

Royal Sundaram Alliance Insurance Company Limited
(Regd Office: 21 Patullos Road, Chennai 600 002), CIN: U67200TN2000PLC045611
e-mail: sr.balachandher@royalsundaram.in Website: www.royalsundaram.in
Corporate Office: 'Vishranthi Melaram Towers' 2/319 Rajiv Gandhi Salai
Karapakkam, Chennai 600 097, Tel: 91-44-7117 7117, Fax: 91-44-71137114

NOTICE OF THE FIFTEENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

NOTICE is hereby given that the Fifteenth Annual General Meeting of the Shareholders of the Company will be held on **Monday, 7th September 2015 at 10 a.m** at the Registered office of the Company at 21 Patullos Road, Chennai 600 002, to transact the following business:

ORDINARY BUSINESS

1. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED that the Audited Balance Sheet of the Company as at 31st March 2015 and the Profit & Loss Account for the year ended as on that date together with the Revenue Accounts and the Reports of the Directors and the Auditors thereon be and are hereby adopted."

2. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED that Mr. T T Srinivasaraghavan (DIN: 00018247), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation."

3. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED that Mr. Harsha Viji (DIN: 00602484), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation."

4. To appoint/re-appoint Statutory Auditors and fix their remuneration.

- (i) To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED that M/s Suri & Co, Chartered Accountants, Chennai (Registration No.004283S), the retiring Auditors, be and are hereby reappointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting at a remuneration, to be decided by the Board of Directors based on the recommendation of the Audit Committee, in addition to certification fee,

service tax and reimbursement of travelling and other out of pocket expenses incurred by them in connection with the Audit.”

- (ii) To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED** that M/s. N C Rajagopal & Co, Chartered Accountant, Chennai (Registration. No.003398S), be appointed as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration, to be decided by the Board of Directors based on the recommendation of the Audit Committee, in addition to certification fee, service tax and reimbursement of travelling and other out of pocket expenses incurred by them in connection with the Audit.”

SPECIAL BUSINESS

5. Appointment of Ms.Radha Unni as a Director of the Company:

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

“**RESOLVED** that pursuant to the provisions of Section 149, 152 read with all 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), who was appointed as an Additional Director of the Company pursuant to Sec.161 of the Companies Act, 2013 and holds office up to this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company and to hold office for 5 (Five) consecutive years from the conclusion of this Annual General Meeting, not liable to retire by rotation.”

6. Appointment of Mr.M S Sreedhar as a Director of the Company:

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

"**RESOLVED** that pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. M S Sreedhar (DIN: 07153983), who was appointed as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 and holds office up to this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

7. Appointment of Mr.M S Sreedhar as a Managing Director of the Company and fixing his remuneration:

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

“RESOLVED that in accordance with the applicable provisions of the Companies Act, 2013 and based on the approval obtained from the Insurance Regulatory and Development Authority of India (IRDAI) under Section 34A of the Insurance Act,1938 the Company hereby accords its approval for the appointment of Mr. M S Sreedhar (DIN: 07153983), as the Managing Director of the Company for a period of 5 years, with effect from 25th April 2015, and for the payment of remuneration to him for his services as the Managing Director as per details set out in the Explanatory Statement annexed hereto.”

By Order of the Board



Place: Chennai
Date: 31st July 2015

S.R.Balachandher
Company Secretary

Notes:

- a) 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.
- b) The proxy form duly stamped and executed, should be deposited at the Registered Office of the Company at least forty-eight hours before the time fixed for the commencement of the meeting.
- c) Corporate Members intending to send 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 and vote on their behalf at the Meeting.
- d) A 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.
- e) The annual report of the Company circulated to the Members of the Company, will be made available on the Company's website www.royalsundaram.in.

Encl.: Proxy form.

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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) :
Registered address :
Folio No/Client Id & DP ID :
E-mail Id:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :
Address:
E-mail Id :
Signature:....., or failing him

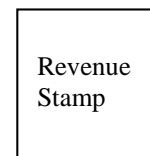
2. Name :
Address:
E-mail Id :
Signature:....., or failing him

3. Name :
Address:
E-mail Id :
Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 15th Annual General Meeting of the company, to be held on Monday, **7th September 2015 at 10 a.m** at the Registered office of the Company at 21 Patullos Road, Chennai 600 002 and at any adjournment thereof in respect of such resolutions as indicated overleaf:

Signed this..... day of..... 2015

Signature of shareholder: Signature of Proxy holder(s):



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Resolution Number	Resolution	Vote (Optional)		
		For	Against	Abstain
Ordinary Business				
1.	Adoption of accounts for the financial Year 2014-15			
2.	Appointment of Director in the place of Mr. T T Srinivasaraghavan, who retires by rotation and being eligible, offers himself for re-election			
3.	Appointment of Director in the place of Mr. Harsha Viji, who retires by rotation and being eligible, offers himself for re-election			
4.	Appointment of Statutory Auditors of the Company:			
	a) M/s.Suri & Co., Chartered Accountants, Chennai			
	b) M/s. N C Rajagopal & Co., Chartered Accountants, Chennai			
Special Business				
5.	Appointment of Ms Radha Unni as an Independent Director of the Company			
6.	Appointment of Mr. M S Sreedhar as a Director of the Company			
7.	Appointment of Mr. M S Sreedhar as a Managing Director of the Company and fixing his remuneration			