



Royal Sundaram
General Insurance

ROYAL SUNDARAM GENERAL INSURANCE CO. LIMITED

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

Email: sr.balachandher@royalsundaram.in Website: 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 on **Thursday, 24th October 2019 at 1.45 pm** at the Registered Office of the Company at 21, Patullos Road, Chennai 600 002, to transact the following business:

SPECIAL BUSINESS:

1. To consider and if thought fit to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED that, pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Mr. Brajadas Banerjee (holding DIN: 00064354), who was appointed as an Additional Director to function as an Independent Director of the Company by the Board of Directors with effect from 31st July 2019 and who holds office until the date of the ensuing General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the Member's intention to propose Mr. Brajadas Banerjee as a Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of two (2) years up to 30st July 2021, not liable to retire by rotation".

By Order of the Board

S.R. Balachandher
Company Secretary

Place: Chennai 600002
Date: 25th September 2019

Notes:

- a) 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.
- b) 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. 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) 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.
- e) Route Map for the location of the aforesaid meeting is enclosed.

Encl.: Proxy form

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

Special Business – Subject 1:

Mr. Brajadas Banerjee, aged about 78 years was co-opted as a Non-Executive Independent Director of your Company with effect from 31st July 2019. Under Section 161 of the Companies Act, 2013, he holds office as an Additional Director up to the ensuing General Meeting

In terms of Section 149 of the Companies Act, 2013 and other applicable provisions therein, it is proposed to appoint Mr. Brajadas Banerjee as an Independent Director of the Company not liable to retire by rotation and to hold office for a term of two (2) years as mentioned in the Resolution. Mr. Brajadas Banerjee has confirmed that he satisfies the conditions stipulated under Section 149 of the Companies Act, 2013 for being appointed as an Independent Director.

The Company has received notice in writing from a member as required under Section 160 of the Companies Act, proposing the candidature of Mr. Brajadas Banerjee to be appointed as an Independent Director.

In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Brajadas Banerjee fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and he is independent of the Management.

Copy of the draft letter of appointment of Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his association would be immense benefit to the Company, and it is desirable to avail his services as an Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Independent Director for a term of 2 years, for the approval of the Shareholders of the Company.

Interest of Directors

Except Mr. Brajadas Banerjee, being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the above subject.

By Order of the Board



Place: Chennai
Date: 25th September 2019

S.R. Balachandher
Company Secretary

Particulars and short profile of the Director seeking appointment in the Extra Ordinary General Meeting

Mr. Brajadas Banerjee (holding DIN: 00064354), aged about 78 years, was graduated with Honors from the Presidency College, Kolkata and did his Master's in philosophy with special subject Psychology from Calcutta University. He is also an Associate of Insurance Institute of India, Mumbai and holds a Certificate of Management from the Management Development Institute (MDI), Gurgaon.

He is a Member of Advisory Board of Risk Management Association of India, Kolkata and an Advisor (Insurance), Goa Institute of Management, Goa. He is also a Member of the Academic Council of Eastern Institute of Integrated Learning in Management (EILM) - a Management College in Kolkata and a visiting Faculty of BIMTECH, Noida and National Insurance Academy (NIA), Pune. Till recently he was an Independent Director of Rallis India Limited and Tata AIG General Insurance Company Limited of Tata Group Companies.

Mr. Banerjee was a direct-recruit of the Life Insurance Corporation (LIC) as a Class I Officer for its General Insurance wing in 1964. In an illustrious career spanning over four decades in the Insurance Industry, he held various prestigious corporate leadership positions and played an important role in the establishment, growth and consolidation of the Non-life Insurance Sector in India, prominent among them being:

- *Managing Director, General Insurance Corporation of India, Mumbai, then holding company of four Subsidiary Companies.*
- *Chairman-cum-Managing Director, Oriental Insurance Co., New Delhi.*
- *Chairman-cum-Managing Director, National Insurance Co. Kolkata(Addl. charge)*
- *Insurance Ombudsman, Mumbai for the States of Maharashtra & Goa*
- *Administrator, Pune Stock Exchange, Pune.*
- *Member, Consultative Committee, IRDA of India*
- *Member, Technical &RI Committee and Health Insurance for Sr Citizens, IRDAI*
- *Consultant, WHO Committee on Health, associating Institute of Public Health, B'lore*

Before becoming MD of GIC, Mr. Banerjee was GM, United India Insurance Co. Ltd., Chennai in charge of Technical, Reinsurance and Foreign Operations and served LIC of India as ED (Vigilance). In the formative stage of his career he was Operations Head in several Divisional Offices and Head Office of National Insurance Company Ltd., Kolkata.

He is a widely travelled person leading the team of GIC & Oriental Insurance, to International Markets in U.K, U.S.A, Germany, France, Switzerland, Japan, Gulf Countries and South East Asian Countries. He acted as a Consultant to United Nations, for launching livestock Insurance in Nepal in 1991. He was Indian Representative in the CEOs' meet in New York, led the GIC team to Florida, Miami (U.S.A) for Health Insurance and to Tokyo, Japan for Savings Linked Insurance Scheme, to examine the viability of launching separate Insurance products in these areas in Indian Market.

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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

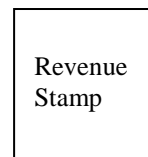
2. Name :
Address:
E-mail Id :
Signature:....., or failing him

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 on Thursday, 24th October 2019 at 1.45 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..... 2019.

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 |
| Special Business | | | | |
| 1. | Appointment of Mr. Brajadas Banerjee (DIN:00064354) as an Independent Director for a term of 2 years effective from 31 st July 2019. | | | |

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

