

Royal Sundaram Alliance Insurance Company Limited

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

CIN: U67200TN2000PLC045611

Corp. Office: 'VISHRANTHI MELARAM TOWERS' 2/319, RAJIV GANDHI SALAI
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NOTICE OF THE EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

NOTICE is hereby given that an Extraordinary General Meeting of the Shareholders of the Company will be held on Friday, 27th November 2015 at 9:30 a.m at the Corporate Office of the Company at Vishranthi Melaram Towers, 2/319 Rajiv Gandhi Salai, Karapakkam, Chennai 600 097, to transact the following business:

SPECIAL BUSINESS:

To consider and if thought fit to pass with or without modifications, the following as **SPECIAL RESOLUTIONS:**

"RESOLVED THAT pursuant to the provisions of Section 13 of Companies Act, 2013, read with applicable provisions and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of the Central Government and any other Statutory Authorities as may be required, the existing name of the Company be and is hereby changed from "Royal Sundaram Alliance Insurance Company Limited" to "Royal Sundaram General Insurance Co. Limited."

"FURTHER RESOLVED THAT the Name Clause (Clause I) of the Memorandum of Association of the Company be and is hereby amended as under:

I. The Name of the Company is **"ROYAL SUNDARAM GENERAL INSURANCE CO. LIMITED"**.

"FURTHER RESOLVED THAT the name **ROYAL SUNDARAM ALLIANCE INSURANCE COMPANY LIMITED** wherever it appears in the Memorandum and Articles of Association of the Company be substituted by the new name **ROYAL SUNDARAM GENERAL INSURANCE CO. LIMITED.**"

"FURTHER RESOLVED THAT, Mr.M.S.Sreedhar, Managing Director and Mr S R Balachandher, Company Secretary of the Company be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution including filing necessary forms/returns with the Registrar of Companies and any other Statutory Authorities as required."

By Order of the Board



Place: Chennai
Date: 23rd October 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 as required under section 113 of the Companies Act, 2013 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.

Encl.: Proxy form

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

Special Business

To Change the name of the Company & Amend the Memorandum and Articles of Association of the Company

Consequent to the recent transfer by Royal & SunAlliance Insurance plc, UK (RSA) of its entire equity holding in favour of Sundaram Finance Limited (SFL), RSA has ceased to be our Shareholder effective 29th July 2015.

The Board of Directors after deliberations, decided to change the name of the Company to reflect the above mentioned changes. Accordingly, the Board passed necessary resolution dated 9th October 2015 in this regard so that necessary applications can be made to the Registrar of Companies for seeking availability and reserving the new name for the Company as proposed.

The Insurance Regulatory and Development Authority of India (IRDAI) based on an application made by the Company had agreed for the Company using the word "Co." as part of its new name when it makes an application to ROC.

The ROC, vide their approval dated 13th October, 2015 had approved the name "Royal Sundaram General Insurance Co. Limited". The Company had conveyed the availability of the above name to IRDAI immediately thereafter.

Further the Board of Directors vide resolutions passed on 23rd October 2015 decided to seek the members approval for changing the name of the Company from "Royal Sundaram Alliance Insurance Company Limited" to "Royal Sundaram General Insurance Co. Limited" and also to alter the Name Clause in the Memorandum and Articles of Association of the Company.

In terms of section 13 of the Companies Act, 2013, the consent of the Shareholders is required by way of a Special Resolution for changing the name of the Company. The Board recommends that the said resolution be passed.

Hence the resolutions have been put up for your approval.

A Copy of the Memorandum and Articles of Association is available for inspection at the Registered Office of the Company during office hours.

Interest of Directors

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the above subject.

By Order of the Board



Place: Chennai
Date: 23rd October 2015

S.R. Balachandher
Company Secretary