMANIAN  
ANAN  
NARAYANAN  
SATYAMANGALAM

Digitally signed by ANANTHASUBRAMANIAN  
ANAN NARAYANAN SATYAMANGALAM  
DN: cn=ANANTHASUBRAMANIAN ANAN NARAYANAN SATYAMANGALAM, o=S. N. ANANTHASUBRAMANIAN & CO., ou=COMPANY SECRETARIES, email=ananthasubramanian@snas.com, c=IN



S. N. Ananthasubramanian  
Partner  
FCS: 4206 | COP No.: 1774

ICSI UDIN: F004206B000240310

14<sup>th</sup> May, 2020  
Thane