



Royal Sundaram

General Insurance

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  
KARAPAKKAM, CHENNAI 600 097, Ph: 91-44-7117 7117, Fax: 91-44-71137121  
Email: sr.balachandher@royalsundaram.in Website: www.royalsundaram.in

**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, 23<sup>rd</sup> October 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:**

**1. To amend the existing Articles of Association by adopting a new set of Articles of Association**

To consider and if thought fit to pass with or without modifications, the following as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of section 5 and 14 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), the existing Articles of Association of the Company be amended by substituting Articles 1 to 168, with a new set of Articles of Association containing Article 1 to 117."

**"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 along with filing of necessary forms/returns with the Registrar of Companies and any other Statutory Authorities as required."

By Order of the Board

S.R.Balachandher  
Company Secretary

Place: Chennai  
Date: 30<sup>th</sup> September 2015

**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

#### Item No.1

#### To Amend the 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 29<sup>th</sup> July 2015. The present Articles of Association has references to RSA in many places and hence it becomes necessary for us to suitably amend the same. Further, with the introduction of the new Companies Act, 2013 effective from 1<sup>st</sup> April 2014, it will be in order for us to align our Articles of Association with the new provisions.

Hence the Board of Directors vide resolutions passed on 30<sup>th</sup> September 2015 decided to adopt a new set of Articles in place of the existing Articles of Association of the Company and for this purpose seek the Shareholders' approval. In terms of section 5 and 14 of the Companies Act, 2013, the consent of the Shareholders is required by way of a Special Resolution for amending the Articles of Association.

We therefore seek your approval.

#### Interest of Directors

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

**By Order of the Board**



S.R. Balachandher  
Company Secretary

Place: Chennai  
Date: 30<sup>th</sup> September 2015