

Ref. No.: GIC Re/SE/2018-19/SCR

Date: May 22, 2019

To,  
The Manager  
Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Tower  
Dalal Street  
Mumbai – 400001

The Manager  
Listing Department  
The National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor, Plot C/1,  
G Block, Bandra Kurla Complex  
Mumbai - 400051

**Scrip Code: (BSE – 540755/ NSE – GICRE)**

Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2019**

Pursuant to Regulation 24A SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI Circular Ref. No. CIR/CMD1/27/2019 dated 8<sup>th</sup> February, 2019, the Annual Secretarial Compliance Report dated 17<sup>th</sup> May, 2019 for the year ended 31<sup>st</sup> March, 2019 issued by Mrs. Malati Kumar of M/s. S. N. Ananthasubramanian & Co., Practicing Company Secretaries is attached.

Kindly take note of the above.

Thanking you,

Yours sincerely

**For General Insurance Corporation of India**



(Suchita Gupta)  
Company Secretary & Compliance Officer



**भारतीय साधारण बीमा निगम**  
(भारत सरकार की कंपनी)

**General Insurance Corporation of India**

(Government of India Company)

CIN NO.: L67200MH1972GOI016133 IRDA REGN No.: 112

“सुरक्षा”, 170, जे. टाटा रोड, चर्चगेट, मुंबई - 400 020.

“SURAKSHA”, 170, J. Tata Road, Churchgate,  
Mumbai - 400 020. INDIA Tel.: +91-22-2286 7000  
www.gicofindia.in



To,  
**General Insurance Corporation of India,**  
**CIN L67200MH1972GOI016133**  
Suraksha 170,  
Jamshedji Tata Road,  
Churchgate, Mumbai- 400 020.

Sir/ Madam,

**Annual Secretarial Compliance Report for the Financial Year 2018-19**

We have been engaged by **General Insurance Corporation of India** (hereinafter referred to as 'the Company') bearing CIN: **L67200MH1972GOI016133** whose equity shares are listed on National Stock Exchange of India Limited (NSE) (Symbol: **GICRE**) and BSE Limited (BSE) (Security Code: **540755**) 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 8<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 thereunder 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. The Annual Secretarial Compliance Report is enclosed.

*Malati A. Kumar*



**Malati Kumar**  
**Partner**

**ACS : 15508**  
**COP No. : 10980**

**Date : 17<sup>th</sup> May 2019**  
**Place : Thane**

**Secretarial Compliance Report of General Insurance Corporation of India  
for the year ended 31<sup>st</sup> March 2019**

We have examined:

- (a) all the documents and records made available to us and explanation provided by **General Insurance Corporation of India** (“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 **31<sup>st</sup> 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 10<sup>th</sup> November, 2018) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (with effect from 11<sup>th</sup> 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 10<sup>th</sup> September 2018) and Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (with effect from 11<sup>th</sup> September 2018)- **Not Applicable as there was no reportable event during the financial year under 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 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 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.	<b>Regulation 20(2) of SEBI (LODR) Regulations:</b> The chairperson of Stakeholder Relationship Committee (SRC) shall be a non-executive director	The meeting of SRC held on 13th November, 2018 was not chaired by a Non-Executive Director.	The meeting was chaired by an Executive Director.
2.	<b>Regulation 29(2) of SEBI (LODR) Regulations:</b> Intimation regarding item specified in clause (a) of sub-regulation (1) of Regulation 29 shall be given at least five days in advance (excluding the date of the intimation and date of the meeting), and such intimation shall include the date of such meeting of board of directors.	The prior intimation of the Board meeting held on 30 <sup>th</sup> July, 2018 to consider and approve the financial results for Quarter ended 30 <sup>th</sup> June, 2018 was intimated to Stock Exchanges less than the prescribed time line.	The intimation was given to Stock Exchanges only on 25 <sup>th</sup> July, 2018.



**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

- (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.
NIL				

- (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**

*Malati A. Kumar*  


**Malati Kumar**  
**Partner**

**ACS : 15508**

**COP No. : 10980**

**Date : 17<sup>th</sup> May 2019**

**Place : Thane**