

ROYAL SUNDARAM GENERAL INSURANCE CO. LIMITED

(Regd Office: 21 Patullos Road, Chennai 600 002) CIN: U67200TN2000PLC045611

Email: sr.balachandher@royalsundaram.in Website: www.royalsundaram.in

Corp. Office: 'VISHRANTHI MELARAM TOWERS' 2/319, RAJIV GANDHI SALAI
KARAPAKKAM, CHENNAI 600 097, Ph: 91-44-7117 7117

NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

NOTICE is hereby given that an Extraordinary General Meeting (EGM) of the Shareholders of the Company will be held at short notice on **Thursday, 27th August 2020**, at **3.30 p.m.** through Video Conferencing ("VC") / other Audio Visual Means ("OAVM"), to transact the following business:

SPECIAL BUSINESS:

1. **Re-appointment of Ms. Radha Unni (DIN: 03242769), as an Independent Director of the Company for another term of 5 years**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED that pursuant to the provisions of Section 149, 152 and other applicable provisions, of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Ms. Radha Unni (DIN: 03242769), an Independent Director of the Company whose initial term of 5 (five) years expires on 6th September 2020, be and is hereby appointed as an Independent Director of the Company to hold office for a further term of 5 (Five) consecutive years, up to 6th September 2025, not liable to retire by rotation."

By Order of the Board



Place: Chennai

Date : August 7, 2020

S.R.Balachandher

Company Secretary

Notes:

This Notice, is being sent only in electronic form, to all the shareholders whose names appear on the Register of Members as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) and who have registered their email id with the Company.

- a) Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted convening such General Meetings ("Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act'), this EGM of the Company is being held through VC / OAVM.

- b) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
- c) Generally, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. Since the EGM is held through VC /OAVM pursuant to the MCA circulars, the physical attendance of the Members is dispensed with. Accordingly, the entitlement for appointment of proxy will not be available to the Members for EGMs to be conducted in electronic mode till 31st December 2020. Accordingly, the Proxy Form has not been annexed to this Notice.
- d) Attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum as required under the Companies Act, 2013.
- e) Since the EGM is proposed to be held through VC/OAVM, the Route Map of the venue has not been annexed to this Notice.
- f) Corporate Members intending to nominate their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend the meeting on VC/OAVM mode and vote on their behalf at the Meeting.
- g) Procedure for joining the EGM through VC / OAVM: The Company will provide VC / OAVM facility to its Members for participating at the EGM. A link will be shared separately with the members to join the Meeting.

Explanatory Statement under Section 102 (1) of the Companies Act, 2013

Special Business :

Ms. Radha Unni (DIN:03242769) is currently a non-executive Independent Director of the Company. In terms of Section 149 of the Companies Act, 2013 and other applicable provisions, she was appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for 5 (Five) consecutive years effective from 7th September 2015. Accordingly, her initial term expires on 6th September 2020. Ms. Radha Unni has confirmed that she continues to satisfy the conditions stipulated under Section 149 of the Companies Act, 2013, for Independent Directors. Ms. Radha Unni also fulfills the requirement of a Woman Director on the Board as required by the Companies Act 2013 and the Corporate Governance Guidelines issued by IRDAI.

The Company has received notice in writing from a member as required under Section 160 of the Companies Act, proposing the re-appointment of Ms.Radha Unni as an Independent Director for another term of 5 years.

In the opinion of the Nomination and Remuneration Committee and Board, Ms. Radha Unni fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for her reappointment as an Independent Director of the Company and she is independent of the Management.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 7th August 2020, considered that her continued association as an Independent Director would be of immense benefit to the Company and accordingly recommends the Resolution relating to her re-appointment as an Independent Director for a further term of 5 years, up to 6th September 2025, for the approval of the Shareholders.

Interest of Directors

Except Ms. Radha Unni, being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the above subject.

Particulars of the Directors seeking re-appointment in the Extraordinary General Meeting

1.	Name	Radha Unni (DIN:03242769)
	Date of Birth	04.12.1948
	Qualification	M.A., B.Ed., CAIIB
	Specialisation	Banking
	Experience (No. Of Years)	She has over 4 decades of work experience in the banking industry with primary focus being in credit and project appraisal of small, medium and large projects. During her term of service, she served all over the country including Tamil Nadu, Madhya Pradesh, Maharashtra and Kerala. With her wide experience in the banking and financial services industry, she brings greater expertise and experience to the Board.
	List of other Companies in which Directorship held	<ul style="list-style-type: none"> • Muthoot Capital Services Limited • Nitta Gelatin India Limited • Sundaram Home Finance Limited • Axles India Limited • V Guard Industries Limited • WIL Car Wheels Limited • Western India Plywoods Limited

Resolution Number	Resolution	Vote (Optional)		
		For	Against	Abstain
Ordinary Business				
1.	Reappointment of Ms. Radha Unni (DIN;03242769) as an Independent Director for another term of 5 years.			