

## 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 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 SIXTEENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS**

**NOTICE** is hereby given that the Sixteenth Annual General Meeting of the Shareholders of the Company will be held on **Thursday, 28<sup>th</sup> July 2016, at 3:30 p.m** at the Registered office of the Company at 21 Patullos Road, Chennai 600 002, 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 2016 and the Profit & Loss Account for the year ended as on that date together with the Revenue Accounts and the Board's and the Auditors' Reports thereon be and are hereby 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. P M Venkatasubramanian (DIN: 00124505), 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. S. Viji (DIN: 00139043), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation."

4. To appoint/re-appoint Statutory Auditors and fix their remuneration.

- (i) To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED** that 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 from the conclusion of this Meeting until the conclusion of the next Annual General Meeting at a remuneration of Rs.12,00,000/- (Rupees Twelve lakhs only) in addition to tax audit fee of Rs.2,50,000/- (Rupees Two lakhs and fifty thousand

only) and certification fee, service tax 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 M/s. Brahmayaa & Co., Chartered Accountant, Chennai (Registration. No. 000511S), be appointed as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration Rs.12,00,000/- (Rupees Twelve lakhs only) in addition to certification fee, service tax and reimbursement of travelling and other out of pocket expenses incurred by them in connection with the Audit.”

### **SPECIAL BUSINESS**

#### **5. Appointment of Mr. Srinivas Acharya as a Director of the Company:**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED** that pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, **Mr. Srinivas Acharya** (DIN:00017412), who was appointed as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 and holds office up to this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

**By Order of the Board**



Place: Chennai  
Date:28<sup>th</sup>April 2016

S.R.Balachandher  
Company Secretary

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.
- 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 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) 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).

Encl.: Proxy form.

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

### **Special Business**

#### **Item No.6**

Mr. Srinivas Acharya (DIN:00071412), was appointed as an Additional Director of the Company on 23<sup>rd</sup> October 2015, pursuant to Section 161 of the Companies Act, 2013 and in terms of Article 104 of the erstwhile Articles of Association of the Company. He holds office up to the date of this Annual General Meeting of the Company and is eligible for appointment as a Director liable to retire by rotation.

The Company has received notice in writing from a member along with the deposit of the requisite amount under Section 160 of the Companies Act, proposing the candidature of Mr. Srinivas Acharya (DIN:00071412) as a Director of the Company.

The Board of Directors considers that the appointment of Mr. Srinivas Acharya (DIN:00071412) as a Director will be in the interests of the Company and, therefore, recommends the Resolution for the approval of the Shareholders. Accordingly, an ordinary resolution is submitted for your consent.

#### **Interest of Directors**

Except Mr. Srinivas Acharya (DIN:00071412), being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the above subject.