

## ROYAL SUNDARAM GENERAL INSURANCE CO. LIMITED

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

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

### **NOTICE OF THE TWENTIETH (20<sup>th</sup>) ANNUAL GENERAL MEETING OF THE SHAREHOLDERS**

**NOTICE** is hereby given that the Twentieth (20<sup>th</sup>) Annual General Meeting of the Shareholders of the Company will be held on **Thursday, 27<sup>th</sup> August 2020**, at **3.00 p.m.** through Video Conferencing ("VC") / other Audio Visual Means ("OAVM"), 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 31<sup>st</sup> March 2020 and the Profit & Loss Account for the year ended as on that date together with the Revenue Accounts, the Board's and the Auditors' Reports thereon be and are hereby approved and 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. Harsha Viji (DIN: 00602484), 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. M S Sreedhar (DIN: 07153983), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation."

4. (i) 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 Sections 139 and other applicable provisions of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modifications or re-enactment thereof for the time being in force, M/s N.C Rajagopal & Co, Chartered Accountants, Chennai (Registration No.003398S), the retiring Auditors be and are hereby reappointed as the Statutory Auditors of the Company, to hold office for another term of 5 years from the conclusion of this Annual General Meeting till the conclusion of the 25<sup>th</sup> Annual General Meeting of the Company subject to ratification at every Annual General Meeting."

**“Further Resolved** that the remuneration payable to M/s N.C Rajagopal & Co, Chartered Accountants, Chennai for the period commencing from the conclusion of 20<sup>th</sup> Annual General Meeting until the conclusion of the 21<sup>st</sup> Annual General Meeting be fixed at Rs.15,00,000/- (Rupees Fifteen lakhs only) and certification fee, if any, apart from taxes 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 pursuant to the provisions of Sections 139 and other applicable provisions of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modifications or re-enactment thereof for the time being in force, the appointment of M/s. Brahmayya & Co., Chartered Accountants, Chennai (Registration. No. 000511S), made at the 17<sup>th</sup> Annual General Meeting as the Statutory Auditors of the Company, to hold office until the conclusion of the 21<sup>st</sup> Annual General Meeting, be and is hereby ratified at this 20<sup>th</sup> Annual General Meeting.”

**“Further Resolved** that the remuneration payable to M/s. Brahmayya & Co., Chartered Accountants, Chennai for the period commencing from the conclusion of 20<sup>th</sup> Annual General Meeting until the conclusion of the 21<sup>st</sup> Annual General Meeting be fixed at Rs.15,00,000/- (Rupees Fifteen lakhs only) in addition to tax audit fee of Rs.3,00,000/- (Rupees Three lakhs only) and certification fee, if any, apart from taxes and reimbursement of travelling and other out of pocket expenses incurred by them in connection with the Audit.”

**By Order of the Board**



Company Secretary

Place: Chennai

Date : May 6, 2020

Notes:

This Notice, together with the Annual Report for the financial year 2019-20, 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 the Annual General Meeting (“AGM” / “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’), the AGM of the Company is being held through VC / OAVM.

- b) Since there are no special business proposed to be considered at this meeting, the need to attach the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 does not arise.
- c) 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 AGM 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 AGMs to be conducted in electronic mode till 31<sup>st</sup> December 2020. Accordingly, the Proxy Form has not been annexed to this Notice.
- d) Since the AGM is proposed to be held through VC / OAVM, the Route Map of the venue has not been annexed to this Notice.
- e) 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.
- f) 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](http://www.royalsundaram.in).
- g) Procedure for joining the AGM through VC / OAVM: The Company will provide VC / OAVM facility to its Members for participating at the AGM. A link will be shared separately with the members to join the Meeting.

## Particulars of the Directors seeking re-appointment in the Annual General Meeting

### Item No.2

1.	Name	Harsha Viji
	DIN	00602484
	Age	45
	Qualification	B.Com, ACA M.B.A (Ann Arbor, Michigan)
	Specialisation	Finance, Accounts and Strategy
	Experience (No. Of Years)	<p>Has been associated with Sundaram Finance Limited since 1998 in various roles. He has rich experience both in India and US, having served in numerous capacities at McKinsey &amp; Company, New York and Pricewaterhouse Coopers, Chennai. His core expertise lies in strategy formulation, joint venture negotiations and new business development.</p> <p>He is currently the Deputy Managing Director of Sundaram Finance Limited and serves on the Board of several Companies.</p>

### Item No.3

2.	Name	M S Sreedhar
	DIN	07153983
	Age	61
	Qualification	ACS, FIII
	Specialisation	Insurance
	Experience (No. Of Years)	<p>Has more than 4 decades of rich experience in the Insurance industry having worked in PSU and General Insurance Corporation. Since inception of Royal Sundaram in October 2000, he has been part of the top management Team involved in various strategy initiatives.</p> <p>Since 25<sup>th</sup> April 2015 onwards, he has been serving as the Managing Director of the Company.</p>

Resolution Number	Resolution	Vote (Optional)		
		For	Against	Abstain
<b>Ordinary Business</b>				
1.	Adoption of the audited financial statements of the Company for the financial year ended 31 <sup>st</sup> March 2020 together with the Reports of the Board of Directors and Auditors thereon.			
2.	Re-Appointment of Mr. Harsha Viji (DIN:00602484), the retiring Director, as a Director of the Company, liable for retirement by rotation.			
3.	Re-Appointment of Mr. M S Sreedhar (DIN:07153983), the retiring Director, as a Director of the Company, liable for retirement by rotation.			
4.	(i) Reappointment of M/s. N C Rajagopal & Co., Chartered Accountants, Chennai			
	(ii) Ratification of appointment of M/s. Brahmayya & Co., Chartered Accountant, Chennai			