

## ROYAL SUNDARAM GENERAL INSURANCE CO. LIMITED

[Formerly known as Royal Sundaram Alliance Insurance Company Limited]

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

Email: [sr.balachandher@royalsundaram.in](mailto:sr.balachandher@royalsundaram.in) Website: [www.royalsundaram.in](http://www.royalsundaram.in)

Corp. Office: 'VISHRANTHI MELARAM TOWERS' 2/319, RAJIV GANDHI SALAI  
KARAPAKKAM, CHENNAI 600 097, Ph: 91-44-7117 7117, Fax: 91-44-71137121

### **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 at shorter notice on **Friday, 22nd February 2019 at 1:15 pm** at the Registered Office of the Company at 21, Patullos Road, Chennai 600 002, to transact the following business:

#### **SPECIAL BUSINESS:**

#### **1. Adoption of the restated Articles of Association of the Company**

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

**"RESOLVED THAT**, pursuant to the provisions of Sections 5 (5) and Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules thereunder, the shareholders hereby consent to replace the existing Articles of Association of the Company in its entirety with the restated Articles of Association containing Article 1 to 124, as sent to the shareholders along with the notice."

**"RESOLVED FURTHER THAT** the Managing Director and the Company Secretary of the Company be and are hereby severally authorized to make any filings, disclosures and submissions as may be required under applicable laws and undertake all actions and deeds and to sign such deeds, documents, forms, declarations or other papers as required to give effect to this resolution."

**"RESOLVED FURTHER THAT** a copy of the aforesaid resolutions certified to be a true copy by the Managing Director or by the Company Secretary or such other person as authorized by the Board, be furnished to Ageas Insurance International N.V. or any governmental authority or any other person as may be required from time to time."

By Order of the Board



Place: Chennai  
Date: 22<sup>nd</sup> February 2019

S.R. Balachandher  
Company Secretary

#### Notes:

- 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.
- 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.

- c) 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.
- d) 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.
- e) All the documents referred to in the Notice will be available for inspection by the Members at the Registered Office of the Company between 10:30 a.m and 12:30 p.m. on all working days from the date hereof up to the date of the Meeting.
- f) Route Map for the location of the aforesaid meeting is enclosed.
- g) This meeting is being called at a shorter Notice than the statutory required minimum of 21 clear days. Pursuant to the provisions of Section 101 of the Companies Act, 2013, a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by members, majority in number, entitled to vote and who represent not less than ninety-five per cent. of such part of the paid-up share capital of the company as gives a right to vote at the meeting. The members are accordingly requested to give their consents to hold the meeting at a shorter notice.

Encl.: Proxy form

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

### **Special Business**

#### **To adopt the restated Articles of Association of the Company**

In terms of the Share Purchase and Shareholders Agreement dated 14<sup>th</sup> November 2018, and consequent to the transfer of 17,96,00,000 Equity Shares of Rs.10/- each by the existing Shareholders to the incoming Investor M/s Ageas Insurance International N.V., the Articles of Association of the Company is required to be amended to incorporate the key provisions of the Shareholders Agreement

Accordingly, the Existing Articles 1 to 117 of the Articles of Association are to be replaced by a new set of Articles of Association containing Article 1 to 124. A copy of the new set of Articles of Association is attached herewith as Annexure A.

The Board of Directors vide resolutions passed on 22<sup>nd</sup> February 2019 approved to adopt a new set of Articles in place of the existing Articles of Association of the Company and accordingly recommended this proposal for 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.

Hence the resolutions have been put up for 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.

#### **Inspection of Documents**

Copies of the Articles of Association is available for the inspection for the above said resolution.

**By Order of the Board**



Place: Chennai  
Date: 22<sup>nd</sup> February 2019

S.R.Balachandher  
Company Secretary

**Royal Sundaram General Insurance Co. Limited**  
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Form MGT 11

**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:.....,

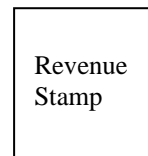
or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the company, to be held at shorter notice on Friday, 22<sup>nd</sup> February 2019 at 1:15 p.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..... 20....

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)		
<b>Special Business</b>				
1.	Adoption of the restated Articles of Association of the Company			

Route Map: 21, Patullos Rd. Royal Sundaram Registered Office

