

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

NOTICE OF THE TWENTY FIRST (21st) ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

NOTICE is hereby given that the Twenty First (21st) Annual General Meeting of the Shareholders of the Company will be held on **Tuesday, 27th July 2021**, at **1.30 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 31st March 2021 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. S Viji (DIN: 00139043), 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. T T Srinivasaraghavan (DIN: 00018247), 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, the appointment of M/s N.C Rajagopal & Co, Chartered Accountants, Chennai (Registration No.003398S), made at the 20th Annual General Meeting as the Statutory Auditors of the Company, to hold office until the conclusion of the 25st Annual General Meeting, be and is hereby ratified at this 21st 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 21st Annual General Meeting until the conclusion of the 22nd Annual General Meeting be

fixed at Rs.18,00,000/- (Rupees Eighteen 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, M/s. Brahmayya & Co., Chartered Accountants, Chennai (Registration No.000511S), 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 until the conclusion of the 26th Annual General Meeting of the Company subject to ratification at every 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 21st Annual General Meeting until the conclusion of the 22nd Annual General Meeting be fixed at Rs.18,00,000/- (Rupees Eighteen lakhs only) in addition to tax audit fee of Rs.3,60,000/- (Rupees Three lakhs sixty thousand 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 7, 2021

Notes:

This Notice, together with the Annual Report for the financial year 2020-21, 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 General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, followed by General Circular No. 20/2020 dated May 5, 2020 read with General Circular No.02/2021 dated January 13, 2021 (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 is 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 and hence 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
- 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 at the Annual General Meeting

Item No.2

1.	Name	S Viji
	DIN	00139043
	Qualification	B.Com, ACA M.B.A (University of Michigan, Ann Arbor, USA)
	Specialisation	Banking, Finance, Insurance and Automotive Component Manufacturing Industry
	Experience (No. of Years)	Has over 5 decades of experience in finance, insurance and automotive component manufacturing industry. He is the Managing Director of Brakes India Private Limited and serves on the Board of several other Companies. He has been a Director on our Board since inception of the Company.

2.	Name	T T Srinivasaraghavan
	DIN	00018247
	Qualification	B.Com, M.B.A (Gannon University, Pennsylvania)
	Specialisation	Banking and Financial Service
	Experience (No. of Years)	Has over 4 decades of experience in Banking and Financial Services sectors. Has served on the Board of several leading trade related organisations such as the Madras Chamber of Commerce and Industry (MCCI) and also the International Finance and Leasing Association (IFLA) of UK wherein both, he had served as President. He currently serves on the Board of several other Companies. He has been a Director on our Board since inception of the Company.

Resolution Number	Resolution	Vote (Optional)		
		For	Against	Abstain
Ordinary Business				
1.	Adoption of the audited financial statements of the Company for the financial year ended 31 st March 2021 together with the Reports of the Board of Directors and Auditors thereon.			
2.	Re-Appointment of Mr. S Viji (DIN:00139043), the retiring Director, as a Director of the Company, liable for retirement by rotation.			
3.	Re-Appointment of Mr. T T Srinivasaraghavan (DIN:00018247), the retiring Director, as a Director of the Company, liable for retirement by rotation.			
4.	(i) Ratification of appointment of M/s. N C Rajagopal & Co., Chartered Accountants, Chennai			
	(ii) Reappointment of of M/s. Brahmayya & Co., Chartered Accountant, Chennai			