

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 EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

NOTICE is hereby given that an Extraordinary General Meeting (EGM) of the Shareholders of the Company will be held on **Wednesday, 20th September 2023, at 1.45 p.m.** at the Registered Office of the Company at 21, Patullos Road, Chennai 600 002, to transact the following special business:

SPECIAL BUSINESS:

- 1. Amendment to the Articles of Association of the Company by substituting the existing Article and inserting a new Article:**

To consider and if thought fit to pass with or without modification(s), the following resolutions as SPECIAL RESOLUTIONS:

“RESOLVED THAT, pursuant to the provisions of Sections 14 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force), the shareholders hereby approve the following alterations to the Articles of Association of the Company in the manner set out herein below:

Substituting the existing Article No.62 with the following Article:

62. The Board shall consist of a maximum of 12 (twelve) Directors, as more particularly described in this Article X. Any change in the composition and/or size of the Board shall be subject to mutual discussions and agreement between SFL and the Investor.

Inserting the following Article No. 77.1, after the existing Article No. 77:

77.1. Appointment of Nominee Director by Debenture Trustee(s): Subject to the applicable provisions of the Companies Act, 2013, the Board of Directors shall appoint the person nominated by the Debenture Trustee(s) in accordance with Regulation 15 (1) (e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a Nominee Director on the Board.

“RESOLVED FURTHER THAT the Managing Director and the Company Secretary of the Company, be and are hereby severally authorized to sign and file all the necessary forms and other documents as may be required by the statutory authorities including the Registrar of Companies, and to do such other acts, deeds and things that may be required to give effect to the above resolutions.”

By Order of the Board



S.R. Balachandher
Company Secretary

Place: Chennai
Date: 25th August 2023

Notes:

The Notice 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) 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 related to the business items 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:

Regulation 15 (1)(e) of SEBI (Debenture Trustees) Regulations, 1993 states that every Debenture Trustee shall appoint a nominee director on the Board of the company in any of the following events:

- (i) two consecutive defaults in payment of interest to the debenture holders; or
- (ii) default in creation of security for debentures; or
- (iii) default in redemption of debentures.

Pursuant to notification dated February 2, 2023, Securities and Exchange Board of India (SEBI) has amended the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and has directed that the Articles of Association of every debt listed company shall contain a specific clause to appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board within the timeline specified in the Regulations.

In order to comply with the requirements, the Company is required to amend certain provisions of the Articles of Association to increase the number of Directors on the Board from its current maximum of 10 to a maximum of 12 Directors. The amendment to the concerned Article 62 and insertion of a new article 77.1 is thereby proposed for the approval of the Shareholders.

Necessary special resolutions are submitted for Shareholders' consent and the Board recommends that the Resolution be approved.

Interest of Directors

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the above subject.

Inspection of Documents

Copies of the Articles of Association and other relevant documents are available for inspection by the Members at the Registered office of the Company.

By Order of the Board



Place: Chennai
Date: 25th August 2023

S.R. Balachandher
Company Secretary

Royal Sundaram General Insurance Co. Limited
'VISHRANTHI MELARAM TOWERS' 2/319 RAJIV GANDHI SALAI,
KARAPAKKAM, CHENNAI 600 097, Ph : 91-44-7117 7117
Regd Office: 21 Patullos Road, Chennai 600 002 CIN: U67200TN2000PLC045611

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 :

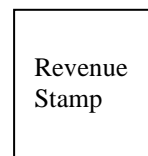
Signature:....., or failing him

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 **Wednesday, 20th September 2023 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 2023.

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.	Amendment to the Articles of Association of the Company by substituting Article 62 and inserting new Article 77.1			

Route Map: 21, Patullus Road - Royal Sundaram Registered Office

